"INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS"

CANOE MINING VENTURES CORP.

THREE AND SIX MONTHS ENDED JUNE 30, 2018

(EXPRESSED IN CANADIAN DOLLARS)

Introduction

The following interim Management Discussion & Analysis ("Interim MD&A") of Canoe Mining Ventures Corp. ("Canoe" or the "Company") for the three and six months ended June 30, 2018 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management discussion & analysis, being the Management Discussion & Analysis ("Annual MD&A") for the fiscal year ended December 31, 2017. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's Annual MD&A, audited annual consolidated financial statements for the years ended December 31, 2017, and December 31, 2016, together with the notes thereto, and unaudited condensed interim consolidated financial statements for the three months and six ended June 30, 2018, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed interim consolidated financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of August 29, 2018, unless otherwise indicated.

For the purposes of preparing this Interim MD&A, management, in conjunction with the Board of Directors (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Canoe common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Information about the Company and its operations can be obtained from the offices of the Company or on the System for Electronic Documents Analysis and Retrieval ("SEDAR") and is available for review under the Company's profile on the SEDAR website (**www.sedar.com**).

Description of Business

The Company was incorporated under the Canada Business Corporations Act on June 10, 2011. The Company's shares are publicly traded on the TSX Venture Exchange ("TSXV") under the symbol CLV.

The Company's principal business is the acquisition, exploration and, if warranted, the development of mineral properties. The Company's exploration activities are focused on its gold property in Northern Ontario, Canada. Further details on the properties can be found in the Exploration and Evaluation Update section below.

Cautionary Note Regarding Forward-Looking Information

This Interim MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget",

"scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this Interim MD&A speak only as of the date of this Interim MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this Interim MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-looking statements	Assumptions	Risk factors
The Company will be able to continue its business activities.	The Company has anticipated all material costs and the operating activities of the Company, and such costs and activities will be consistent with the Company's current expectations; the Company will be able to obtain equity funding when required.	Unforeseen costs to the Company will arise; any particular operating cost increase or decrease from the date of the estimation; and capital markets not being favourable for funding resulting in the Company not being able to obtain financing when required or on acceptable terms.
The Company will be able to carry out anticipated business plans.	The operating activities of the Company for the six months ending December 31, 2018, will be consistent with the Company's current expectations.	Sufficient funds not being available; increases in costs; the Company may be unable to retain key personnel.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. 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 Interim MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Operating Highlights

Corporate Update

Effective January 4, 2018, Mr. Bruce Durham retired as independent director.

On January 24, 2018, the Company signed a services agreement with OpenPort Limited ("OpenPort") of Hong Kong to build a Mining Operations Logistics Solution to service the traditional mining industry using a blockchain protocol. For its services, the Company has agreed to pay OpenPort consulting consideration in the amount of US$50,000 paid in January 2018) plus bearing additional costs and expenses not exceeding US$1,500,000 (US$200,000 paid in February 2018; US$60,000 paid in April 2018), payable when milestones are achieved as the platform is proven out.

On January 25, 2018, the Company announced that it appointed Mr. Daniel Baard, CPA, ACCA (Fellow), CAIB (SA), M.Six Sigma Cert as a strategic advisor of the Company. In connection with this appointment, Canoe announced the grant of 50,000 stock options in accordance with the Company's stock option plan, all vesting immediately at $0.16 with a 5 year term.

On March 19, 2018, the Company entered into a letter of intent (the "LOI") with OpenPort pursuant to which the Company will acquire all of the issued and outstanding shares in the capital of OpenPort pursuant to a reverse-takeover transaction ("RTO"). Refer to "RTO" section below.

On April 2, 2018, 225,000 stock options with an exercise price of $0.25 and expiry date of February 27, 2019 were cancelled.

On April 2, 2018, 250,000 stock options with an exercise price of $0.05 and expiry date of June 24, 2021 were cancelled.

Exploration and Evaluation Update

The Company's exploration strategy is to acquire mineral resources properties and then conduct a strategic, focused and geological, geochemical, and geophysical exploration program over that land package.

The Company is reviewing numerous opportunities in connection with the potential acquisition of new projects.

<u>Kerrs Gold Property, Ontario</u>

The Company is currently reviewing geological information as a desktop regional exploration study and will approve only a minimal budget at this time to explore the property. The Company is also reviewing joint venture opportunities to allow others to explore the project on our behalf.

The Company is currently assessing its future plans for this property.

Trends

Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. Strong equity markets are favourable conditions for completing a public merger, financing or acquisition transaction. Apart from these and the risk factors noted under the heading "Risk Factors", management is not aware of any other trends, commitments, events or uncertainties that would have a

material effect on the Company's business, financial condition or results of operations. See "Risk Factors" below.

Related Party Transactions

Remuneration of a director and key management personnel of the Company was as follows:

Payments to key management personnel	Three Months Ended June 30, 2018 ($)	Three Months Ended June 30, 2017 ($)	Six Months Ended June 30, 2018 ($)	Six Months Ended June 30, 2017 ($)
Consulting Fees	15,000	15,000	30,000	30,000

As at June 30, 2018, the Company owed $56,062 (December 31, 2017 - $73,081) to current and former officers and directors of the Company and was included in amounts due to related parties.

The Company currently shares office rent and has certain common officers and directors with Giyani Gold Corp., the Company's largest shareholder. As at June 30, 2018, the Company owed $97,309 (December 31, 2017 - $96,814) as presented in the unaudited condensed interim consolidated statement of financial position as amounts due to related parties.

On June 27, 2016, the Company entered into an accounting support services agreement with Marrelli Support Services Inc. ("Marrelli Support") wherein Marrelli Support provided, beginning June 27, 2016, certain accounting support services to the Company. On June 27, 2016, in connection with such agreement with Marrelli Support, the Company retained Mr. Robert Suttie, Vice President of Marrelli Support, as its Chief Financial Officer. During the three and six months ended June 30, 2018, the Company paid professional fees of $7,813 and $15,607, respectively (three and six months ended June 30, 2018 - $805 and $8,646, respectively) to Marrelli Support. These services were incurred in the normal course of operations for general accounting and financial reporting matters. Marrelli Support also provides bookkeeping services to the Company. As at June 30, 2018, Marrelli Support was owed $2,946 (December 31, 2017 - $2,922) with respect to services provided. The balance owed was recorded in the unaudited condensed interim consolidated statement of financial position as amounts due to related parties.

The Company was party to a corporate secretarial support services agreement with DSA Corporate Services Inc. ("DSA"). DSA is affiliated with Marrelli Support through a common officer. During the three and six months ended June 30, 2018, the Company paid professional fees of $4,127 and $7,857, respectively (three and six months ended June 30, 2018 - $3,109 and $10,140, respectively) to DSA. These services were incurred in the normal course of operations for corporate secretarial matters. As at June 30, 2018, DSA was owed $nil (December 31, 2017 - $3,003) with respect to services provided. The balance owed was recorded in the unaudited condensed interim consolidated statement of financial position as amounts due to related parties.

Financial Highlights

Financial Performance

Canoe's net loss totalled $69,846 for the three months ended June 30, 2018, with basic and diluted loss per share of $0.00. This compares with a net loss of $186,036 for the three months ended June 30, 2017, with basic and diluted loss per share of $0.00. The decrease of $116,190 in net loss was principally due to:

- Change in value of marketable securities decreased to $nil for the three months ended June 30, 2018 compared to $134,238 for the same period in 2017. The decrease was due to the change in fair market value of Wesdome and Direxion common shares in 2017 while there were no marketable securities in 2018.

- Travel expenses increased to $19,409 for the three months ended June 30, 2018 compared to $nil for the same period in 2017. The increase was driven by executive travel related to the OpenPort transaction.

- All other expenses related to general working capital.

As at June 30, 2018, the Company had assets of $1,222,221 (December 31, 2017 - $1,348,955) against total liabilities of $577,365 (December 31, 2017 - $586,265). The decrease in total assets of $126,734 resulted from cash used in operating activities. The Company does have sufficient current assets to pay its existing liabilities of $577,365 at June 30, 2018.

At June 30, 2018, the Company had a working capital of $644,856 (December 31, 2017 – working capital of $762,690). The Company had cash of $778,490 at June 30, 2018 (December 31, 2017 - $1,323,102). The variance in working capital of $117,834 from December 31, 2017 to June 30, 2018, is primarily due to operating and administration costs.

Cash Flow

At June 30, 2018, the Company had cash of $778,490. The decrease in cash of $544,612 from the December 31, 2017 cash balance of $1,323,102 was as a result of cash outflows in operating activities of $544,612. Operating activities were mainly affected by net loss of $124,879, accrued interest expense of $1,438, stock-based compensation of $7,045 and net change in non-cash working capital balances of $428,216 because of an increase in amounts receivable of $7,703, an increase in prepaids of $2,060, an increase in deferred transaction costs of $408,115, a decrease in accounts payable and accrued liabilities of $7,855 and a decrease in amounts due to related parties of $2,483.

Liquidity and Financial Position

The Company is subject to the risks and challenges experienced by other companies at a comparable stage. These risks include, but are not limited to, continuing losses, dependence on key individuals and the ability to secure adequate financing or to complete corporate transactions to meet the minimum capital required to successfully explore and develop its projects and fund other operating expenses. Advancing the Company's projects through exploration and development to the production stage will require significant financings. Given the current economic climate, the ability to raise funds may prove difficult.

None of the Company's projects have commenced commercial production and accordingly, the Company is dependent upon debt and/or equity financings and the optioning and/or sale of resource or resource-related assets for its funding. The recoverability of the carrying value of exploration and evaluation projects, and ultimately the Company's ability to continue as a going concern, is dependent upon exploration results which indicate the potential for the discovery of economically recoverable reserves and resources, and the Company's ability to finance exploration of its projects through debt and/or equity financings and the optioning and/or sale of resource or resource-related assets such as royalty interests for its funding.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than Policy 2.5 of the TSXV which requires adequate working capital or financial resources of

the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of June 30, 2018, the Company is compliant with TSXV Policy 2.5.

During fiscal 2018, the Company's corporate head office costs are estimated to average less than $27,500 per quarter. Head office costs include management and consulting, professional fees, office and rent and other fees, transfer agent and filing fees and travel expenses.

The Company's cash at June 30, 2018 are sufficient to fund its liabilities of $577,365 and the estimated remaining operating expenses of $55,000 ($27,500 per quarter), for fiscal 2018. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or under terms favourable to the Company. See "Risk Factors" below and "Cautionary Note Regarding Forward-Looking Information" above.

While the Company cannot provide any assurances that it will be successful in securing equity financings in order to conduct its operations uninterruptedly, it is the Company's intention to obtain the required funding.

Outlook

The Company is reviewing numerous opportunities in connection with the potential acquisition of new projects. The Company will require additional sources of liquidity. There is no guarantee that the Company will be successful in this regard or on terms that are acceptable to the Company (see "Risk Factors"). The Company is undertaking a review of possible business opportunities.

Disclosure of Internal Controls

Management has established processes to provide it with sufficient knowledge to support representations that it has exercised reasonable diligence to ensure that (i) unaudited condensed interim consolidated financial statements do not contain any untrue statement of 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 is made, as of the date of and for the periods presented by the unaudited condensed interim consolidated financial statements, and (ii) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of unaudited condensed interim consolidated financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk factors" in the Company's Annual MD&A for the fiscal year ended December 31, 2017, available on SEDAR at **www.sedar.com.**

Proposed Transactions

There are no proposed transactions of a material nature being considered by the Company other than the ones already disclosed. However, Management is continuing to actively pursue strategies to realize on the potential of its assets or secure additional financings in order to fund its operations.

RTO

On March 19, 2018, the Company entered into a LOI with OpenPort pursuant to which the Company will acquire all of the issued and outstanding shares in the capital of OpenPort pursuant to a RTO.

The RTO is expected to be completed by way of a share exchange or other form of business combination, which will result in OpenPort becoming a wholly-owned subsidiary of Canoe or otherwise combining its corporate existence with that of a Canoe entity (the "Resulting Issuer"). The Resulting Issuer will carry on the business heretofore carried on by OpenPort upon completion of the RTO.

The LOI contemplates that Canoe and OpenPort will promptly negotiate and enter into a definitive agreement (the "Definitive Agreement"), together with such other documents that may be required to affect such filings and applications as are required in order to more fully delineate, formalize and execute the terms of the RTO as outlined in the LOI. The LOI contemplates that if the Definitive Agreement is not executed by all parties due to certain failures (including: (i) OpenPort has not delivered to Canoe consolidated audited financial statements for the last two fiscal years and review engagement financial statements for its most recent quarter; (ii) OpenPort has not obtained the approval of the shareholders of OpenPort; (iii) OpenPort has not delivered 100% of the issued and outstanding securities in its capital to OpenPort to Canoe; or either party has failed to receive the approval of the parties' respective Boards) then OpenPort shall pay to Canoe a break fee of US$1,000,000.

The Board of the Resulting Issuer is expected to be comprised of five members, as follows:

(a) Eugene Lee – currently a director of Canoe;
(b) Scott Kelly - currently a director of Canoe;
(c) Max Ward – Chief Executive Officer and a director of OpenPort;
(d) Hans Hickler – Director of OpenPort; and
(e) Morten Damgaard Andersen – Chief Operating Officer and a Director of OpenPort.

The LOI contemplates that Canoe will conduct a consolidation of its common shares, warrants and stock options of 1.8 (old):1(new). Canoe will then issue 86,200,000 common shares on a post-consolidation basis to the shareholders of OpenPort and certain finders in respect of the deal. The current Canoe shareholders will retain approximately 31% of the Resulting Issuer prior to the Financing (as described below).

In addition to TSXV escrow restrictions imposed on the RTO, individual shareholders of Canoe representing greater than 30% of the issued outstanding shares have agreed to enter into a lock up agreement supporting the RTO and voluntary escrow arrangement.

The LOI was unanimously approved by the Board of OpenPort and Canoe.

Completion of the RTO is subject to a number of conditions, including but not limited to, receiving all relevant exchange approvals. The RTO cannot close until the required shareholder, regulatory and other approvals are obtained. There can be no assurance that the RTO will be completed as proposed or at all.

As part of the RTO, OpenPort will attempt to complete a private placement of convertible debentures on a non-brokered basis for minimum aggregate gross proceeds up to US$10,000,000 (the "Financing"). It is anticipated that after the closing of the RTO, the convertible debentures will automatically convert into common shares of Canoe on a post-consolidated basis based upon a discount to the volume-weighted average trading price.

Subsequent Events

On July 3, 2018, OpenPort announced its first commercial partnership built on a re-seller agreement with Heavyweight Group Special Projects (Pty) Ltd, an outsource specialist dedicated to providing customers with flexible and cost-effective logistics solutions mainly focused on bulk logistics for Southern Africa.

Currently, the partnership's goal is to provide an integrated system that can manage the logistics chain from top to bottom with traceability and verification in mind — a feat which can be accomplished with OpenPort's proven blockchain-enabled transport management system (TMS) for enterprises. The partnership intends to focus on two major verticals, fast-moving consumer goods and mining. OpenPort's Mining Operations Logistics Solution (MOLS) is built in partnership with Canoe, and specifically tailored to serve the traditional mining industry using a blockchain protocol for recording the tracking and delivery of core samples and other raw or finished resources.