



**** AMENDED ****

**Management Discussion and Analysis
For the Three Months Ended March 31, 2020**

The following discussion and analysis of the operations, results and financial position of Cresval Capital Corp. (the “Company” or “Cresval”) should be read in conjunction with the Company’s amended and restated interim consolidated financial statements for the three months ended March 31, 2020 (unaudited), which are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and the notes thereto.

The Company issued and filed amended and restated interim consolidated financial statements for the three months ended March 31, 2020. The original interim consolidated financial statements for the three months ended March 31, 2020 were filed on July 14, 2020. The amendments to the interim consolidated financial statements are related to the accounting for and disclosure of a private placement of units as further described in notes 2 and 6 to the amended and restated interim consolidated financial statements for the three months ended March 31, 2020.

This amended Management Discussion and Analysis (“MD&A”) is dated January 25, 2021 and discloses specified information up to that date. Cresval is classified as a “venture issuer” for the purposes of National Instrument 51-102.

We recommend that readers consult the “Cautionary Statement” on the last page of this report.

Additional information relating to the Company can be obtained on SEDAR at www.sedar.com or on the Company’s website at www.cresval.com.

Overview

Cresval was incorporated under the Company Act of British Columbia on July 23, 2001 and is a reporting issuer in the Provinces of British Columbia and Alberta. The common shares of the Company are listed for trading on the TSX Venture Exchange under the symbol “CRV” and on the Frankfurt Stock Exchange under the symbol “CFV”. Its principal business comprises the acquisition and exploration of mineral resource properties, with a current focus on base and precious metal properties located in the Province of British Columbia, Canada.

The Company is in the exploration stage. The Company is classified as a Mineral Exploration company. The financial statements to which this MD&A relates have been prepared on a going concern basis, which presumes the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. The Company had a working capital deficiency of \$793,819 at March 31, 2020 and has accumulated losses of \$3,251,053 since inception. The Company’s ability to meet its obligations and maintain its operations is contingent upon additional financing or profitable operations in the future.

On June 19, 2020, the British Columbia Securities Commission issued a cease trade order for failure to file financial statements. A full revocation order was issued on June 22, 2020. On June 22, 2020, the Company was halted from trading on the TSX Venture Exchange, and reinstatement is pending as of the date of this Management’s Discussion and Analysis.

Strategy, Performance and Outlook

On January 9, 2020, the Company issued a total of 2,400,000 units pursuant to a private placement, of which 200,000 were flow-through units. The units were valued at \$0.05 per unit for a total value of \$120,000. Of the \$120,000 of total value, \$72,000 was attributed to the warrant portion of the units. As at March 31, 2020, the Company had not yet received payment for the subscribed units.

As a result of non-compliance with the TSX Venture Exchange (the "TSXV") policies relating to this private placement, the TSXV required the Company to cancel 2,200,000 of the 2,400,000 units relating to this private placement and, as a consequence, the Company has amended and restated its interim consolidated financial statements for the three months ended March 31, 2020. For further information, refer to notes 2 and 6 of the amended and restated interim consolidated financial statements for the three months ended March 31, 2020.

As a net result of this private placement, the Company received a total of \$10,000 of gross proceeds, and issued 200,000 units. Each of the 200,000 units consists of one common share and one common share purchase warrant exercisable at a price of \$0.07 for a period of two years.

Mineral Property Interests

The Company currently has interests in two exploration projects. The first property, known as the MIKE Property, located 40 km west-northwest of Goldbridge, British Columbia in the Lillooet Mining Division consists of 27 contiguous mineral claims and covers an area of approximately 11,127 hectares. The Company did not complete any exploration on the MIKE property during the period ended March 31, 2020.

The second property, the New Raven property, is located 15 km southwest of Lillooet, British Columbia, in the Lillooet Mining Division and consists of 7 mineral claims, covering an area of approximately 3,200 hectares. During the year ended December 31, 2018, the Company amalgamated its Aumax claims into the New Raven claims resulting in a single property interest. The Company incurred property maintenance costs of \$1,292 during the period ended March 31, 2020.

Review of Operations

Three months ended March 31, 2020 compared with the three months ended March 31, 2019

	3 Months Ended Mar. 31, 2020	3 Months Ended Mar. 31, 2019
General and Administrative Expenses		
Consulting and management fees	\$ 39,000	\$ 39,000
Depreciation	126	170
Office supplies and services	227	4,999
Professional fees	5,168	1,865
Shareholder information and communications	200	49,628
Share transfer, listing and filing fees	6,781	12,750
Travel	112	868
	(51,614)	(109,280)
Total Loss and Comprehensive Loss	\$ 51,614	\$ (109,280)
Basic and Diluted Loss per Share	\$ -	\$ -
Weighted Average Shares Outstanding	30,198,451	27,618,231

- Consulting and management fees remained consistent for the period ended March 31, 2020 compared to the period ended March 31, 2019.
- Office supplies and services decreased to \$227 for the three months ended March 31, 2020 compared to \$4,999 for the three months ended March 31, 2019 and is due to a decrease in rent expense.
- Professional fees increased to \$5,168 for the three months ended March 31, 2020 from \$1,865 in the three months ended March 31, 201 and is attributable to general corporate legal fees for corporate actions and the Company's annual general meeting.
- Shareholder information and communications decreased to \$200 for the three months ended March 31, 2020 compared to \$49,628 for the three months ended March 31, 2019 as a result of the termination of marketing and communications consultant services.
- Share transfer, listing and filing fees decreased to \$6,781 for the three months ended March 31, 2020 compared to \$12,750 for the three months ended March 31, 2019 and is due to a decrease in filings for reviewable transactions.
- Travel expenses decreased to \$112 for the three months ended March 31, 2020 from \$868 for the three months ended March 31, 2019. This decrease is due to less travel activity for review of potential transactions.

Review of Quarterly Results

Quarter ended	2020		2019				2018		
	Mar. 31 Q1 \$	Dec. 31 Q4 \$	Sept. 30 Q3 \$	June 30 Q2 \$	Mar. 31 Q1 \$	Dec. 31 Q4 \$	Sept. 30 Q3 \$	June 30 Q2 \$	
Revenues	-	-	-	-	-	-	-	-	
G&A Expenses	51,614	60,784	46,102	126,828	109,280	132,232	41,553	53,120	
Option Benefits	51,614	60,784	46,102	125,828	109,280	132,232	41,553	53,120	
Net Loss (Income)	-	-	-	-	-	-	-	-	
-per share	-	-	-	-	-	-	-	-	
-per share - diluted	-	-	-	-	-	-	-	-	
Total assets	266,232	275,640	241,101	254,460	249,766	270,879	327,099	345,847	
Liabilities (Long Term)	-	-	-	-	-	-	-	-	
Cash Dividends	-	-	-	-	-	-	-	-	
Working Capital (Deficiency)	(793,819)	(741,039)	(633,809)	(587,855)	(494,203)	(385,093)	(222,433)	(181,075)	
Share Capital:									
- Authorized	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	
- Outstanding	30,218,231 ^(a)	30,018,231	30,018,231	30,018,231	27,618,231	27,618,231	27,618,231	27,618,231	
- Warrants	3,550,000 ^(a)	3,350,000	3,350,000	3,990,000	1,590,000	1,590,000	1,590,000	1,590,000	
- Options	-	-	-	-	-	7,500	7,500	7,500	

(a) Net of units returnable. Refer to note 6 of the amended and restated interim consolidated financial statements for the three months ended March 31, 2020.

Results of operations can vary significantly by quarter, as a result of a number of factors. The Company's level of activity and expenditures during a specific quarter are determined by the Company's working capital position, the availability of external financing, the time required to gather, analyze and report on geological data related to its properties, the amount of stock options granted, the number of personnel required to support the level of corporate activity and the seasonality of exploration programs undertaken on the Company's mineral properties.

Liquidity and Capital Resources

Since inception, the Company has incurred cumulative losses of \$3,251,053 and has a working capital deficiency at March 31, 2020 of \$793,819 (December 31, 2019 – \$741,039).

The Company has financed its operations to date primarily through the issuance of common shares for private placements. The Company continues to seek capital through various means including the issuance of equity and/or debt.

The financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to have profitable operations in the future.

The Company's future capital requirements will depend on many factors, including costs of exploration and development of the properties, cash flow from operations, costs to complete well production if warranted, competition and global market conditions. The Company's growing working capital needs may require it to obtain additional capital to operate its business.

The Company will depend partly on outside capital to complete the exploration and development of its resource properties. Such outside capital will include the sale of additional common shares and debt financing. There can be no assurance that capital will be available as necessary to meet these continuing exploration and development costs or, if the capital is available, that it will be on terms acceptable to the Company. The issuances of additional equity securities by the Company may result in a significant dilution in the equity interests of its current shareholders. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the business and future success may be adversely affected.

Related Party Transactions

Management services by the Company's officers are provided on a contract basis. Additionally, the Company shares its premises and certain administrative costs with a related company, and reimburses this related company for its share of direct costs. These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

The Company defines its directors and officers as its key management personnel. The compensation costs for key management personnel for the years ended March 31, 2020 and 2019 are as follows:

	March 31, 2020	March 31, 2019
Rent	\$ -	\$ 4,200
Consulting fees and management fees	39,000	39,000
	<u>\$ 39,000</u>	<u>\$ 43,200</u>

Due to Related Parties

As at March 31, 2020, there was \$342,331 due to the president of the Company (2019 - \$273,937), \$1,000 due to the Company's former CEO (2019 - \$1,000), \$13,881 due to the Company's CFO (2019 - \$7,900) and \$173,250 (2019 - \$110,250) due to a director of the Company. The amounts due to related parties are non-interest bearing, with no specific terms of repayment.

Critical Judgments and Estimates

The preparation of these financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the amount of revenues and expenses for the periods reported. These estimates are reviewed periodically, and as adjustments become necessary, they are reported in operations in the period they become known.

Off-balance sheet arrangements

The Company has no off-balance sheet arrangements.

Financial Instruments

As at March 31, 2020, the Company's financial instruments are comprised of cash, receivables, accounts payable and accrued liabilities and due to related parties. The carrying value of receivables, accounts payable and accrued liabilities and due to related parties approximate their fair values due to the relatively short periods to maturity of these financial instruments.

The Company provides information about its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value.

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company has valued its cash using Level 1 inputs as at March, 2020. The fair value of the Company's, due to related parties and trade and other payables approximate their carrying values because of the short-term nature of these instruments.

The Company's cash is held through a Canadian chartered bank. The Company's current policy is to invest excess cash in a guaranteed investment certificate administered by a Canadian chartered bank. The Company has no debt instruments.

Risks and Uncertainties

The acquisition and exploration of mineral properties involves a high degree of risk, and the successful achievement of a profitable operation cannot be assured. Many exploration programs do not result in the discovery of mineralization; moreover, mineralization discovered may not be of sufficient quantity or quality to be profitably mined. Costs of finding and evaluating an ore body are substantial, and may take several years to complete. The Company must first overcome many risks associated with an early stage exploration

property. Outstanding items to be completed include, but are not limited to, identification and quantification of a commercially viable ore body, confirmation of the Company's interest in the underlying claims and leases, completion of a feasibility study, funding of all costs to a commercial operating venture, completion of the permitting process, detailed engineering and procurement of a processing plant, and constructing a facility to support the mining activity. Construction and operational risks including, but not limited to, equipment and plant performance, metallurgical, environmental, cost estimation accuracy, and workforce performance and dependability will all affect the profitability of an operating property.

External financing, primarily through the issuance of common shares, will be required to fund the Company's activities. There can be no assurance that the Company will be able to raise the requisite financing in the future.

Outstanding Share Data as of January 25, 2021 and March 31, 2020

	January 25, 2021	March 31, 2020 ^(a)
Shares	30,218,231	30,218,231
Options	-	-
Warrants	<u>3,550,000</u>	<u>3,550,000</u>
Fully Diluted	33,768,231	33,768,231

(a) Net of units returnable. Refer to note 6 of the amended and restated interim consolidated financial statements for the three months ended March 31, 2020.

Management's Responsibility for Financial Statements

The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that these filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by these filings, and these financial statements together with the other financial information included in these filings. The Board of Directors approves the Financial Statements and MD&A and ensures that management has discharged its financial responsibilities. The Board's review is accomplished principally through the Audit Committee, which meets periodically to review all financial reports, prior to filing.

ADDITIONAL INFORMATION

Additional information about the company can be found on www.sedar.com and www.cresval.com

Cautionary Statement

This MD&A is based on a review of the Company's operations, financial position and plans for the future based on facts and circumstances as of January 25, 2021. Except for historical information or statements of fact relating to the Company, this document contains "forward-looking statements" within the meaning of applicable Canadian securities regulations. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change. These statements involve known and unknown risks, uncertainties, and other factors that may cause the Company's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievement expressed or implied by these forward-looking statements.