BRAVEHEART RESOURCES INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED MAY 31, 2019

*The following management's discussion and analysis ("**MD&A**") is management's assessment of the results and financial condition of Braveheart Resources Inc. ("**Braveheart**" or the "**Company**") and should be read in conjunction with the audited consolidated financial statements for the year ended May 31, 2019 ("**2019**"), which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). All dollar amounts are in Canadian dollars, unless otherwise noted. The date of this MD&A is September 30, 2019. Braveheart's most recent filings are available on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") and can be accessed through the Internet at www.sedar.com.*

*The "Qualified Person" under the guidelines of National Instrument 43-101 of the Canadian Securities Administrators ("**NI 43-101**") for Braveheart's exploration and mining projects as described in the following discussion and analysis is Ian Berzins, CEO of the Company and a Professional Engineer Registered in the Provinces of Alberta and British Columbia.*

1. DESCRIPTION OF BUSINESS

Braveheart is a Canadian-based exploration company focused on acquiring, exploring and developing mineral properties throughout Canada, principally in British Columbia.

On November 27, 2012, the Company filed Articles of Amalgamation under the Business Corporations Act (Ontario), whereby the Company was amalgamated with Braveheart to form an amalgamated corporation operating under the name of "Braveheart Resources Inc." (the "Company"). All amounts herein reflect the financial effects of the amalgamation.

2. HIGHLIGHTS OF THE YEAR

Highlights for the year ended May 31, 2019 include:

- Completion of the 1,600 meter drill program at the Company's Alpine Property in September 2018;

- Completion of the acquisition, related financing, and integration of the Purcell Project by way the 100% acquisition of Purcell Basin Minerals Inc. pursuant to a Plan of Arrangement via the *Companies' Creditors Arrangement Act* ("CCAA") (the "Purcell Acquisition"). The Purcell Acquisition closed on January 18, 2019. See Note 6 (Acquisition of Purcell Basin Minerals Inc.) of the audited consolidated financial statements for the year ended May 31, 2019.

- On completion of the acquisition of the Purcell Project, management focused efforts on permitting of the Purcell Project for mining operations and ore processing. The underground mine is currently permitted for mining at a rate of 205 tonnes per day and management intends to increase the permitted mining rate to approximately 1,000 tonnes per day in order to optimize the capacity of the installed surface infrastructure. There is currently no permit to store tailings at the property either in the underground or on surface. Management is planning to implement dry stack tailings technology for operation of the tailings storage facility on surface. Additionally management plans to construct a backfill plant on surface so some portion of the tailings can be placed back in the mine as a cemented backfill. Management has initiated the permitting process for both permits with Energy. Mines and Petroleum Resources of British Columbia. Once permits are received management will initially focus ore processing on the surface stockpile of approximately 175,000 tonnes of mineralized material.

- Completion of an equity financing in December 2018 (combination of flow-through and common share units) resulting in proceeds of $1,546,000.

- Completion of an equity financing in August 2018 resulting in a net equity raise of $253,500.

3. ACQUISITION OF PURCELL BASIN MINERALS INC.

3.1 Summary of Acquisition

On January 18, 2019 the Company completed a definitive agreement to acquire the shares of Purcell Basin Minerals Inc. (Purcell) pursuant to a plan of arrangement and made pursuant to the Companies' Creditors Arrangement Act (CCAA). This was an arm's length transaction. The acquisition of Purcell received approval from all required parties and the transaction closed on January 18, 2019.

Under the terms of the Plan, Braveheart settled all priority payables including the costs of the Court appointed Monitor under the CCAA proceedings, related legal expenses and the interim financing that was in place and being paid by the debtor in possession.

The unit holders of CuVeras LLC ("CuVeras"), one of two secured creditors of Purcell, have been issued 10 million common shares of Braveheart and 10 million warrants of Braveheart, with each warrant entitling the holder to purchase a Braveheart common share at a price of $0.15 per share for a period of 12 months.

Braveheart has purchased CuVeras' senior secured position for $6,000,000 in the form of a convertible debenture, which will mature three years from the date of issuance. The debenture bears annual interest of 0%, 1% and 2% respectively in the first, second and third year of the debenture. After two years, 40% of the principal amount of the debenture can be converted into shares of Braveheart at a price of $0.40 per share. After 35 months, the entire amount of the principal amount of the debenture can be converted into shares of Braveheart at a price of $0.50 per share. If the convertible debenture is fully converted into common shares of Braveheart, an aggregate of 13,200,000 common shares would be issuable to CuVeras.

Highlands Pacific LLC and Highlands Pacific Partners LP and related entities controlled by Brendan MacMillan ("MacMillan Group"), the second secured creditor of Purcell, has been paid $2,500,000 in exchange for releasing all claims against the assets of Purcell and all claims against CuVeras and those parties have settled all previous litigation between them.

Unsecured creditors of Purcell have received 30% of their claim value in common shares of Braveheart at a price of $0.10 per share based on a satisfactory proof of claim, resulting in the issuance of 4,276,248 common shares of Braveheart.

Pre-existing Purcell equity holders were granted an offer to acquire up to 16.5 million units ("Units") of the Company. Each Unit was comprised of one common share of the Company and one warrant, with each warrant entitling the holder to purchase one common share at a price of $0.15 per share for a period of 12 months. Each Purcell equity holder, regardless of how many Purcell shares previously held by such equity holder, was required to make a flat cash payment of $1,000 for all the Units purchased. On May 8, 2019, 118 pre-existing Purcell equity holders accepted the offer resulting in cash proceeds of $118,000 and the issuance of 16,200,781 Units. These transactions have been reflected in 6.2 above.

The acquisition of Purcell provides the Company with an advanced stage development project with past production in a friendly Canadian mining jurisdiction. The Bull River project has approximately 22 kilometres of underground tunnels that provide access to a significant portion of the current NI 43-101 indicated resource of 1,511,000 tonnes. Based on a cut off grade of 1% copper equivalent the resource has a grade of 1.74% copper, 0.37 grams per tonne of gold and 14.18 grams per tonne of silver. The current indicated resource should support a mine life of approximately 6.5 years in addition to the surface stockpile of mineralized material which will provide the process facility with an initial feed for six months. The underground is currently on care and maintenance and has been maintained in a dewatered condition thereby allowing for an expedited return to mining in the undergound. The surface infrastructure includes a 750 tonne per day mill that can be expanded to 1,000 tonnes per day. The mill will require replacement of the flotation circuit and installation of a filtration system in support of the filtered tailings operation. A new 10 MVA transformer is required on surface to allow for reconnection to the BC Hydro transmission grid. Total capital requirements to refurbish the mill and complete surface upgrades is approximately $5.0 million. The surface infrastructure also includes a maintenance facility, assay lab and administrative building containing drying facilities.

The Bull River project is a brownfields operation that previously operated from 1971 to 1974 producing 7,260 tonnes of copper, 6,354 kg of silver and 126 kg of gold from 471,900 tonne milled. The property is located approximately 35 kilometres from Cranbrook, British Columbia and connected by paved and all weather roads. Grid power from BC Hydro is connected to site. The property is located in proximity to several local mining communities including Cranbrook, Kimberly and Fernie.

3.2 Value Received and Consideration Transferred

Cash	$	118,000
Deposit		525,214
Amounts receivable		1,057,643
Deferred tax asset		1
Property, plant & equipment		2,806,429
Mineral Property		2,000,000
Unprocessed ore		5,039,144
		11,546,431
Decomissioning Obligation		(156,380)
Accounts payable assumed		(119,993)
Fair value of net assets acquired	$	11,270,058
Fair value of consideration transferred:		
Shares and warrants issued to secured creditors	$	1,000,000
Payments made to secured creditor and monitor		3,724,433
Convertible debenture		6,000,000
Shares issued to unsecured creditors		427,625
Shares and warrants issued to former Purcell shareholders		118,000
Fair value of consideration	$	11,270,058

The acquisition of historical non-capital loss and tax pools of an estimated $153,522,000 are available to reduce future income taxes. The future benefit of these tax pools have been reflected in the fair value estimates at $1.

The Company incurred $561,909 in acquisition transaction costs including direct costs incurred of the Monitor and legal costs that have been included in the statement of loss.

Contingency - The Company is defending two claims in dispute which was assumed. Should the disputes be settled in favour of the claimants this would result in the issue of up to 2,250,000 common shares. The Company is not able to estimate the outcome of this contingency.

4. MINERAL PROPERTY EXPLORATION ACTIVITIES

4.1 Alpine Property

The Company began its 2018 exploration program at its Alpine Property during August 2018. The program consisted of a helicopter-assisted diamond drill program of approximately 1,600 metres. The purpose of the program was to test for extensions of the current resource on strike and down dip through step-out drill holes. Surface exploration including mapping and sampling of potential targets on the property was carried out simultaneously. The program was completed by the end of September 2018.

The Alpine property currently has a National Instrument 43-101 compliant resource report that was posted on SEDAR on March 7, 2018. An inferred resource of 268,000 tonnes has been estimated resulting in an inferred gold resource of 142,000 ounces using a cut-off grade of 5.0 g/t gold and an average grade of 16.52 g/t gold. Table 1 below provides a range of values using varying cut-off grades.

Table 1 – Inferred Resource within the Alpine Vein

Au Cut-off (g/t)	Tonnes> Cut-off (tonnes)	Grade > Cut-off Au (g/t)	Contained Au Ozs
2.0	366,000	12.96	153,000
3.0	324,000	14.36	149,000
4.0	290,000	15.62	145,000
5.0	**268,000**	**16.52**	**142,000**
6.0	242,000	17.71	138,000
7.0	205,000	19.76	130,000
8.0	182,000	21.29	124,000
9.0	168,000	22.32	121,000
10.0	160,000	22.94	118,000
15.0	128,000	25.64	106,000
20.0	88,000	29.49	83,000
25.0	54,000	33.82	59,000

5. MINERAL PROPERTY EXPENDITURES AND COMMITMENTS

5.1 Mineral Property Expenditures

Braveheart's option payments and acquisition costs on mineral properties through the year ended May 31, 2019 were as follows:

Mineral Property	Balance May 31, 2018	Option payments & Acquisition costs	Disposition (Assignment)	Balance May 31, 2019
Alpine	$ 125,000	$ 240,000	$ -	365,000
Purcell		2,000,000	-	2,000,000
Other	$ 8	$ 10,142	$ (10,142)	$ 8
Total	$ 125,008	$ 2,250,142	$ (10,142)	$ 2,365,008

Braveheart's expenditures on mineral properties during the year ended May 31, 2019 were as follows:

Mineral Property	Mining Exploration Expense May 31, 2019	May 31, 2018
Alpine	**$ 487,513**	**$ 488,561**
Purcell	**112,469**	**-**
Other	**10,142**	**-**
Total	**$ 610,124**	**$ 488,561**

6. RESULTS OF OPERATIONS

	Note		Year ended May 31 2019		May 31, 2018
Expenses					
Management fees	17	$	-	$	19,202
Marketing and advertising			75,445		-
Consulting fees	17		463,462		55,700
Amortization			57,075		-
Accretion	18		8,483		-
Administrative expenses			153,759		52,171
Professional fees			223,610		37,098
Rent	17		2,952		4,800
Salaries and wages			130,175		-
Supplies and maintenance			139,792		-
Acquisition transaction costs	6		561,909		-
Mining exploration expenses	8		610,124		488,561
Interest expense	17, 19		494,112		-
Impairment of mining properties	8		-		24,301
Operating loss			2,920,898		681,833
Gain on sale of asset			5,700		-
Interest income			343		163
Net loss		$	(2,914,855)		(681,670)
Flow-through share premium renunciation	13		-		28,906
Net loss and comprehensive loss for the period		$	(2,914,855)	$	(652,764)
Net loss per share	16		(0.049)	$	(0.017)
Weighted average outstanding shares			59,094,462		40,732,961

6.2 *Analysis of Key Variances*

Results of operations for the year ended May 31, 2019 resulted in a net loss of $2,914,855, compared to a loss of $652,764 for the prior year.

The Purcell Project acquisition of January 18, 2019 and subsequent integration has had the following impact on operating results, notably:
-Acquisition transaction costs of $561,909 were costs incurred specifically related to facilitation of the acquisition. Approximate $461,500 of these costs were incurred by the Purcell court appointed monitor and legal firm as they worked to affect the sale of the properties on behalf of stakeholders.

-Consulting fees, administrative expenses, and professional fees have all increased year over year largely as a result of the activities during the year surrounding due diligence, negotiations, and integration of the Purcell Project.

-Interest expense of 494,112 which is the sum of interest incurred on the $4,800,000 related party loan and the effective interest on the convertible debenture related to the Purcell Project acquisition. Note that 232,190 is non cash and is the amortization of the estimated fair value of the equity portion of the convertible debenture. At January 18, 2019, $4,000,000 of the available $4,350,000 has been advanced to the Company. On April 12, 2019 $150,000 was available leaving an additional $200,000 remaining as Undispersed funds on long term debt.

-Amortization, accretion, salaries and wages, supplies and maintenance and mining expenses increases are new operating costs associated with the operations of the Purcell Project since acquisition. Salaries and wages and supplies and maintenance, and mining expenses (including electricity) relate to the ongoing de-watering of the underground tunnels of the property to ensure success of future mining operations.

7. QUARTERLY FINANCIAL INFORMATION

The following is selected financial data from the quarterly interim consolidated financial statements of Braveheart for the last eight completed fiscal quarters ending May 31, 2019. This information should be read in conjunction with Braveheart's audited annual and unaudited interim consolidated financial statements for the periods below.

	May 31 2019	Feb. 28 2019	Nov. 30, 2018	Aug. 31, 2018	May 31 2018	Feb. 28 2018	Nov. 30, 2017	Aug. 31, 2017
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
(a) Revenue $	123	-	$ -	$ 220	-	-	$ -	$ 240
(b) Net income (loss) and comprehensive income (loss)	$(12,070,041)	9,787,231	$(507,518)	$(124,527)	$(70,878)	$(70,032)	$(437,351)	$(74,503)
(c) Net (loss) per share – basic and fully diluted	$(0.148)	$0.146	$(0.011)	$(0.003)	$(0.002)	$(0.002)	$(0.012)	$(0.002)

(1) Fully diluted weighted average common shares outstanding, used in the calculation of fully diluted net loss per share, are not reflective of the outstanding stock options and warrants at that time as their exercise would be anti-dilutive in the net loss per share calculation; and

During the quarter ended February 28, 2019 the Company recognized a bargain purchase price of $10,366,552 based on initial estimates of fair value of assets acquired and liabilities assumed with the Purcell Project acquisition. During the quarter ended May 31, 2019 the Company finalized its estimates of fair values which have resulted in a $nil bargain purchase. The fourth quarter of the year end May 31, 2019 includes the reversal of the bargain purchase.

Braveheart does not generate any significant operating revenue.

8. FINANCIAL CONDITION

Based on the May 31, 2019 working capital position, Braveheart does not have sufficient cash to continue significant exploration activities on its mineral properties without additional financings. Braveheart intends to obtain proceeds from additional equity financing or prospective lenders to finance capital development of the Purcell mining facilities for ore mining operations or ore processing and exploration expenditures, as well as general and administrative expenditures; however, there can be no assurance that additional capital or other types of financing will be available or that, if available, the terms of such financing will be favourable to Braveheart.

9. LIQUIDITY AND CAPITAL RESOURCES

Braveheart is wholly dependent on equity or debt financing to complete the development of its exploration and evaluation assets. Braveheart does not expect to generate any significant revenues from operations in its next fiscal year.

Braveheart is dependent on external financing to fund its acquisitions and exploration activities. In order to carry out further exploration and pay for general and administrative costs, Braveheart may spend its existing working capital and attempt to raise additional funds as needed. Braveheart will continue to assess new properties and seek to acquire interests in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

The ability of Braveheart to successfully acquire additional mineral properties and proceed with exploration activities on current properties is conditional on its ability to secure financing when required. Braveheart proposes to meet additional capital requirements through equity financing. In light of the continually changing financial markets, there is no assurance that new funding will be available at the times or in the amounts required or desired by Braveheart, or upon terms acceptable to Braveheart or at all.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of Braveheart, is reasonable. There were no changes in Braveheart's approach to capital management during the year ended May 31, 2019. Braveheart is not subject to externally imposed capital requirements.

Braveheart had no off-balance sheet arrangements at May 31, 2019.

10. OUTLOOK AND FUTURE EXPLORATION WORK

Working capital from Braveheart's treasury, as available from time to time, may also be used to acquire and explore other properties either alone or in concert with others as opportunities and finances permit.

Braveheart intends to target, review and, if desirable, acquire and develop additional mineral assets in order to augment and strengthen its current mineral property portfolio. In conducting its search for additional mineral properties, Braveheart may consider acquiring properties that it considers prospective based on criteria such as the exploration history or location of the properties, or a combination of these and other factors.

Braveheart is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. These risks include, but are not limited to, the challenges of securing adequate capital in view of exploration, development and operational risks inherent in the mining industry as well as global economic and gold price volatility. There is no assurance that Braveheart's funding initiatives will continue to be successful to fund its planned exploration activities.

An investment in Braveheart's securities is speculative.

11. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The financial statements for the year ended May 31,2019 have been prepared using IFRS applicable to a going concern, which assumes continuity of operations and realization of assets and settlement of liabilities in the normal course of business. However, Braveheart is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. As a result of these circumstances, there is significant doubt as to the appropriateness of the going concern presumption. There is no assurance that Braveheart's funding initiatives will continue to be successful and these financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

The preparation of these audited consolidated financial statements in accordance with International Accounting Standard as issued by the International Accounting Standards Board ("**IASB**"), requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. These audited consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the audited consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- Braveheart assesses the carrying value of exploration and evaluation assets each reporting period to determine whether any indication of impairment exists. The calculation of recoverable amount requires the use of estimates and assumptions such as long-term commodity prices, discount rates, recoverable metals, and operating performance;
- due to the complexity and nature of Braveheart's operations, various legal and tax matters are outstanding from time to time. By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events. In the opinion of management, these matters did not have a material effect on Braveheart's financial position or results of operations as at and for the year ended May 31, 2019; and
- Management's assessment of the going concern assumption requires judgment with respect to the funds to be available over the next twelve months.

12. SIGNIFICANT ACCOUNTING POLICIES

Braveheart's significant accounting policies are summarized in the notes to the audited annual consolidated financial statements for the year ended May 31, 2019. Braveheart is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. The policies described below, and estimates related to them, have the most significant effect in preparation and presentation of Braveheart's consolidated financial statements.

Exploration and Evaluation Assets

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures ("E&E") are charged to operations as incurred. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs and share based payments to employees and consultants, are expensed in the period in which they occur.

The acquisitions of mineral property interests are initially measured at cost. Mineral property acquisition costs and development expenditures incurred subsequent to the determination of the feasibility of mining operations and approval of development by the Company are capitalized until the property to which they relate is placed into production, sold or allowed to lapse.

Exploration and evaluation costs incurred prior to determination of the feasibility of mining operations are charged to operations as incurred. Mineral property acquisition costs include the cash consideration and the fair market value of shares issued for mineral property interests pursuant to the terms of the relevant agreements. These costs will be amortized over the estimated life of the property following commencement of commercial production, or written off if the property is sold, allowed to lapse, or when an impairment of value has been determined to have occurred.

Share-Based Payment Transactions

The grant date fair value of share-based payment awards granted to employees is recognized as an employee expense or capitalized to exploration and evaluation assets for grants to individuals working directly on mineral properties with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes. Fair values of share-based payments (including stock options and warrants) are determined based on estimated fair values at the time of grant using the Black-Scholes option pricing model.

The fair value of the amount payable to employees in respect of share appreciation rights, which are settled in cash, is recognized as an expense with a corresponding increase in liabilities, over the period that the employees unconditionally become entitled to payment. The liability is remeasured at each reporting date and at settlement date. Any changes in the fair value of the liability are recognized as personnel expense in profit or loss.

Share-based payment arrangements in which Braveheart receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, regardless of how the equity instruments are obtained by Braveheart.

13. ACCOUNTING ISSUES

13.1 Management of Capital Risk

The objective when managing capital is to safeguard Braveheart's ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders, benefits to other stakeholders and to have sufficient funds on hand to meet its exploration and development plans to ensure the ongoing growth of the business.

Braveheart considers as capital its shareholders' equity and cash and equivalents. Braveheart manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust capital structure, Braveheart may issue new common shares through private placements, repurchase shares, sell assets, incur debt, or return capital to shareholders. Braveheart will require additional funds to carry out capital development and exploration on its mineral properties. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration and development activities. Due to the cyclical nature of the industry, there is no guarantee that when Braveheart needs to raise capital, there will be access to funds at that time.

13.2 Management of Financial Risk

Braveheart is exposed to various property and financial risks and assesses the impact and likelihood of this exposure. These risks include property risk, credit risk, liquidity risk, market risk, interest rate risk and commodity price risk. Where material, these risks are reviewed and monitored by the Board of Directors and they are more fully described in note 5 to the financial statements for the ended May 31, 2019.

14. OUTSTANDING SHARE DATA

	Number of Shares
Common & fully diluted shares outstanding – May 31, 2018	**43,751,105**
Share issue for cash*	**15,225,000**
Shares issued for cash – flow-through shares	**2,950,000**
Shares issued for property	**31,877,029**
Common & fully diluted shares outstanding – May 31, 2019	**93,803,133**

Braveheart has an authorized share capital consisting of an unlimited number of common shares.

14.2 Warrants

	Number of Warrants
Warrants outstanding – May 31, 2018	**12,760,395**
Expired	**(3,310,000)**
Issued*	**43,080,781**
Warrants outstanding – May 31, 2019	**52,531,176**

14.3 Stock Options

The Company has a stock option plan to provide employees, directors, officers and consultants with options to purchase common shares of the Company. Under the plan, the exercise price of each option equals the market price of the Company's stock on the day of grant and the maximum term of option is five years. The maximum number of shares which may be issued under the program shall not exceed 10% of the issued and outstanding shares. The following summarizes the employees, directors, officers and consultants stock options that have been granted, exercised, expired, vested or cancelled during the period ended May 31, 2019:

	Number of Options	Black-Scholes Value	Weighted Average Exercise Price
Balance, May 31, 2017	3,000,000	$ 733,175	$ 0.09
Expired	(40,000)	-	
Balance, May 31, 2018	3,000,000	$ 733,175	$ 0.06
Expired	-	-	-
Balance, May 31, 2019	3,000,000	$ 733,175	$ 0.06

15. OTHER INFORMATION

15.1 Contractual Commitments

The Company has a commitment to spend $295,000 from amounts raised through flow-through financing issued prior to December 31, 2019 on eligible Canadian exploration and development expenses. At May 31, 2019, the Company had not yet incurred these required expenses but is expected to do so prior to the end of calendar 2019.

On November 2, 2016, the Company entered into an option agreement with regards to the Alpine Mine property. In December 2018 the Company entered into an amended Option Agreement covering the Alpine Property. The main amendments to the Option Agreement were: 1) the elimination of any future minimum exploration expenditure requirement; 2) the extension of required payments out to December 2023 (previously 2022). The revised future commitments under the Option Agreement are as follows:

		Cash Payment	Common Shares		Exploration Expenditures
December 15, 2018	$	100,000 (fulfilled)	400,000 (fulfilled)	$	-
December 21, 2018	$	-	1,000,000 (fulfilled)	$	-
December 15, 2019	$	200,000	400,000	$	-
December 15, 2020	$	200,000	-	$	-
December 15, 2021	$	200,000	-	$	-
December 15, 2022	$	1,300,000	-	$	-
December 15, 2023	$	1,300,000	-	$	-
	$	3,300,000	1,800,000	$	-

The Corporation estimates the total undiscounted cash flows to settle its asset retirement obligations are approximately $470,750 in 2044. A Corporation credit adjusted risk-free interest rate of 15.0% and an estimated inflation rate of 3.0% was used to calculate the present value of asset retirement obligations.

15.2 Limitations of Controls and Procedures

Braveheart's Chief Executive Officer and Chief Financial Officer believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within Braveheart have been prevented or detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

15.3 Corporate Governance

Braveheart's Board of Directors follows corporate governance policies to ensure transparency and accountability to shareholders.

The Audit Committee fulfills its role of ensuring the integrity of the reported information through its review of the unaudited interim and audited annual consolidated financial statements prior to their submission to the Board of Directors for approval.

15.4 Related Party Transactions

On January 4, 2019 the Company entered into a loan agreement with Matlock Farms Ltd., a company controlled by Aaron Matlock, a director of the Company. The loan has a principal amount of $5,000,000 (of which $4,800,000 has been issued to date) and carries an interest rate of 14.8% for a term of four years and is secured by a General Security Agreement. Interest will accrue for the first two years, and commencing in the third year, the Company will be required to make blended payments comprised of principal and interest.

Under the terms of the loan agreement, $650,000 of the $5,000,000 will remain in an escrow account as security for certain third-party debts with Matlock Farms Ltd. This $650,000 is included as an asset under Undispersed funds on long-term debt.

At January 18, 2019, $4,000,000 of the available $4,350,000 has been advanced to the Company. On April 12, 2019 $150,000 was available leaving an additional $200,000 remaining as Undispersed funds on long term debt.

		May 31 2019		May 31 2018
Loan due January 4, 2019, bears interest at 14.8%	$	4,800,000	$	-
Accrued interest at end of year		261,922		-
	$	5,061,922	$	-

14.7 Subsequent Events

In June 2019, the Company completed private placements of

(i) 3,823,530 flow-through common shares at $0.17 per common share for gross proceeds of $650,000.

(ii) 333,333 units at $0.15 per unit, for gross proceeds of $50,000. The units comprise one common share and one-half common share purchase warrant. Each warrant will entitle its holder to acquire one additional common share of the Company at a price of $0.21 for 24 months from the date of issuance.

In June 2019, the Company granted up to 6,300,000 stock options to directors, officers, employees, and consultants with an exercise price of $0.16 and an expiry date 5 years from date of grant.

In July 2019, 6,083,334 common shares have been issued on the exercise of warrants for gross proceeds of $730,000. In August 2019, 1,162,500 common shares have been issued on the exercise of warrants for gross proceeds of $139,500.

The company has advanced $165,000 representing 50% of the cost of a replacement electrical transformer for the Purcell processing facilities.

14.8 Changes in Accounting Policies

IFRS 15, "Revenue from Contracts with Customers", the new revenue standard, effective January 1, 2018 introduces a single principles-based five-step model for the recognition of revenue when control of a good or service is transferred to the customer. The five steps are: identify the contract(s) with the customer, identify the performance obligations in the contract, determine transaction price, allocate the transaction price, and recognize revenue when a performance obligation is satisfied. IFRS 15 also requires enhanced disclosures about revenue to help investors better understand the nature, amount, timing and uncertainty of revenue and cash flows from contracts with customers, and improves the comparability of revenue from contracts with customers. Adoption of this policy had no significant impact to the financial statements.

IFRS 9 Financial Instruments ("IFRS 9") replaces the guidance in IAS 39 Financial Instruments: Recognition and Measurement, on the classification and measurement of financial assets. The Standard eliminates the existing IAS 39 categories of held to maturity, available-for-sale and loans and receivable. Financial assets will be classified into one of two categories on initial recognition: financial assets measured at amortized cost; or financial assets measured at fair value. IFRS 9 will also will align hedge accounting more closely with risk management. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Adoption of this policy had no significant impact to the financial statements.

In January 2016, the IASB issued IFRS 16 Leases, which replaces the current IFRS guidance on leases. Under the current guidance, lessees are required to determine if the lease is a finance or operating lease, based on specified criteria. Finance leases are recognized on the balance sheet, while operating leases are recognized in the statement of operations when the expense is incurred. Under IFRS 16, lessees must recognize a lease liability and a right-of-use asset for virtually all lease contracts. The recognition of the present value of minimum lease payments for certain contracts currently classified as operating leases will result in increases to assets, liabilities, depletion, depreciation and amortization, and finance expense, and a decrease to production, operating and transportation expense upon implementation. An optional exemption to not recognize certain short-term leases and leases of low value can be applied by lessees. For lessors, the accounting remains essentially unchanged. The standard will be effective for annual periods beginning on or after January 1, 2019. The extent of the impact of IFRS 16 has not yet been determined.

16. FORWARD-LOOKING STATEMENTS CAUTIONARY NOTE

This MD&A may contain forward-looking statements that are based on Braveheart's expectations, estimates and projections regarding its business and the economic environment in which it operates. These statements speak only as of the date on which they are made, are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. Examples of some of the specific risks associated with the operations of Braveheart are set out above under "Risk Factors". Actual outcomes and results may differ materially from those expressed in these forward-looking statements and readers should not place undue reliance on such statements.

Certain information included in this MD&A may constitute forward-looking information within the meaning of securities laws. In some cases, forward-looking information can be identified by the use of terms such as "may", "will", "should", "expect", "believe", "plan", "scheduled", "intend", "estimate", "forecast", "predict", "potential", "continue", "anticipate" or other similar expressions concerning matters that are not historical facts. Forward-looking information may relate to management's future outlook and anticipated events or results, and may include statements or information regarding the future plans or prospects of Braveheart. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Although Braveheart believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements.

Forward-looking information is inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Braveheart to be materially different from those expressed or implied by such forward-looking information, including but not limited to, risks related to Braveheart's goal of creating shareholder value by concentrating on the acquisition and development of properties that have the potential to contain economic mineral deposits; management's assessment of future plans for its property interests (See "Mining Properties – Exploration Activities"); management's economic outlook regarding future trends; Braveheart's expected exploration budget and ability to meet its working capital needs at the current level in the short term (See "Liquidity and Capital Resources" and "Financial Conditions"); expectations with respect to raising capital (See "Liquidity and Capital

Resources"); and management's proposed undertaking to attempt to renegotiate certain of its option agreements (See "Financial Conditions").

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Braveheart's ability to predict or control. These risks, uncertainties and other factors include, but are not limited to, mineral price volatility, changes in debt and equity markets, timing and availability of external financing on acceptable terms, the uncertainties involved in interpreting geological data and confirming title to recently acquired properties, the possibility that future exploration results will not be consistent with Braveheart's expectations, increases in costs, environmental compliance and changes in environmental and other local legislation and regulation, interest rate and exchange rate fluctuations, changes in economic and political conditions and other risks involved in the mineral exploration and development industry, as well as those risk factors listed in the "Risk Factors" section above. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about the following: the availability of financing for Braveheart's exploration and development activities; operating and exploration and development costs; Braveheart's ability to retain and attract skilled staff; timing of the receipt of regulatory and governmental approvals for exploration properties and other operations; market competition; and general business and economic conditions.

For further discussion of certain risks and uncertainties that could contribute to a difference in results that those expressed in certain forward looking statements contained herein, please review those risks listed under the heading "Risks Factors" in this MD&A. Although Braveheart has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Forward-looking statements are not guarantees of future performance and there can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and Braveheart takes no responsibility to update them or to revise them to reflect new events or circumstances, except as required by law.

Additional Information

Additional information regarding the Company and its business and operations is available on the Company's profile at www.sedar.com and on the Company's website at www.braveheartresourcesinc.com.