

## CONSOLIDATED TANAGER LIMITED

### Form 51-102F1 – Quarterly Report

#### MANAGEMENT DISCUSSION AND ANALYSIS

For the Three Months ended September 30, 2020

The following Management Discussion and Analysis (“MD&A”) of the financial condition and results of operations of Consolidated Tanager Limited (the “Company”) constitutes management’s review of the factors that affected the Company’s financial and operating performance for the three months ended September 30, 2020. The MD&A was prepared, without review or comment from the Company’s auditors, as at November 16, 2020. It should be read in conjunction with the unaudited condensed interim financial statements of the Company for the three months ended September 30, 2020 and the audited financial statements for the year ended June 30, 2020 including the notes thereto. Unless otherwise indicated, all amounts described herein are denominated in Canadian dollars. The financial statements of the Company as at September 30, 2020 have been prepared in accordance with International Financial Reporting Standards (IFRS) as described in Note 2 & 3 to those financial statements.

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com)

#### ***The Company***

The Company operates in a single reportable operating segment in exploration and development of coal and non-ferrous mining properties. During the quarter under report, the management of the Company comprised the following individuals:

| <b>Name</b>     | <b>Position(s)</b>                   |
|-----------------|--------------------------------------|
| C.A. Burns      | Director and Chief Executive Officer |
| C.F. Watson     | Director and Chief Financial Officer |
| W.S. Vaughan*   | Director                             |
| F. van de Water | Director                             |
| E. Clifton      | Director                             |

*\*deceased September 12, 2020*

#### ***Description of Business***

The Company holds resource properties, some of which have had exploration carried out on them. The Company seeks partners to carry out further exploration or to sell or farm them out. The most important property is the Hinton Alberta low Sulphur coal leases currently being mined by KCE Euroholdings S.a.r.l (“KCE”) as further set out in this report

#### ***Forward-looking statements***

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different from those expressed or implied.

#### ***Risks and uncertainties***

The Company is subject to several risk factors due to the nature of the mining business in which it is engaged, not the least being adverse movements in commodity prices, which are difficult to forecast.

An investment in the Company's securities should only be undertaken 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 "Financial Risk Factors" Note 10 of the Company's Financial Statements for the fiscal year ended June 30, 2020, available on SEDAR, [www.sedar.com](http://www.sedar.com)

### ***Industry***

The Company is engaged in the exploration, sale or farm-out of mineral properties. Exploration is an inherently risky business, and there is no assurance that an economic mineral deposit will ever be discovered and subsequently put into production. Most exploration projects do not result in the discovery of commercially mineable ore deposits on its mineral properties. The price of gold and copper will influence whether exploration will be carried out on the Company's properties in Ontario.

### ***Prices***

The price of coal and gold is affected by numerous factors beyond the control of the Company including central bank sales, producer hedging activities, the relative exchange rate of the U.S. dollar with other major currencies, demand, political and economic conditions and production levels. The prices of coal, gold and metals have been volatile over short periods of time.

### ***Cash flows and additional funding requirements***

The Company has not had regularly occurring sources of revenues other than dividends and interest income. The Company also has received property right payments for its coal property in Alberta, stemming from an agreement with KCEuroholdings S.a.r.l. ("KCE"). An initial cash payment of \$2,000,000 was received by the Company on execution of the agreement. In accordance with the agreement, and upon completion of a favourable feasibility study during 2012, the Company received a second cash payment of \$6,000,000. The Company was entitled to receive a further payment of \$10,000,000 on or before the earlier of February 19, 2016 or on the placing of the property into commercial production at a rate of at least 90,000 tonnes per month. The contract terms were such that if this final payment were not made, ownership of the property would continue to be retained by the Company. The agreement technically expired as of March 31, 2016, however, the Company entered into a further agreement with KCE, the successor company to Coalspur and in consideration for \$400,000 per annum payable by KCE to the Company, the agreement extends KCE's option to acquire 100% working interest in Tanager's five coal leases until March 31, 2023. In accordance with this agreement, Tanager received \$800,000 to maintain the option for 2016 and 2017, \$400,000 on March 31, 2018 and \$400,000 on February 19, 2019 (previous fiscal year) to maintain the option for 2019.

Coalspur commenced mining and shipping coal in June 2019. The Company was informed on October 31, 2019 that KCE had produced, sold, and delivered to rail its 500,000<sup>th</sup> clean tonne and this milestone event lead to triggering the payment of \$10,000,000 due to the Company.

An Amended and Restated Transfer of Leases Agreement was signed between Coalspur Mines (Operations) Ltd. and the Company which agreed to the quarterly payment (\$2,500,000) of the \$10,000,000 commencing March 31, 2020 and finishing no later than December 31, 2020. In addition, interest accruing on the unpaid balance will be paid no later than December 31, 2020. The third quarterly payment of \$2,500,000 was received prior to September 30, 2020 and is reflected in the accompanying balance sheet. (The first and second quarterly payments of

\$2,500,000 each were received prior to June 30, 2020 and are reflected in the balance sheet for the fiscal year ended June 30, 2020).

Coalspur has paid the royalty of 1% of the total sales generated from the sale of coal to September 30, 2020 (this income is reflected in the accompanying quarterly financial statements, for the three months ended September 30, 2020).

The Company is currently not doing exploration, but it is considering doing so and has the financial capability to review its existing land holdings in the Timmins area. If the company does exploration and if any of the Company's exploration programs are successful, substantial additional capital would be required to put any properties into commercial production. There is no assurance that the Company would be able to obtain adequate financing in the future or that such financing would be on terms advantageous to the Company.

### ***Environmental***

Although the Company presently is not exploring, the Company's exploration and development activities are subject to extensive laws and regulations governing environmental protection. If and when the Company does explore there can be no assurance that all future requirements will be achievable on reasonable terms.

### ***Laws and regulations***

Exploration activities are subject to local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become costlier. The Company applies the expertise of its management and advisors to ensure compliance with current laws.

### ***Title to mineral properties***

The Company has held all its mineral properties for many years. Most are held as patented mining claims and the coal property is held by renewable leases from the government of Alberta. The Company is unaware of any defects in title.

### ***Competition***

There is competition from other mining exploration companies with operations like those of the Company. Many of the mining companies with which the Company competes have operations and financial resources greater than those of the Company.

### ***Dependence on management***

The Company strongly depends on the business and technical expertise of its management team and there is little possibility that this dependence will decrease in the near term.

### ***Exploration projects***

The Company is not, and for some time, has done no exploration on any of its properties although in the past exploration was done on some of them. The main expenses related directly to the properties are taxes and lease rentals payable to the government. The Hinton coal property continues to be subject to an agreement with Coalspur Mines Limited which has been acquired by K.C. Euroholdings, a member of the Cline Group.

### **Liquidity and capital resources**

At September 30, 2020 the Company had cash and cash equivalents of \$6,478,875 and working capital of \$11,301,049 and on 30 June 2020 cash and cash equivalents of \$6,474,025 and working capital of \$1,146,218. At November 16, 2020 the Company has cash and cash equivalents of \$6,449,113 and working capital of \$11,388,944.

### **Interim Financial Information:**

The following financial information is for the three months ended September 30, 2020 and 2019:

|  | Three<br>Months<br>Ended Sept 30,<br>2020 | Three<br>Months<br>Ended Sept 30,<br>2019 |
|--|---|---|
| Current assets                                 | 11,482,971                                | 4,259,565                                 |
| Current liabilities                            | (181,922)                                 | (129,349)                                 |
| <b>Working capital</b>                         | <b>11,301,049</b>                         | <b>4,130,216</b>                          |
| Investment Income                              | 30,157                                    | 22,800                                    |
| Royalty Income                                 | 123,383                                   | 235,183                                   |
| Interest on Property Rights Proceeds           | 55,625                                    | -   |
| Property Rights Proceeds                       | -   | -   |
| Expenses                                       | 49,597                                    | 72,223                                    |
| Income before income taxes                     | 159,568                                   | 185,761                                   |
| Income taxes                                   | (55,000)                                  | (96,000)                                  |
| Net income before other comprehensive income   | 104,568                                   | 89,761                                    |
| Unrealized gain on marketable securities       | 50,263                                    | 57,452                                    |
| <b>Net comprehensive income for the period</b> | <b>154,831</b>                            | <b>147,213</b>                            |

### **Selected Quarterly Information**

|   | Sept 30<br>2020 | June 30<br>2020 | Mar 31<br>2020 | Dec 31<br>2019 | Sept 30<br>2019 | June 30<br>2019 | Mar 31<br>2019 | Dec 31<br>2018 |
|---|-----------------|-----------------|----------------|----------------|-----------------|-----------------|----------------|----------------|
| Net Income (Loss)                                 | 154,831         | 373,074         | 114,085        | 7,604,473      | 147,228         | (59,716)        | 399,753        | (147,469)      |
| Earnings (loss) per<br>share – basic &<br>diluted | 0.029           | 0.0693          | 0.021          | 1.415          | 0.027           | (0.011)         | 0.074          | (0.027)        |
| Total assets                                      | 11,482,973      | 14,009,131      | 14,443,829     | 14,248,537     | 4,295,551       | 4,074,492       | 4,379,228      | 3,944,722      |

### **Outstanding share data**

The Company is authorized to issue an unlimited number of common shares without par value. The number outstanding at September 30, 2020 and June 30, 2020 was 5,372,350 shares.

Pursuant to the Company's stock option plan ("the plan") the company has reserved and set aside up to 500,000 common shares for the granting of options to directors and officers. The terms of the awards under the plan are determined by the Board of Directors. No options are currently outstanding.

### ***Investor relations***

An Annual and General Meeting of Shareholders was held on December 17, 2019.

### ***Off-balance sheet arrangements***

The Company has no off-balance sheet arrangements.

### ***Accounting policies and estimates***

A description of the Company's significant accounting policies is included in Note 2 to the annual financial statements as at June 30, 2020.

### ***Related party transactions***

- (a) The Company recorded that for administrative services, an Officer and Director of the Company was paid \$0 for the three months ending September 30, 2020 and \$10,000 during the same three months of September 30, 2019
- (b) The Company recorded that for professional and administrative services, another Officer and Director was paid \$4,000 during the three months ending September 30, 2020 and \$3,750 during the same three months of September 30, 2019.
- (c) The Company recorded that for professional legal services a legal firm, of which a Director is a partner was paid \$0 during the three months ending September 30, 2020 and \$14,850 during the same three months of September 30, 2019.
- (d) The Company incurred expenses of \$1,163 for professional consulting services in the three months to September 30, 2020 and \$887 during the three months of September 30, 2020 to a director of the Company. These expenses are included in professional services
- (e) Directors were paid a total of \$16,500 for directors' fees in the three months ended September 30, 2020 (September 30, 2019 - \$15,000)

### ***Outlook***

#### ***Alberta property***

The Cline Group/Coalspur, who have optioned the property in Alberta, have obtained all regulatory permits from Alberta Energy Regulator, have acquired equipment and have built the infrastructure and put the Alberta property into production, in June, 2019. The Company has been advised that mining of its five coal leases is contingent on the mining sequence planned by the operator, and the receipt of royalties will be contingent on the plan, which could be subject to change.

#### ***Pandemic COVID-19 risk***

On March 11, 2020, the World Health Organization declared the COVID-19 infectious virus a global pandemic, with resulting travel bans, physical distancing, closing of social, cultural, and educational facilities and non-essential businesses, in the jurisdictions in which the Company operates. Global financial equity markets have declined considerably and remain volatile. The full impact of the Pandemic is unknown and rapidly evolving. A prolonged pandemic adversely affecting the global economy could impact demand for the Company's coal.

Exploration and mining operations in Canada have been affected including access to properties and an inability to create physical distancing. However, the future impact of the outbreak is highly uncertain and cannot be predicted and there is no assurance that the outbreak will not have a material adverse impact on the future results of the Company. The extent of the impact, if any, will depend on future developments, including actions taken to contain the coronavirus.

*Future Growth*

The Company is continuing to look for investor Companies to explore and hopefully develop the non-ferrous mineral properties in Ontario, and the Company may do exploration on its own behalf.