



MANAGEMENT'S DISCUSSION AND ANALYSIS

For the years ended June 30, 2019 and 2018

INTRODUCTION

The following is management's discussion and analysis of the financial condition and the results of operations of Tri Origin Exploration Ltd. (the "Company" or "TOE") for the year ended June 30, 2019, and should be read in conjunction with the Company's audited annual financial statements for the year ended June 30, 2019 including the accompanying notes thereto, as well as the Company's audited annual financial statements for the year ended June 30, 2018 and related MD&A. The Company's annual audited financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Additional information relating to the Company, including press releases, have been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") and is available online at www.sedar.com. The date of this management's discussion and analysis is October 28, 2019. Unless otherwise indicated all amounts discussed herein are denominated in Canadian dollars.

The Company's common shares are listed on the TSX Venture Exchange under the trading symbol "TOE".

HIGHLIGHTS

During the year ended June 30, 2019 your Company continued to actively pursue exploration programs at its key properties. Work programs included geological and geochemical surveying, diamond drilling and important new property agreements. It is Management's objective to ensure that this level of activity continues during fiscal 2020. To this end, the Company has significant exploration programs planned at its key projects. During the year ended June 30, 2019 the main activities included;

- Diamond drilling at North Abitibi intersected gold at both the Road and Spade Lake Gold Zones and confirmed targeting parameters for deep extensions to both gold zones
- Geochemical studies at North Abitibi identified broad rock alteration halos to assist with vectoring toward areas of higher gold concentration
- Additional modelling of a non-compliant gold resource at the Sky Lake project highlighted significant potential for expansion of these deposits both along strike and at depth
- A large land position was acquired to add to the Sky Lake property based on results of field work and deposit modelling
- Completion of a diamond drilling program at the South Abitibi project resulted in identification of a new zone of gold mineralization as well as nickel-copper occurrences which warrant further evaluation. However, Sumitomo the project partner, decided to withdraw leaving Tri Origin with 100% interest in the property
- Subsequent to yearend an agreement was entered into with De Beers Canada Inc at the South Abitibi project to allow De Beers Canada to conduct preliminary drilling and assessment of targets that may represent diamondiferous kimberlite.

- The Nipissing Cobalt property located near Cobalt, Ontario was optioned to MetalsTech Ltd for cash payments and share issuances. The option was terminated at yearend.
- Subsequent to yearend, an agreement was also entered into at the Nipissing Cobalt project with De Beers Canada Inc to allow De Beers Canada to conduct preliminary drilling and assessment of targets that may represent diamondiferous kimberlite.
- Work was conducted without incurring employee safety or environmental incidents. Proactive consultation with communities in the vicinity of the Company's projects continued.

Cautionary Note Regarding Forward-Looking Information

Certain information included in this management's discussion and analysis may constitute forward-looking information within the meaning of securities laws. 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 the Company. Without limitation, statements about the Company's planned activities related to exploration activities in Canada constitute forward-looking information.

Forward-looking information is based on certain factors and assumptions regarding, among other things, the estimation of mineral reserves and resources, the realization of mineral reserve and resource estimates, metal prices, the timing and amount of future exploration expenditures, the estimation of initial and sustaining capital requirements, the estimation of labour and operating costs, the availability of necessary financing and materials, including financing to conduct any drilling programs and the other activities necessary to continue to explore and develop the Company's properties in the short and long term, the receipt of necessary regulatory approvals, and assumptions with respect to environmental risks, title disputes or claims, weather conditions, climate change and other similar matters. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Without limitation, in estimating expenditures the Company has assumed, among other things, that metal prices will not change materially from the prices used in its current financial forecasts, that it will obtain in a timely fashion all of the financing, regulatory approvals and other authorizations required to enable the continued exploration of its properties, and that such activities will proceed in the ordinary course without undue disruption. See "Risk Factors and Uncertainties".

This MD&A has been prepared in accordance with the provisions of National Instrument 51-102, Section 5 and Form 51-102F1 and has been approved by the Company's Board of Directors.

OVERVIEW

The Company, formed in 1989 pursuant to Articles of Incorporation under the Business Corporations Act (Ontario), is a public mineral exploration company managed by personnel with extensive education, training and experience in the identification and exploration of mineral prospects. The Company also has a strong background in securing the necessary funding to advance properties of merit.

The Company's principal objectives are to explore and, if warranted, develop its existing precious and base metal properties in Ontario. Its secondary objective is to locate, evaluate and acquire other properties and to finance their exploration and development by either issuing additional equity or through joint ventures or option agreements with other mining firms. See "Exploration Properties in Canada".

During the 2019 fiscal year the Company sold 200,500 common shares of Heron Resources Limited which trades on the Australian Securities Exchange ("ASX") for gross proceeds of \$123,845 and realized a net gain from these dispositions of \$903. At June 30, 2019, the Company owned nil (June 30, 2018 – 200,500) common shares in Heron Resources Limited.

The Company also sold 750,000 shares of Metalstech Limited ("MTC") which trades on the ASX during the year ended June 30, 2019 for gross proceeds of \$12,904 and realized a net loss from these dispositions of \$58,706. At June 30, 2019, the Company owned nil (June 30, 2018 – nil) common shares in MetalsTech Ltd.

Refer to note 6 to the financial statements for the year ended June 30, 2019 for additional information.

SELECTED QUARTERLY FINANCIAL INFORMATION

Set forth below is certain selected financial information in respect of the eight most recently completed quarters of the Company. This unaudited data is derived from the Company's financial statements, which are prepared in accordance with IFRS.

Quarter Ended	Working Capital (1) \$	Total Assets \$	Shareholders' Equity \$	Common Shares Outstanding	Net Income (Loss) \$	Net Income (Loss) per Common Share \$
30-Jun-19	(323,755)	2,556,929	2,216,895	119,372,306	(397,978)	(0.00)
31-Mar-19	(222,669)	2,878,834	2,618,248	119,372,306	(100,377)	(0.00)
31-Dec-18	(98,286)	2,934,211	2,680,488	119,372,306	(130,675)	(0.00)
30-Sept-18	126,704	3,169,593	2,807,788	119,372,306	113,829	(0.00)
30-Jun-18	204,493	3,142,308	2,693,959	119,372,306	(21,255)	(0.00)
31-Mar-18	(286,260)	2,490,605	2,049,443	99,372,306	(82,436)	(0.00)
31-Dec-17	(181,785)	2,544,839	2,130,188	99,372,306	(68,365)	(0.00)
30-Sept-17	(92,103)	2,584,115	2,198,553	99,372,306	(112,322)	(0.00)

⁽¹⁾ See Liquidity and Capital Resources for a further discussion of working capital.

Fourth Quarter

During the fourth quarter of 2019 the Company spent \$ 33,348 on its exploration projects. This does not include amounts expended under the Alliance with Sumitomo Metal Mining Canada Ltd ("Sumitomo") which were not included in the Company's books. The work conducted by Tri Origin consisted primarily of evaluation of assay results and drill core review at Sky Lake and North Abitibi as well as geological, geochemical and geophysical data compilation at the Company's Sky Lake and North Abitibi projects. A significant amount of time was also spent preparing and investigating option proposals for new property agreements. General office and administration expenses remained approximately the same as during the prior quarters. No financings were completed or stock options issued during the quarter.

SELECTED ANNUAL INFORMATION

The following table provides selected financial information for the years ended June 30, 2019, 2018 and 2017.

	2019	2018	2017
	\$	\$	\$
Net loss	(515,201)	(273,435)	(3,418,297)
Basic loss per share	(0.00)	(0.00)	(0.04)
Diluted loss per share	(0.00)	(0.00)	(0.04)
Total assets	2,556,929	3,142,308	2,741,040

RESULTS OF OPERATIONS FOR THE YEAR ENDED JUNE 30, 2019

The review of results of operations should be read in conjunction with the annual financial statements of the Company for the year ended June 30, 2019.

The Company is in the exploration stage of development and, as such, it had no revenues from operations. Exploration expenditures on mineral properties are deferred on the Balance Sheet as long as the property of interest is maintained and the project prospects are not deemed to be impaired. Corporate and administrative expenses are charged to the Condensed Interim Statement of Loss and Comprehensive Loss and Deficit as incurred. Revenues consist only of short-term investment income from interest on invested funds and payments to the Company under exploration agreements.

The Company reported general and administrative costs for the year ended June 30, 2019 of \$268,255 (2018- \$ 294,401). This increase was largely due to the timing of payments of yearend audit and tax preparation services and other professional fees. During year ended June 31, 2019, the Company earned other income of \$ 10,347 (\$ 97,588 in 2018) as a reimbursement of certain general and administrative costs under an exploration agreement entered into with Sumitomo Metal Mining Canada Ltd. which helped to offset the Company's administrative costs. This agreement was terminated during the second quarter of fiscal 2019. The Company continues to make an effort to keep administrative costs as low as possible while still maintaining an active exploration presence at its key properties.

A realized gain on the investment of shares held in HER was recognized for the year ended June 30, 2019 of \$903 (2018 –loss of \$37,438). A realized loss on the investment of shares held in MetalsTech Ltd was recognized for the year ended June 30, 2019 of \$58,706 (2018 – nil).

Finance costs decreased to \$13,230 for the year ended June 30, 2019 compared to \$23,343 for the year ended June 30, 2018. The decrease is the result of the lowering of the principal amount of the Promissory Note held by the Company and consequent decrease in interest payments.

For the year ended June 30, 2019, the Company reported net loss of \$515,201 compared to a net loss of \$273,435 for the year ended June 30, 2018. This is mainly due to the write-off of exploration and evaluation assets of \$319,580 during the year ended June 30, 2019 and a realized loss of \$57,803 upon sale of investment in MetalsTech and Heron shares for the year ended June 30, 2019 compared to a realized and unrealized loss of \$46,915 for the year ended June 30, 2018 as well as other income of \$10,347 for the year ended June 30, 2019 compared to \$97,588 for the year ended June 30, 2018. These are offset by finance costs of \$13,230 for the year ended June 30, 2019 compared to \$23,343 for the year ended June 30, 2018.

The market value of the Company's HER holding was nil at June 30, 2019 (June 30, 2018- \$122,942) and the market value of the Company's MTC holding was nil at June 30, 2019 (June 30, 2018- nil).

Retained earnings are in a deficit position. The Company has not paid any cash dividends since inception except for a return of capital through the issuance of shares in TriAusMin Ltd, its former subsidiary, to the Company's shareholders on February 3, 2010.

EXPLORATION PROPERTIES

The Company holds 100% interest in the North Abitibi, Sky Lake and South Abitibi properties in Ontario as well as an option to earn 96% interest in patent mining claims at Sky Lake. It also holds 100% interest in the Nipissing Cobalt property (referred to as Bay Lake North by MetalsTech) subject to a purchase option agreement with MetalsTech Corporation. The purchase option for Nipissing Cobalt expired subsequent to yearend.

At the 2019 yearend the Company decided to write down its interest in the Detour West property and has allowed its land holdings at Detour West to lapse. A brief summary of the Company's projects follows.

EXPLORATION PROPERTIES (continued)

Sky Lake

Sky Lake is a gold exploration project covering an area of approximately 128 square kilometers located 35 kilometers southwest of Pickle Lake in northwestern Ontario. It is comprised of 494 100% owned single cell mining claims covering an area of 123.5 square kilometers and 20 partially owned boundary cell mining claims covering an area of approximately 3 square kilometers. This land holding includes 118 new mining claim cells acquired during the latter part of the 2018 fiscal year to significantly add to its land position. In addition, during December, 2016, the Company entered into an option agreement with Barrick Gold to earn a 96% interest in patent mining claims (the "Koval" claims) covering an area of 2 square kilometers. To exercise the option, the Company is required to spend \$500,000 on exploration of the patent claims over a 4 year period.

The Sky Lake property is midway between the past-producing Pickle Lake Gold District and the past-producing Golden Patricia gold mine. The Koval claims host gold deposits partially delineated during the 1950's by Hasaga Gold Mines Ltd and Pickle Crow Gold Mines Ltd who, at the time, operated the gold mines at the nearby Pickle Lake District.

The Company has completed a full review of geological, geochemical, geophysical and diamond drilling information collected from previous work programs at the property. Three-dimensional models of the known gold deposits have been constructed to plan for future surveying and to outline new drill targets. Four sub-parallel zones spaced between 25 and 50 metres apart have been identified and traced for a distance of 1.5 kilometers along strike. These are; the Red, Orange, Purple and Yellow Zones. The northern most Red Zone contains average composited assay results from historic drilling of 3.27 grams of gold per tonne ("g/t") across 6.6 metres true thickness, the Orange Zone 2.40 g/t across 3.6 metres, the Purple Zone 3.76 g/t across 6.0 metres and the Yellow Zone 2.70 g/t across 3.6 metres. Management's interpretation of these results suggests that the zones may merge at depth or along strike to the east to form a more continuous, steeply-dipping gold-rich deposit. These deposits have only been drilled to shallow depths and Tri Origin intends to target deeper drilling to determine the economic significance of these deposits.

Tri Origin has completed an airborne "VTEM" electromagnetic and magnetic survey and a number of programs of geological mapping, geochemical sampling, induced polarization surveying and a preliminary program of diamond drilling. This work has been successful and a number of other gold occurrences have been identified by Tri Origin at Sky Lake that warrant additional work. The commencement of a program of deep-looking geophysical surveying was announced subsequent to yearend and the Company anticipates that this work will be followed by diamond drilling.

During the year ended June 30, 2019, the Company spent \$60,807 to conduct exploration on the property (for the year ended June 30, 2018 - \$128,704). Total spending from inception to June 30, 2019 was \$1,650,738.

North Abitibi

North Abitibi is a gold exploration project located 150 kilometres north of Kirkland Lake, Ontario, in the Abitibi Greenstone Belt. The property consists of 187 single cell mining claims and 28 boundary cell mining claims covering an area of approximately 50 square kilometres. The property is subject to an agreement with Vista Gold Corp ("Vista") which transferred 100% of its interest in the claims to Tri Origin during 2010. Upon completion of exploration expenditures by Tri Origin of \$2,000,000 Vista Gold has the option to earn back a 51% interest in the property.

The North Abitibi property is within the Abitibi greenstone belt approximately 40 kilometres west and along-trend from the Casa Berardi Gold Mine now operated by Hecla Mining Corp. Gold mineralization has been discovered throughout the property at a number of occurrences including the Spade Lake and Road Gold Zones which have been the focus of a significant amount of drilling by Tri Origin and predecessor companies. Tri Origin has exposed a portion of the Road Gold Zone by excavating and surface sampling has returned significant results. The Company intends to continue to evaluate both gold zones through continued excavating and diamond drilling in the future. A program of deep-looking induced polarization surveying was completed over the Spade Lake Zone, the Road Gold Zone and other targets.

EXPLORATION PROPERTIES (continued)

Results were positive and strong geophysical anomalies were detected at all targets. In particular, results from below the level of current drilling at both the Spade Lake and Road Zones indicated a strengthening of the anomalies with depth.

During the year ended June 30, 2019 Tri Origin completed geological mapping and sampling at the Road Zone and a preliminary drill program consisting of two holes at the Road Zone and one hole at the Spade Lake Zone for a total of 1,380 metres of drilling. All of the holes were successful in intersecting gold mineralization in extensively altered rock. Exploration data has now been incorporated into a 3 dimensional model to aid in completing revised geological interpretations and to target follow-up drilling.

During the year ended June 30, 2019, the Company spent \$294,488 on exploration expenditures on the property (for the year ended June 30, 2018 – \$29,462). Total spending from inception to June 30, 2019 was \$806,740, which includes a re-imbursement of exploration expenditures of \$64,320 made under the Ontario junior exploration assistance program (“JEAP”).

South Abitibi

During the latter part of fiscal 2015 an Alliance was formed between Tri Origin and Sumitomo Metal Mining Canada Ltd (formerly Sumac Mines Ltd a subsidiary of Sumitomo Metal Mining Co, Ltd.) referred to as the South Abitibi project to acquire and explore properties in the southern part of the Abitibi Greenstone Belt of Ontario. Tri Origin acted as operator of the Alliance and Sumitomo provided funding for property acquisition and exploration of up to a maximum of \$4.5 million. During the period ended December 31, 2018 Sumitomo informed Tri Origin that it was withdrawing from the alliance agreement. This resulted in Tri Origin retaining a 100%, unencumbered interest in the South Abitibi property.

A large property position of 798 single cell mining claims and 95 boundary cell mining claims covering an area of approximately 210 square kilometers is held by Tri Origin only 15 kilometres southwest of the Cobalt Mining District in the Temagami-Cobalt region of the Abitibi Greenstone Belt. It hosts a number of gold, copper and nickel occurrences within a prospective sequence of Archean-age volcanic rock which represent an underexplored and largely unrecognized extension of the southern margin of the Abitibi Greenstone Belt. These rocks are covered by a sequence of younger, Proterozoic-age sedimentary rocks which precluded historic prospecting along this portion of the Abitibi and limited the effectiveness of earlier geophysical equipment which had minimal depth penetration ability. The Proterozoic rocks are intruded by Nipissing diabase sills throughout the property and cobalt, silver and copper occurrences are reported in these rocks. This is the same geological environment which hosts the nearby world-class Cobalt Mining District.

Much of this terrain was excluded from exploration during the time period between 1970 and 2000 due to land cautions and exploration moratoriums. This represents a unique exploration opportunity for both gold and base metals within a large area of highly prospective rocks of the Abitibi Greenstone Belt and for cobalt-silver deposits within Proterozoic rock of the Cobalt area.

Tri Origin has completed a significant amount of work at South Abitibi which includes an airborne “VTEM” electromagnetic and magnetic survey and preliminary programs of prospecting, geological mapping and geophysical surveying. During the period ended March 31, 2019 a program of diamond drilling was successfully completed. A new gold zone and nickel/copper occurrences were intersected and warrant further exploration and drilling.

Expenditures by TOE during the year ended June 30, 2019 totalled \$28,922 (for the year ended June 30, 2018-\$43,080). This does not include exploration funds provided by Sumitomo which totalled \$53,607 during the period. The expenditures incurred by Sumitomo are not recorded in the Company’s books. Approximately \$2,300,000 has been spent by Sumitomo since the inception of the Alliance in late May, 2015 until it was terminated during the period ended December 31, 2018. As of June 30, 2019, the Company has on deposit a balance of \$nil of Sumitomo funds advanced to Tri Origin to be spent on the project.

EXPLORATION PROPERTIES (continued)

During the year ended June 30, 2019, the Company received \$10,354 (June 30, 2018 - \$97,588) from Sumitomo as a re-imbusement of expenses and for property management services. Funds received for property management services have been recorded in other income in the statements of loss and comprehensive loss.

Nipissing Cobalt Property (formerly referred to as Bay Lake North by MTC)

Nipissing Cobalt is an exploration project located 10 kilometres west of Cobalt, Ontario. The property consists of 570 single cell and boundary cell mining claims covering an area of approximately 125 square kilometers owned 100% by Tri Origin.

The property is almost entirely underlain by Proterozoic-age sedimentary rock and Nipissing diabase sills. Cobalt, silver, copper and zinc occurrences have been documented on the property by Tri Origin and earlier explorers.

During the 1st quarter of fiscal 2019 Tri Origin announced that it has entered into an agreement with MetalsTech Limited (“MTC”) an Australian cobalt and lithium exploration company for the Company’s Nipissing Cobalt property (referred to as Bay Lake North by MTC).

MTC agreed to make cash payments and share issuances to Tri Origin as well as complete exploration work commitments over a two year period to acquire a 100% interest in the Bay Lake North property (the “Considerations”). If the Considerations are not met, all interest in the Bay Lake North property will be retained by Tri Origin.

During fiscal 2019, Tri Origin received a \$100,000 cash payment and 750,000 common shares of MetalsTech as its initial option consideration. MetalsTech announced the initiation of a preliminary diamond drilling program at the Bay Lake North project during August, 2018. The second year option considerations come due in June of 2019. Cash and share payments were not made by MetalsTech and the purchase option was terminated subsequent to yearend.

During the 2019 fiscal year expenditures at Bay Lake North were \$nil (for the year ended June 30, 2018 - \$16,932). Total spending from inception to June 30, 2019 by the Company is \$16,932.

Detour West

Detour West is a gold exploration project located 180 kilometres north of Timmins, Ontario and 20 kilometres west of the Detour Lake Gold Mine. The property consists of 413 100%-owner single cell mining claims and 8 partially-owned boundary cell mining claims covering an area of approximately 104 square kilometers.

During the current reporting period, results from earlier exploration programs were evaluated. Although results were positive and management believes that the property warrants further work, a significant amount of assessment work was required to be spent to maintain the claims. Management determined that available funds would be better spent on more advanced projects so the Detour West claims were allowed to lapse at the end of the period.

Expenditures at Detour West during the year ended June 30, 2019 totalled \$6,204 (June 30, 2018 - \$46,037). Total spending from inception to March 31, 2019 by the Company was \$319,580. All of these expenditures were written off at the June 30, 2019 yearend.

EXPLORATION PROPERTIES (continued)

Project Generation

The Company continues to assess new areas for exploration. It is an objective of the Company to increase its portfolio of properties during the coming year. During the year ended June 30, 2019, the Company spent \$21,357 on project generation activities including review and assessment of reports and preliminary analytical work (for the year ended June 30, 2018- \$nil) all of which was expensed at year end.

Project Expenditures

	North Abitibi	Sky Lake	Detour West	South Abitibi	Bay Lake	Total
	\$	\$	\$	\$	\$	\$
Balance, June 30, 2017	549,110	1,461,226	267,339	8,274	-	2,285,949
Acquisition Costs	4,782	14,287	2,400	-	6,391	27,860
Drilling and analytical	-	2,840	-	2,941	-	5,781
Geological, geophysical and Geochemical	4,123	28,855	223	-	-	33,201
Management and administration	20,557	82,722	43,414	40,139	10,541	197,373
Reimbursement	(64,320)	-	-	-	-	(64,320)
Balance, June 30, 2018	514,252	1,589,930	313,376	51,354	16,932	2,485,844
Acquisition Costs	4,086	15,365	-	4,900	-	24,351
Drilling and analytical	208,034	5,552	-	710	-	214,296
Geological, geophysical and Geochemical	21,037	16,557	-	5,100	-	42,694
Management and administration	59,331	23,333	6,204	18,212	-	107,080
Sale of exploration and evaluation assets	-	-	-	-	(16,932)	(16,932)
Write off of exploration and evaluation assets	-	-	(319,580)	-	-	(319,580)
Balance, June 30, 2019	806,740	1,650,737	-	80,276	-	2,537,753

COMMUNITY CONSULTATION

Tri Origin is committed to the preservation of the environment in which it works and respecting the needs and land uses of members of nearby communities and other stakeholders in the vicinity of its projects. Tri Origin maintains open communication with indigenous peoples in the vicinity of its projects to understand and respect the impact the Company's work programs may have on the local environment and their communities. Community consultation is an ongoing process and may or may not lead to the necessity for agreements between Tri Origin, other stakeholders and local communities regarding the provision of assistance and services to local communities and environmental compensation. This process may affect the timing of upcoming exploration and drilling programs planned by the Company.

Under the Ontario Mining Act it is now required that exploration companies submit their proposed upcoming exploration programs for each project area to the Ontario government. These submissions include the nature of the work to be conducted and time schedules in the form of Exploration Plan and Exploration Permit applications. These Plan and Permit applications are then circulated to native communities in the region of the project to solicit their concerns regarding the proposed programs. If no specific concerns are received or if concerns are adequately addressed by the Company then an Exploration Plan or Exploration Permit (depending on the level of activity) will be issued to the Company by the government allowing its exploration program to proceed. Exploration Plan and Permit applications have been made to the government regarding upcoming programs contemplated by the Company at each of its projects. As of the date of this report an Exploration Plan and Permit was in effect for the Sky Lake project and Exploration Permits were in good standing for all other projects. Application for Exploration Plans is pending for the North Abitibi, South Abitibi and Nipissing Cobalt projects.

LIQUIDITY AND CAPITAL RESOURCES

Cash and Financial Condition

The cash position of the Company at June 30, 2019 was \$6,005 (June 30, 2018 - \$519,016) in addition to the Company's equity holding of marketable securities consisting of nil shares of Heron Resources Ltd on June 30, 2018 (at June 30, 2018- \$122,942) and nil shares of MetalsTech Ltd (June 30, 2018- nil). The investments in Heron and MetalsTech were monetized during the 2019 fiscal year and used to fund the Company's operations. Other than cash in long term investments, cash not on account at a bank is invested in bank-guaranteed, short-term maturity instruments.

The Company's total assets at June 30, 2019 decreased to \$2,556,929 from \$3,142,308 at June 30, 2018. The Company's current liabilities as of June 30, 2019 were \$340,034 as compared to \$448,349 at June 30, 2018.

Effective November 1, 2015, the Company had issued a short-term convertible note for \$300,000 to replace a convertible debenture for \$100,000 and promissory notes totalling \$200,000 both of which were issued in 2014 and have expired. The short-term convertible note may be repaid in cash or by conversion into common shares of the Company at a value of five cents per common share or by a combination of cash and common shares. Any common shares issued as a result of repayment of the note will be subject to a hold period of four months and one day from the date of issuance. The note is unsecured with interest at a rate of 8 per cent per annum payable monthly beginning on November 30, 2015, with a maturity date of December 31, 2018. Dr. Robert I. Valliant, who is director, president and chief executive officer of the company, has acquired the full \$300,000 of principal amount of the note through Underrock Inc., a private corporation controlled by Dr. Valliant. At June 30, 2018 the outstanding balance of the note was \$200,000. During the year ended June 30, 2019, the Company repaid \$130,000 of the promissory note and subsequently increased the note by \$120,000. As at June 30, 2019, \$190,000 of the promissory note was outstanding.

LIQUIDITY AND CAPITAL RESOURCES (continued)

Capital

The authorized capital of the Company consists of an unlimited number of common shares without par value.

As at June 30, 2019, the Company's capital stock position consisted of:

	June 30, 2019
Shares outstanding	119,372,306
Stock options outstanding	8,250,000

For a description of the outstanding warrants and options that are available to purchase common shares of the Company, please refer to notes 12 and 13 of the annual financial statements for the year ended June 30, 2019.

COMMITMENTS

The Company is required to undertake a certain level of expenditures to keep exploration properties in good standing in the normal course of business. All claims are in good standing as of June 30, 2019.

RELATED PARTY TRANSACTIONS

Refer to note 19 of the audited annual financial statements for the year ended June 30, 2019.

OFF BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements as at June 30, 2019.

TRENDS AND OUTLOOK

The Company holds two key properties in northern Ontario; the North Abitibi and Sky Lake which are being evaluated primarily for gold. In addition, it holds two large land positions in the Temagami-Cobalt region of east-central Ontario which are about to see exploration activities commence in the search for diamonds. The Company intends to see continuation of its work programs on all of its property holdings during fiscal 2020. The level of exploration activity during the upcoming fiscal year will depend on the overall health of resource markets and the Company's ability to raise capital or form partnerships to fund its programs. Exploration expenditure during the period ended June 30, 2019 was held at a level equivalent to earlier periods due to drilling programs completed by the Company. Even though resource markets continue to be in a depressed state and placement funds remain difficult to access, the Company is proud to report that it has been able to maintain a reasonable level of exploration activity at its properties. Management will work toward continuing with its exploration programs at key properties throughout the coming year and to increase its level of exploration activity.

During the past year a diamond drilling program was completed at the North Abitibi project. Results were positive and indicate that ongoing evaluation of the gold zones at the property is warranted. At the Sky Lake project, acquisition of gold zones on key patent claims optioned from Barrick Gold have expanded the exploration potential of this property and a large, new land position was acquired. Subsequent to yearend a program of "deep-looking" induced polarization surveying was commenced to target future drilling. At South Abitibi a drill program commenced during the latter part of fiscal 2018 was completed and reported on. Although results indicated that additional work was warranted, Tri Origin's partner Sumitomo decided to discontinue its exploration funding for the project. This resulted in Tri Origin retaining a 100% unencumbered interest in the property. Subsequent to yearend, Tri Origin announced that an agreement was reached with De Beers Canada Inc which will see fully-funded drilling conducted by De Beers at South Abitibi to evaluate targets for their diamond potential. Similarly, a promising option agreement was reached with MetalsTech Inc to evaluate cobalt/silver occurrences at the Nipissing Cobalt property. An initial drill program was conducted however with the collapse of the cobalt market MetalsTech was not

TRENDS AND OUTLOOK (continued)

able to continue with its option. Subsequent to yearend, a second agreement was reached with De Beers Canada Inc to conduct exploration for diamonds at the Nipissing Cobalt property.

Management believes that additional capital will be available to the Company during fiscal 2020 to advance its projects. If management is successful in its efforts capital raised during the coming year will be directed toward continued exploration for gold at the Sky Lake and North Abitibi properties.

The Company will also continue to evaluate and pursue other exploration opportunities as they arise. Promising areas have been identified from research and data compilations at a number of areas throughout the Canadian Shield and evaluations of these areas will proceed during 2020 to determine if their acquisition is warranted. It is an objective of the Company to set up new projects and exploration ventures during fiscal 2020 and to create alliances with senior mining partners to advance these ventures.

RISK FACTORS AND UNCERTAINTIES

Business Risk

The Company is in the business of acquiring, exploring and developing mineral properties and is exposed to a number of risks and uncertainties that are common to other exploration companies in the same business. The industry is capital intensive at all stages and must rely on equity financing to fund exploration and development activities.

The Company's major mineral properties are the North Abitibi, Sky Lake, South Abitibi and Nipissing Cobalt properties (the "Properties"). Unless the Company acquires or develops additional material properties, the Company will be mainly dependent upon its existing Properties. If the Company acquires no additional major mineral properties, any adverse development affecting the Company's Properties would have a material adverse effect on the Company's financial condition and results of operations.

The ability of the Company to realize and profit from a property development is dependent upon its ability to define and delineate an ore body, to finance development costs, adhere to government and environmental regulations, and/or be able to realize the costs incurred on disposition of a property.

The future prospects of the Company are subject to a variety of risks that may cause actual results to differ materially from projected outcomes. Factors that could cause such differences include: world gold markets, foreign exchange markets, equity markets, access to sufficient working capital, the ability to attract mining partners, the loss of or inability to hire key personnel, as well as government, local communities and native consultation and environmental restrictions. Most of these factors are beyond the control of the Company which consequently cannot guarantee future results, levels of activity or ensure that a mineral discovery can be developed into a profitable mining operation. In addition, prices for the commodities contained in the Company's mineral resources at its exploration properties have fluctuated significantly over the last few years and may continue to do so. Such volatility may affect the timing and magnitude of funds which the Company may seek to raise to support further exploration and development.

Verification of Title

The Company has taken steps to verify the title to its mineral properties, in accordance with industry standards for the current stage of exploration of such properties but these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

The Company's properties are located in northern Ontario and indigenous peoples and native bands in the province have determined that all lands in northern Ontario fall within their territorial lands. In some cases, to achieve harmonious working relationships and guarantee access to properties, certain agreements may be required to be entered into between the Company and native communities. There is no guarantee that these agreements can be successfully entered into or that equitable terms can be reached. This may affect commencement or completion of the Company's projects.

RISK FACTORS AND UNCERTAINTIES (continued)

Conflicts of interest

Certain directors of the Company also serve as directors of other companies involved in natural resource exploration and consequently there exists the possibility for such directors to be in a position of conflict.

Liquidity and need for additional financing

On June 30, 2019, the Company had nil working capital and is not generating positive cash flows from operations. Unless future financings can be completed there may not be sufficient cash to meet general and administration expenses plus planned project activities for the following twelve months.

All of the Company's mineral properties are at the exploration stage. At this time the Company has no operating revenue and does not anticipate any operating profits until the Company is able to realize value from its assets through either the sale of, or placing into production, a resource property. In order to continue its exploration programs, the Company will be required to raise funds through equity financing, possibly supplemented by the exercise of options and warrants. In the past, the Company has successfully raised capital through issuance of equity. There can be no assurance that the Company will be able to raise more capital or obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to raise capital or obtain financing could result in the postponement of further exploration. Any additional financing or capital raised by the Company could result in substantial dilution to the shareholders of the Company.

SUBSEQUENT EVENTS

Subsequent to year end Tri Origin announced that two separate agreements had been entered into with De Beers Canada Inc. to conduct exploration and core drilling at the Company's South Abitibi and Nipissing Cobalt projects. The agreements allow De Beers Canada access to both properties to conduct preliminary drilling and to evaluate for diamond content if targets identified by De Beers Canada are proven to be kimberlitic rocks. Pending results, a more comprehensive property earn-in agreement containing industry-standard terms could then be negotiated and entered into for either or both properties. The agreements provided for combined payments to Tri Origin of \$30,000 on signing which was received subsequent to year end.

ADDITIONAL INFORMATION

Additional Company information can be found at www.triorigin.com or on the SEDAR website at www.sedar.com.

APPROVAL

The Board of Directors of Tri Origin Exploration Ltd. has approved the disclosure contained in this Management's Discussion and Analysis dated October 28, 2019.

CORPORATE INFORMATION



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