CRESVAL
CAPITAL CORP.

Management Discussion and Analysis
For the Nine Months Ended September 30, 2018

This Management Discussion and Analysis ("MD&A") of Cresval Capital Corp. (the "Company" or "Cresval") provides analysis of the Company's financial results for the nine months ended September 30, 2018 and should be read in conjunction with accompanying unaudited condensed interim consolidated financial statements and the notes thereto for the nine months ended September 30, 2018 and with the Company's audited financial statements and notes thereto for the year ended December 31, 2017, which are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the notes thereto.

This Management Discussion and Analysis ("MD&A") is dated November 29, 2018 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.

Business 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 deficit of $222,433 at September 30, 2018 and has accumulated losses of $2,711,891 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.

Significant Events

Proposed Business Combination with Tess Inc.

On January 17, 2018, the Company and Tess Inc. ("Tess") entered into a definitive business agreement (the "Arrangement Agreement") to complete a business combination with Tess (the "Proposed Transaction") pursuant to which Tess will amalgamate with the Company's wholly-owned subsidiary, 1151009 BC Ltd., with the resulting amalgamated company to be known as "TessPay Inc.". The amalgamated company will become a new listed issuer on the TSX Venture Exchange.

Pursuant to the terms of the Arrangement Agreement, the Company will undertake a reorganization of its share capital to create an unlimited number of Class A and Class B shares. Upon closing of the Proposed Transaction, each of the issued and outstanding common shares of the Company shall be exchanged for one-third of a Class A share and one Class B share. Upon completion of the amalgamation, all of the Class B shares held in 1151009 BC Ltd. will be exchanged for 8.4 million common shares of TessPay Inc.

The Arrangement Agreement was approved by the Company's shareholders at an Annual General and Special Meeting on July 17, 2018. Completion of the transaction is contingent on certain closing conditions and the approval of the TSX Venture Exchange.

Overall Performance

The Company currently has interests in three 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 undertake any exploration activity on the claims during the period ended September 30, 2018, however; it maintains the claims in good standing.

The second property, the New Raven property, is located 15 km southwest of Lillooet, British Columbia, in the Lillooet Mining Division and consists of 4 mineral claims, covering an area of 2,700 hectares. The Company has completed assessment reporting on the property and is planning a summer 2019 exploration work program.

The third property, known as the Aumax property, is located approximately 16 km southwest of Lillooet, British Columbia and consists of 5 mineral claims, covering an area of approximately 1,087 hectares. The Company did not undertake work on this property during the period ended September 30, 2018, however; it maintains the claims in good standing. The Company is planning a work program for the spring/summer 2019 exploration season.

Review of Operations

Three months ended September 30, 2018 compared with the three months ended September 30, 2017

	3 Months Ended Sept. 30, 2018	3 Months Ended Sept. 30, 2017
General and Administrative Expenses		
Consulting and management fees	$ 37,500	$ 33,000
Depreciation	196	258
Office supplies and services	3,086	7,440
Shareholder information and communications	220	520
Share transfer, listing and filing fees	551	4,116
Travel	-	741
Total Loss and Comprehensive Loss	(41,553)	(46,075)
Basic and Diluted Loss per Share	$ -	$ -
Weighted Average Shares Outstanding	25,864,041	23,835,816

- Consulting and management fees increased to $37,500 for the three months ended September 30, 2018 compared to $33,000 for the three months ended September 30, 2017. This is due to increases in both consulting and management fees and is attributable to a higher level of corporate activity surrounding exploration planning, including consultations with First Nations groups, as well as higher consulting costs incurred with respect to the proposed business combination.

- Office supplies and services and rent decreased to $3,086 for the three months ended September 30, 2018 compared to $7,440 for the three months ended September 30, 2017 and is due primarily to decreased rent and office services costs.
- Shareholder information and communications decreased to $220 for the three months ended September 30, 2018 compared to $520 for the three months ended September 30, 2017. The reduction is due to decreased website updates and news dissemination.
- Share transfer, listing and filing fees decreased to $551 for the three months ended September 30, 2018 compared to $4,116 for the three months ended September 30, 2017. This is due mainly to timing differences in transfer agency costs associated with a shareholder meeting, incurred in the quarter ended September 30, 2017 versus September 30, 2018.

Nine months ended September 30, 2018 compared with the nine months ended September 30, 2017

	9 Months Ended Sept. 30, 2018	9 Months Ended Sept. 30, 2017
General and Administrative Expenses		
Consulting and management fees	$ 115,115	$ 60,000
Depreciation	629	829
Office supplies and services	15,038	8,371
Shareholder information and communications	14,771	6,060
Share transfer, listing and filing fees	16,956	13,939
Travel	-	741
	(162,509)	(89,940)
Interest income	54	84
Total Loss and Comprehensive Loss	(162,455)	(89,856)
Basic and Diluted Loss per Share	$ -	$ -
Weighted Average Shares Outstanding	26,174,319	23,911,230

- Consulting and management fees increased to $115,115 for the nine months ended September 30, 2018 compared to $60,000 for the nine months ended September 30, 2017. This is due to increases in both consulting and management fees and is attributable to a higher level of corporate activity surrounding exploration planning, including consultations with First Nations groups, as well as higher consulting costs incurred with respect to the proposed business combination.
- Office supplies and services and rent increased to $15,038 for the nine months ended September 30, 2018 compared to $8,371 for the nine months ended September 30, 2017 and is due to increases in variable office expenditures such as postage, courier and telephone expenses, largely attributable to the proposed business combination as well as an increase in rent. No rent was paid in the nine months ended September 30, 2017.
- Shareholder information and communications increased to $14,771 for the nine months ended September 30, 2018 compared to $6,060 for the nine months ended September 30, 2017. The

difference is due to website updates for the Company's website, changes to corporate presentations and, most significantly, increased corporate communications costs incurred due to increased news flow and reporting.

- Share transfer, listing and filing fees increased to $16,956 for the nine months ended September 30, 2018 compared to $13,939 for the nine months ended September 30, 2017. This is due mainly to increased transfer agency costs associated with early search fees and meeting set-up costs in anticipation of an annual general and special meeting, as well as increased regulatory filing fees.

Review of Quarterly Results

	2018			2017				2016
Quarter ended	Sept. 30 Q3 $	June 30 Q2 $	Mar. 31 Q1 $	Dec. 31 Q4 $	Sept. 30 Q3 $	June 30 Q2 $	Mar. 31 Q1 $	Dec. 31 Q4 $
Revenues	-	-	-	-	-	-	-	-
G&A Expenses	41,553	53,120	67,782	62,154	46,075	22,933	20,848	34,796
Option Benefits								-
Net Loss (Income)	41,553	53,120	67,782	62,154	46,075	22,933	20,848	34,796
-per share			-	-	-	-	-	-
-per share - diluted			-	-	-	-	-	-
Total assets	327,099	345,847	375,855	181,687	144,426	148,938	132,450	140,263
Liabilities (Long Term)	-	-	-	-	-	-	-	-
Cash Dividends	-	-	-	-	-	-	-	-
Working Capital (Deficiency)	(222,433)	(181,075)	(128,164)	(308,607)	(220,397)	(171,492)	(195,359)	(174,807)
Share Capital:								
- Authorized	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited	Unlimited
- Outstanding	27,618,231	27,618,231	27,618,231	24,763,231	24,763,231	24,023,231	24,023,231	23,273,231
- Warrants	1,590,000	1,590,000	1,590,000	3,720,000	3,720,000	3,180,000	3,180,000	3,180,000
- Options	7,500	7,500	7,500	642,500	642,500	642,500	642,500	877,500

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 $2,711,891 and has a working capital deficiency at September 30, 2018 of $222,433 (2017 – working capital deficiency of $220,397).

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 has identified its directors and officers as its key management personnel. The compensation costs for key management personnel for the periods ended September 30, 2018 and 2017 are as follows:

	Sept. 30, 2018	Sept. 30, 2017
Consulting fees and management fees	$ 112,500	$ 60,000
	$ 112,500	$ 60,000

Other Related Party Transactions

During the nine months ended September 30, 2018 $998 (2017 - $1,348) was charged for office, occupancy and miscellaneous costs and salaries, and administrative services paid on behalf of the Company by Oniva International Services Corp. ("Oniva") a company related by common management.

Due to Related Parties

As at September 30, 2018, there was $86 (2017 - $2,183) due to Oniva, $286,862 due to the President and CEO of the Company (2017 - $198,595), $1,000 due to the Company's former CEO (2017 - $1,000), $9,000 due to the Company's CFO (2017 - $2,000) and $78,750 (2017 - $nil) 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 years 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 September 30, 2018, 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 September 30, 2018. 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.

Proposed Transactions

In January 2018, the Company signed an agreement to complete a share transaction with Tess Inc. ("Tess"), a private company involved in developing a blockchain-based payment service, by way of a plan of arrangement. The plan of arrangement will result in a reorganization of the Company's share capital and amalgamation of the Company's wholly-owned subsidiary with Tess to form a new listed corporation. Upon completion, existing shareholders of the Company would own approximately 6.8% of the new listed entity on a fully diluted basis. The transaction would be considered to be a reverse takeover transaction whereby the shareholders of Tess control of the Company through the new listed entity. The transaction is subject, regulatory and shareholder approval and due diligence considerations.

As at November 29, 2018, there were no other proposed transactions of the Company, other than as disclosed above.

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.

Accounting pronouncements not yet effective

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods beginning after January 1, 2018 or later periods. The following new standards, amendments and interpretations that have not been early adopted in these financial statements, are not expected to have a material effect on the Company's future results and financial position:

Effective for annual periods beginning on or after January 1, 2018:

IF*RS 9, Financial Instruments – Classification and Measurement*. IFRS 9 is a new standard on financial instruments that will replace IAS 39, Financial Instruments: Recognition and Measurement.

IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as de-recognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss.

The impact of adoption is expected to be increased disclosure.

Effective for annual periods beginning on or after January 1, 2019:

IFRS 16, Leases. IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. The extent of the impact of adoption has not yet been determined.

Outstanding Share Data as of September 30, 2018 and November 29, 2018

	September 30, 2018	November 29, 2018
Shares	27,618,231	27,618,231
Options	7,500	7,500
Warrants	1,590,000	1,590,000
Fully Diluted	**29,215,731**	**29,215,731**

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 November 29, 2018. 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 factor 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.