



**SAMA RESOURCES INC.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED DECEMBER 31, 2018**

**AS OF APRIL 29, 2019**

**TSX-V: SME**

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# **SAMA RESOURCES INC.**

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## **SCOPE OF MD&A AND NOTICE TO INVESTORS**

This management's discussion and analysis of financial position and results of operations ("MD&A"), is prepared as of April 29, 2019, and complements the audited consolidated financial statements of Sama Resources Inc. (the "Company"), for the year ended December 31, 2018 which are compared to the year ended December 31, 2017.

For the year ended December 31, 2018, the audited consolidated financial statements include the parent company Sama Resources Inc. ("Sama") and its wholly owned subsidiaries Sama Nickel Corporation ("Sama Nickel"), Sama Nickel Côte d'Ivoire SARL ("Sama CI") and Société Minière du Tonkpi SARL ("SMT") referred as the Sama Group while those for the year ended December 31, 2017 include the Sama Group as well as SRG Graphite Inc. ("SRG"), SRG Graphite International ("SRG Intl") and Sama Resources Guinee SARL ("Sama Guinee") referred as the SRG Group. SRG is a public company and its common shares are listed on the TSX Venture Exchange (the "TSX-V") under the trading symbol "SRG.V". On November 23, 2017, management determined that SRG Group no longer required to be consolidated and now accounts the retained investment in SRG as an investment in associate using the equity method.

These audited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars. The Company has prepared this MD&A following the requirements of National Instrument 51-102, Continuous Disclosure Obligations.

Management of the Company is responsible for the preparation and presentation of the annual consolidated financial statements and notes thereto, MD&A and other information contained in this MD&A. Additionally, it is management's responsibility to ensure the Company complies with the laws and regulations applicable to its activities.

The consolidated financial statements and the MD&A have been reviewed by the audit committee and approved by the Company's Board of Directors on April 29, 2019. These documents and more information about the Company are available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **FORWARD LOOKING STATEMENTS**

Certain statements made in this MD&A are forward-looking statements or information. The Company is hereby providing cautionary statements identifying important factors that could cause the Company's actual results to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "may", "is expected to", "anticipates", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective" and "outlook") are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In making these forward-looking statements, the Company has assumed that the current market will continue and grow and that the risks listed below will not adversely impact the business of the Company. By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond the control of the Company that could influence actual results are summarized below under the heading "Risks and Uncertainties".

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Further, unless otherwise noted, any forward-looking statement speaks only as of the date of this MD&A, and, except as required by applicable law, the Company does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the business of the Company, or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement.

## COMPANY OVERVIEW

Sama is a Canadian-based mineral exploration and development business with activities in West Africa. Sama was incorporated on July 11, 2006 under the Business Corporations Act of British Columbia. On May 13, 2013, the Company continued its jurisdiction of incorporation from British Columbia into the federal jurisdiction of Canada under the Canada Business Corporations Act. The Company's head office is located at #132 – 1320 Graham Blvd., Mont-Royal, Quebec, Canada, H3P 3C8. The Company's common shares are listed on the TSX-V under the trading symbol "SME.V". Based on the information available to date, the Company has not yet determined whether its mineral properties contain economically recoverable reserves. The recoverability of the amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete exploration and development programs and, ultimately, upon future profitable production.

## HIGHLIGHTS

- On December 12, 2018, the Company announced that it had intersected 36 m of mineralized material at Yepleu starting at a depth of 536 m including a total of 10.75 m of semi-massive sulphides;
- On January 8, 2019, the Company announced that it had commenced the second deep exploration drill hole as part of the 6,000 m drilling program launched in mid-November 2018;
- On February 14, 2019, the Company announced PGE assay results for the new mineralized zone at Yepleu;
- During the first quarter ended March 31, 2019, a total of 1,075,000 warrants were exercised at a price of \$0.15 per share and 740,000 stock options at a price of \$0.23 for total proceeds of \$331,450;
- On February 20, 2019, the Company granted a total of 3,225,000 stock options to its officers, employees and consultant at a price of \$0.27 per common share expiring on February 19, 2029;
- On March 12, 2019, the Company announced that it had added a second drill rig at Yepleu.
- On April 4, 2019, the Company announced the beginning of Phase 2 Typhoon geophysical survey at its Yepleu together with the intersection of 54 m of mineralization ranging from disseminated to semi-massive and massive sulphide in borehole YE29-553044.
- On April 23, 2019, the Company announced that borehole YE22-225440 drilled at the Yepleu Sector 1 intersected 30 meters of disseminated to semi-massive and massive sulphide, including 1.7 m of massive sulphide (> 70% sulphide).
- On April 16, 2019, a total of 100,000 warrants were exercised at a price of \$0.25 per share for total proceeds of \$25,000.

## OVERALL PERFORMANCE

The two main objectives of the Company are as follows:

- 1) Continuing the technical studies on Samapleu nickel-copper-PGE's deposits; and
- 2) Fast tracking exploration for additional evidences of nickel-copper rich massive sulphide lenses and possible reservoirs within the 730 square kilometres land package (**Figure 1**) priorities on the former Samapleu property located in Ivory Coast.

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Application for the renewal of the former Samapleu PR123 as well as the applications for the three new exploration licenses are in progress with the Department of Mines in Côte d'Ivoire (**Figure 1**).

In September 2018, Sama completed the Phase 1 Typhoon™ electromagnetic (“EM”) geophysical survey at the Yepleu area (**Zérégouiné License Figure 1**). A 6,000 meters drilling program has been initiated (ref: press release November 15, 2018) to test high-conductivity targets defined by phase 1 of the Typhoon electromagnetic geophysical survey at the Yepleu property. The drilling program is targeting semi-massive and massive polymetallic sulphide targets located between 600 m and 900 m from surface (**Figures 4 & 5**). Capital Drilling Côte d'Ivoire Limited has been selected for executing this initial drilling program.

The Phase 1 Typhoon EM survey was completed in September 2018 following results from the 2,889-line/kilometre airborne helicopter time-domain electromagnetic and magnetic survey (“**HTEM Survey**”) completed in February 2018 over the Samapleu and Yepleu areas (**Figures 2 & 3**). The Phase 1 Typhoon covered selected anomalies outlined by the HTEM Survey. Sama have begun the Phase 2 Typhoon survey over 5 additional EM targets on April 1, 2019.

The Typhoon survey and data acquisition system is the most accurate and powerful induced polarization and electromagnetic geophysical survey technology available to mineral explorers today. Typhoon technology provides better quality primary signal, allowing higher resolution, larger scale and deeper detection than existing technology.

Several new prospective zones, strongly associated with magnetic anomalies, were identified from the completed HTEM Survey (**Figure 2**). These new zones add to the existing prospective areas identified from the previous Fugro survey.

Sama and HPX have selected the Yepleu area for the Phase 1 of the Typhoon ground survey for its high quality HTEM response as well as the prospective geological setting. It is at the Yepleu area that Sama made the first discovery of nickel-copper sulphide mineralization at surface in West Africa with material grading up to 1.39% nickel and 2.26% copper sulphide (tested using a hand-held Niton XRF analyzer) (see *Company's Press Release dated June 6, 2013*). The Yepleu area is located 18 kilometers southwest of the Samapleu nickel-copper deposit. A 6,000m drilling program was launched in November 2018 with Capital Drilling an Australian based company.

As of April 29, we have completed a total of 4,191 m in 5 holes (**Table 1**). Sama has intersected nickel sulphide mineralization in each of the five holes drilled to date at Yepleu at the exact location predicted by the Typhoon Phase 1 survey of last year.

**Table 1:** 2019 Yepleu drilling program

Hole-ID	Az	Dip	EOH (m)	Note
<b>Yepleu Sector 1</b>				
YE29-556043	325	-75	903	37m @ 0.4% Ni including 5.2m @ 1.16%Ni
YE29-553044	323	-69	799	54 m diss, semi-massive to massive, assays results are pending
YE22-225440	135	-60	684	30 m diss, semi-massive to massive, assays results are pending
<b>Yepleu Sector 2</b>				
YE29-713721	235	-75	924	490-495m: diss & semi-massive, 607 to 613m disseminated, assays results are pending
<b>Yepleu Sector 3</b>				
YE45-348721	270	-85	579	Technical problem, stopped at 579m, re-drilled with YE45-348726
YE45-348726	270	-85	1101	842 to 860 m: disseminated and few semi-massive lenses

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## **Yepleu Sector 1 (Figures 3, 4 & 5):**

YE29-556043 (ref: press release of December 12, 2018) returned results, with a combined 5.2 meter of semi-massive sulfides grading 1.16% nickel, 0.62% copper, 0.24 gpt palladium and 0.21 gpt platinum (using a cut-off-grade of 0.8% nickel) within a larger interval of 37 m of disseminated sulphide mineralization grading 0.41% nickel, 0.31% copper, 0.23 gpt palladium and 0.17 gpt platinum.

The mineralization encountered in the hole is characterised by aggregates of the nickel, copper and iron sulphides pentlandite, chalcopyrite and pyrrhotite, respectively. Pentlandite occurs together with pyrrhotite, while the chalcopyrite is either mixed with the pentlandite and pyrrhotite or occurs as late millimetric to centimetric sulphide veins cross-cutting the pentlandite and pyrrhotite.

Two additional holes were drilled subsequently as follow-up on the mineralized zone intersected on the first deep hole. Hole YE29-553044 returned a mineralized zone of 54 metres of disseminated to semi-massive and massive sulfide material from 585 m to 639 m from the surface. The second hole, YE22-225440 intersected 30 meters of disseminated to semi-massive and massive sulphide, including 1.7 m of massive sulphide (> 70% sulphide).

Figure 4 illustrates the surface mise-a-la-masse map at the Yepleu Sector 1 prospect showing drill hole traces for the three holes drilled to date. Assays results for boreholes YE29-553044 and YE22-225440. Assays results are pending.

## **Yepleu Sector 2 (Figures 3 & 6)**

Hole YE29-713721 intersected mineralisation between 490 and 495 meters and also between 607 to 613 meters down the hole. The mineralisation is mostly disseminated with small sections of semi-massive texture. Same composition as per Sector 1.

## **Yepleu Sector 3 (Figure 3 & 7)**

Drillers encountered numerous technical issues while trying to drill these deep holes at Yepleu. The first hole, YE45-348-721, was intended to reach 1,200 m but was terminated for technical reasons at 579 m. The drillers had to re-drill the hole few meters aside, the YE45-348726. This new hole suffered another technical issue at 800 m which prompted the use of wedge in order to keep going. The borehole YE45348721 reached the target zone between 842 to 860 meters intersecting disseminated mineralization and small occurrences of semi-massive lenses.

These drilling successes prompted Sama to prioritize completing the Typhoon Phase 2 program over the most prominent HTEM targets at the Yepleu and Grata sectors. Figure 3 below shows the HTEM survey results, with the warm color contours showing the conductivity intensity. The warmer the color, the higher the conductivity. So far, Sama has only followed-up three HTEM targets with the Typhoon Phase 1 survey conducted last year, with many other targets to explore. Three specific sectors were identified for the current drilling program; Sectors 1, 2 and 3.

Due to extending the road network on the properties, Sama now has access to a larger area than in 2018 and will proceed with Typhoon surveys at "Loops" 6 to 10 in the coming months (Figure 3). Although mineralization that is being discovered at Sectors 1 to 3 is proof that the original HTEM targets were legitimate, targets that will be covered with the Typhoon Phase 2 survey have much larger size potential than those covered in the Phase 1 work.

## **Samapleu technical Study**

In June 2018, Sama gave to DRA Met-Chem, an engineering group based in Montreal, the mandate to continue technical study on the current open cast amenable resource defined by Sama. Geotechnical investigation was launched in early August 2018, by two geotechnical engineers from DMeng Group (Kingston, Ontario) visiting the Samapleu project. In October 2018, DRA's Geological Qualify Person ("QP") visited the project site. The study is ongoing.

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## MINERAL PROPERTY PORTFOLIO

The exploration programs and technical disclosure for the Company are designed by Marc-Antoine Audet, P.Geo, PhD, President and Chief Executive Officer of SRG who is a 'qualified person' ("QP"), as defined by National Instrument 43-101, Standards for Disclosure for Mineral Projects ("NI 43-101").

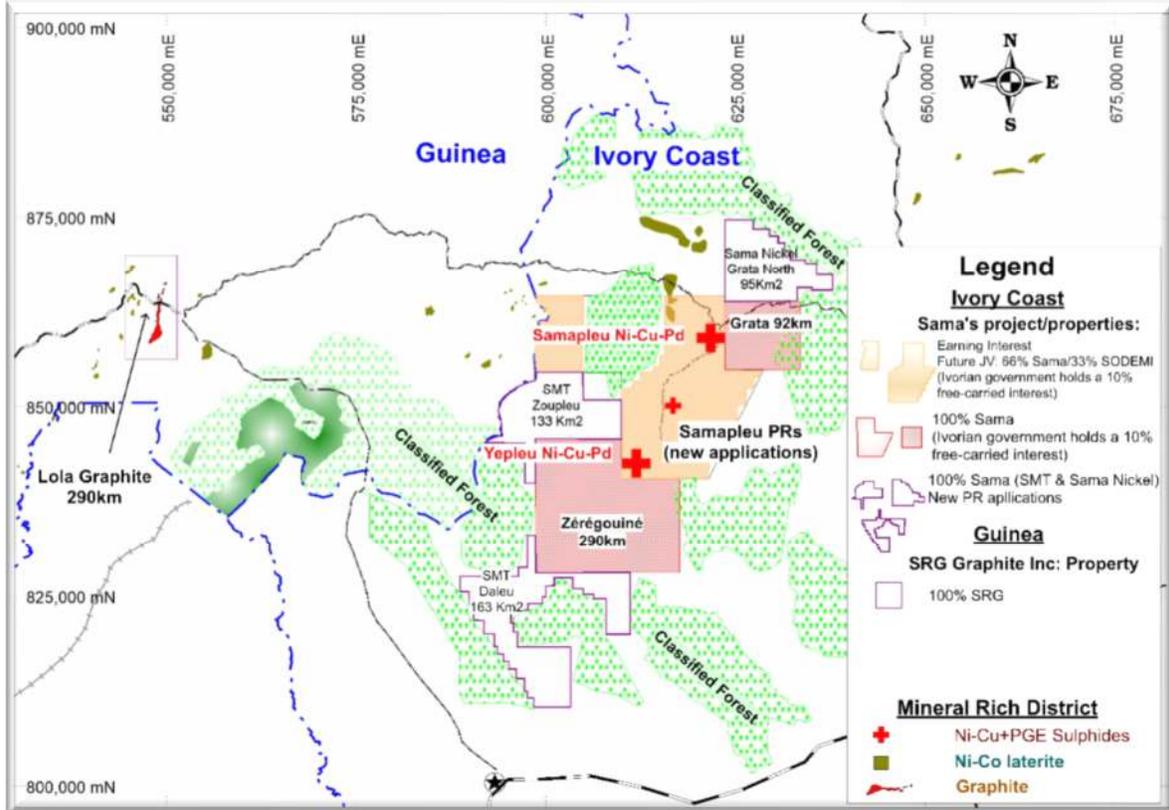


Figure 1: Exploration permits in Ivory Coast and Guinea. SODEMI applied on March 7, 2018, on behalf of the JV signed with Sama Nickel, for two new exploration permits (Permis de Recherche: PR) for a combined 318 km<sup>2</sup> in replacement of the former Samapleu PR123 and as a replacement of the mining application filed on June 9, 2017. Three requests for new exploration permits have been filled with the Department of Mines in Côte d'Ivoire. Applications for the Samapleu new PR as well as the Zoupleu PR have been approved on February 28, 2019 and now are at the "Conseil des Ministres" for final approval. Applications for Grata North and Daleu are still in the pipeline.

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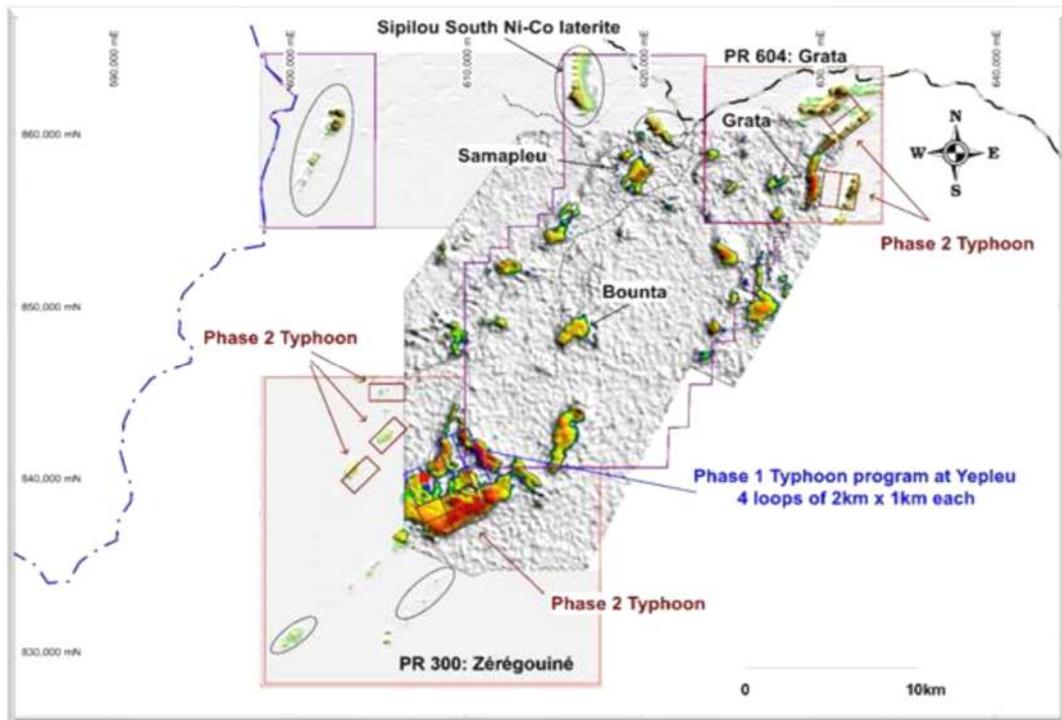


Figure 2: Samapleu, Zérégouiné and Grata Exploration Permits showing the combined HTEM 2013 and 2018 conductive potential zones using late channels data. The Yepieu occurrence covers 24 km<sup>2</sup> in the NE corner of Zérégouiné Exploration Permit.

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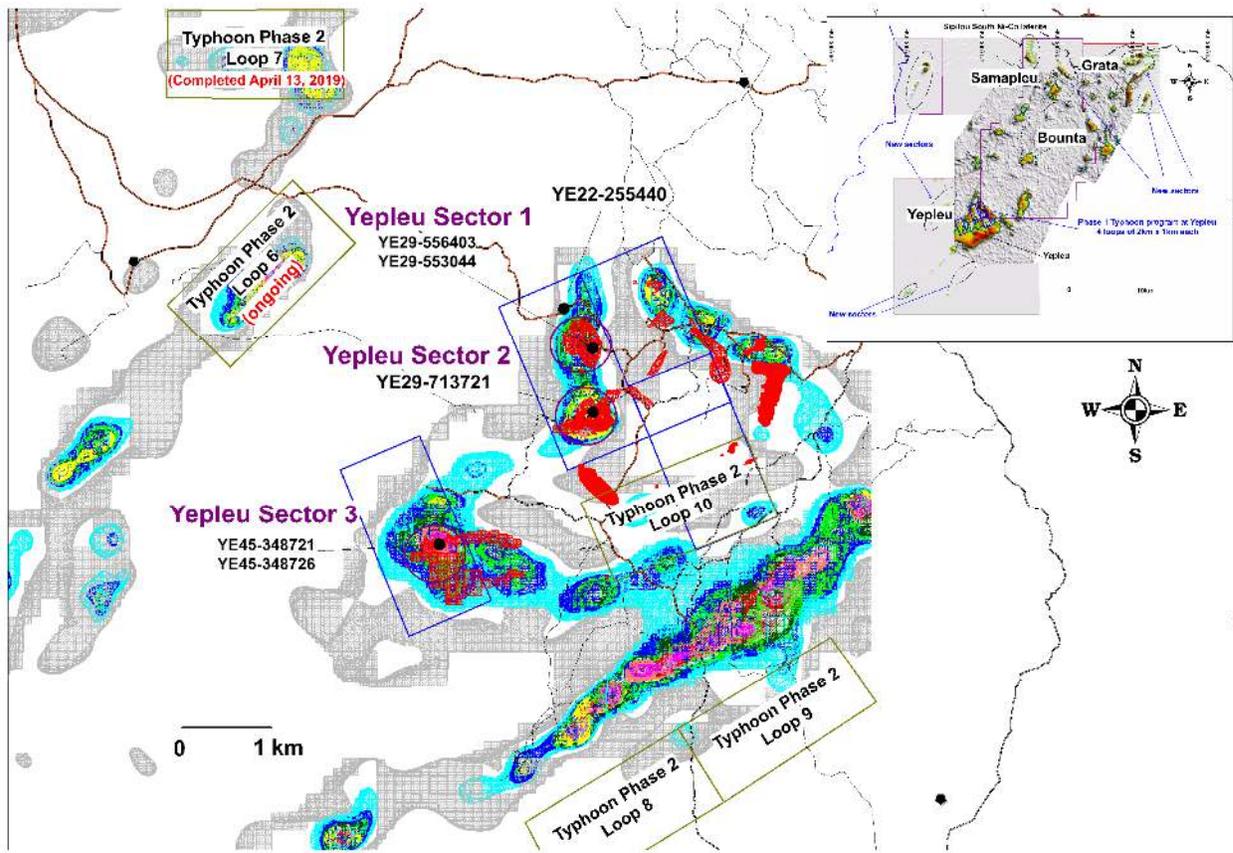


Figure 3: Surface map at the Yepleu prospect showing the Phase 2 Typhoon program together with boreholes drilled to date. Borehole YE45348721 is current and has not yet reached the target zone (ref to Table 1).

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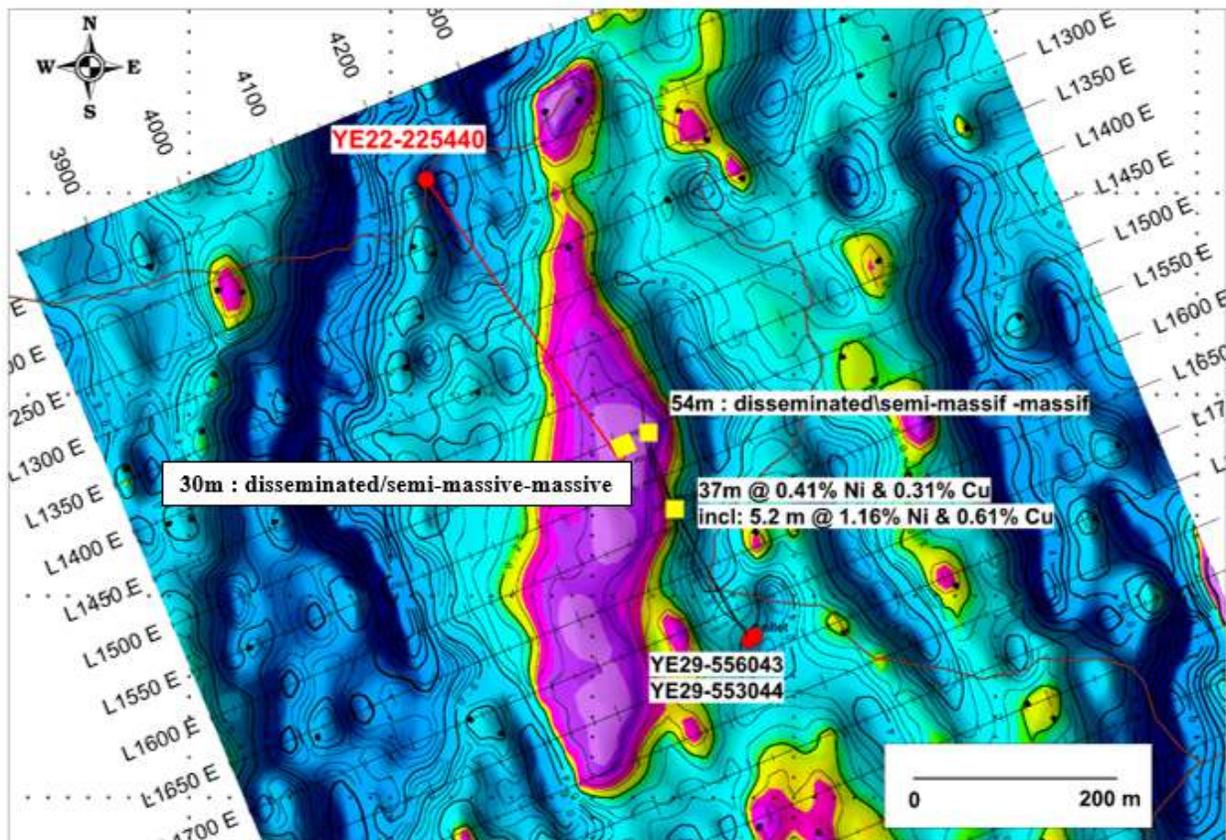


Figure 4: Surface map at Yepleu Sector 1, showing the target zone as defined by Mise a la Masse and Typhoon results (ref: Press Release of March 12, 2019) together with the recent borehole's intersects





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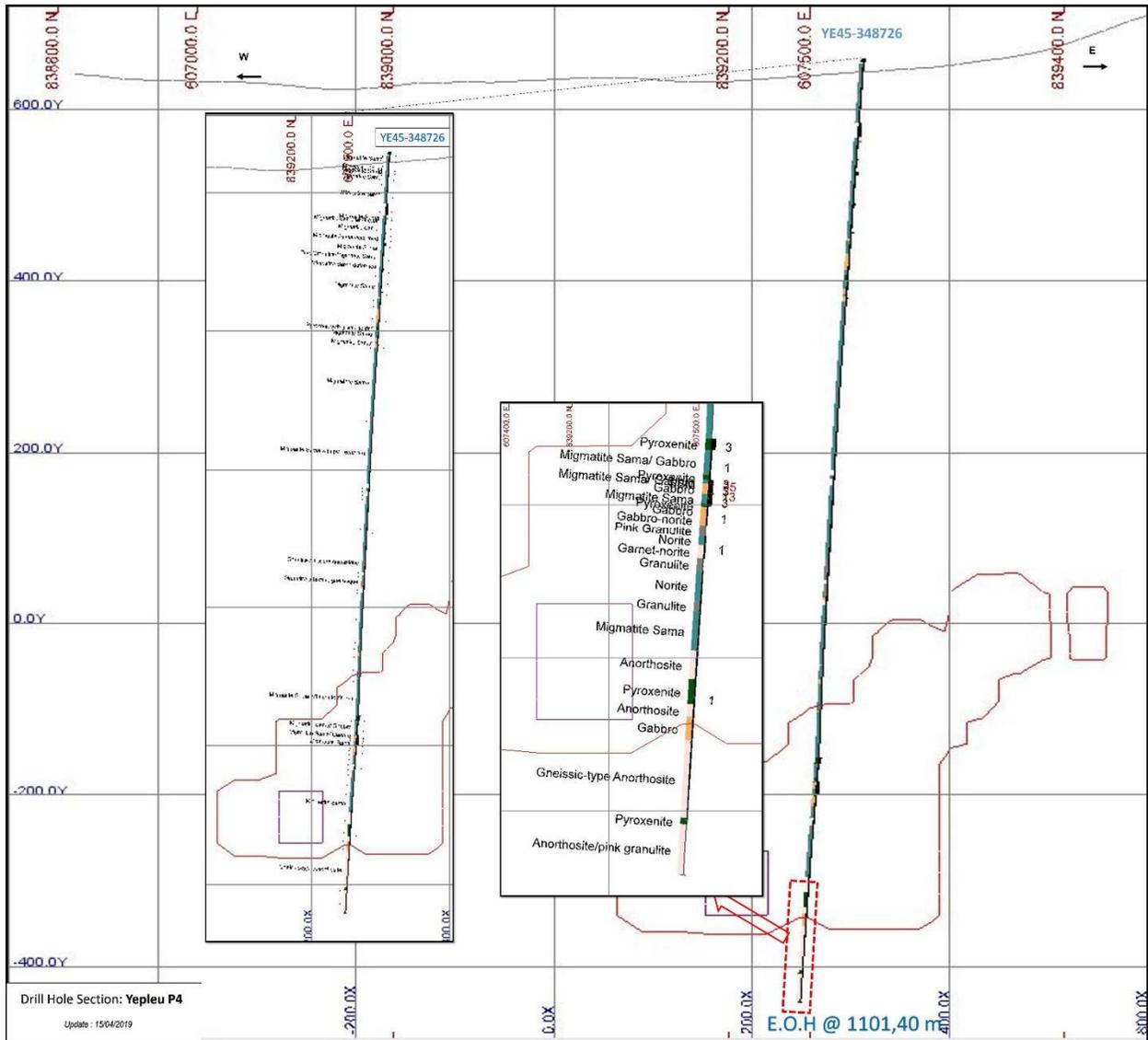


Figure 7: Yepleu Sector 3

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## SAMA GROUP MINERAL PROPERTIES

### Former Samapleu Property (in renewal process)

On January 15, 2009 ("Effective Date"), Sama Nickel entered into a Syndicate Agreement ("SA") with SODEMI, a parastatal organization, whereby Sama Nickel has indicated a particular interest in the exploration of an area covered by Permit No. 123 ("PR123"), held by SODEMI, located in Ivory Coast. PR123 encompasses approximately 446 square kilometers.

Upon execution of the SA, Sama Nickel became responsible to finance exploration work programs on behalf of the SA during the exploration phase of the project through completion of a Bankable Feasibility Study ("BFS"). SODEMI will not contribute to work conducted under the SA.

On October 25, 2015, Sama Nickel and SODEMI extended certain terms of PR123 resulting in an exploration license extension to June 25, 2017. On June 9, 2017, before the license extension expired, Sama Nickel and SODEMI filed a request for a mining permit (Permis d'Exploitation (PE)) for an area of 160 square kilometers within the Samapleu exploration license as well as a request for an exploration permit (Permis de Recherche (PR)) for the remaining area of the Samapleu PR123, located west of the PE.

In March 2018, following discussions with the government, SODEMI withdrew its application for a Mining Permit and applied for two (2) new exploration permits covering a total area of 318 square kilometers (Samapleu-East and Samapleu-West) to replace the PR123 (**Figure 1**). According to a new regulation in Ivory Coast, classified forests must be removed from any new application. Therefore, the total surface area covered by the two (2) new applications is smaller than the initial area covered by the PR123. When granted, the two (2) new exploration permits will have a twelve-year life time. No exploration and evaluation work were performed on the classified forest area. Therefore, no partial impairment was required. While the authorities are studying the requests, Sama Nickel is allowed to perform exploration and evaluation work. As of today, there is no indication that the exploration permits will not be granted. However, a whole or partial impairment of the value of the Samapleu Property will be required should Sama Nickel fail to obtain the exploration permits.

Upon completion of the BFS, the Advisory Committee ("AC"), which consists of two Sama Nickel representatives and two SODEMI representatives, will conclude on the feasibility of the project. If the AC decides to proceed with the project, an Exploitation Entity ("EE") will be established whereby future funding will be split between Sama Nickel and SODEMI at 66.7% and 33.3%, respectively. The EE will reimburse SODEMI for all costs associated with previous exploration work conducted until January 15, 2009 up to a maximum of F CFA 834,999,457 (approximately \$1,986,250 as at December 31, 2018) and will reimburse Sama Nickel for costs associated with exploration work conducted between the Effective Date and the approval of the BFS subject to the approval of the AC which represents a total amount of \$20,346,346 as at December 31, 2018.

The ownership of the EE shall be allocated as follows:

Sama Nickel	60%
SODEMI	30%
Ivory Coast Government	10%
	100%

If the AC decides not to proceed with the project, SODEMI may, at its sole discretion, terminate the SA and SODEMI would become the owner of all results of the exploration work and all studies associated with infrastructures, for no financial consideration.

The Samapleu Property is subject to a 1% net smelter return royalty.

In 2016, CVMR was retained to perform a detailed technical study to confirm the commercial viability of producing nickel and iron powders from nickel-iron concentrate obtained from the flotation of the mineralized material of the Samapleu deposits.

In June 2018, DRA Met-Chem an engineering group based in Montreal was retained to continue the technical study on Samapleu deposits. Geotechnical investigation was launched in early August 2018 by two geotechnical engineers from DMeng group (Kingston, Ontario) visiting the Samapleu project. In October 2018, DRA's Geological Qualify Person ("QP") visited the project site. The study is ongoing.

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Sama Group will continue with its exploration efforts aiming at delineating massive sulphide reservoirs that could be the source of high grade nickel ("Ni") – copper ("Cu") - palladium ("Pd") lenses intercepted in shallower boreholes at the Samapleu deposits. The **Table 2** highlights high-grade drill results at the Samapleu.

**Table 2:** Highlight table of high-grade drill intercepts previously reported

Hole-ID	From m	To m	Interval m	Ni %	Cu %	Pd gr/t	Date of News Release
<b>Samapleu Deposits</b>							
SM44-428267	15.00	68.90	53.90	0.96	0.76	0.74	April 20, 2015
<b>including</b>	<b>57.65</b>	<b>60.55</b>	<b>2.90</b>	<b>4.45</b>	<b>2.20</b>	<b>3.08</b>	
<b>including</b>	<b>62.90</b>	<b>68.00</b>	<b>5.10</b>	<b>3.87</b>	<b>2.56</b>	<b>2.83</b>	
SM25-133537	30.00	63.00	33.00	0.38	0.31	0.63	April 20, 2015
<b>including</b>	<b>32.45</b>	<b>36.65</b>	<b>4.20</b>	<b>1.13</b>	<b>1.03</b>	<b>1.75</b>	
SM44-683140	347.00	495.85	149.00	0.30	0.29	0.42	August 12, 2014
<b>including</b>	<b>347.00</b>	<b>356.20</b>	<b>9.20</b>	<b>0.46</b>	<b>1.12</b>	<b>1.11</b>	
SM44-693140b	513.20	604.40	91.20	0.25	0.17	0.24	August 12, 2014
<b>including</b>	<b>513.95</b>	<b>514.25</b>	<b>0.30</b>	<b>0.19</b>	<b>6.55</b>	<b>1.99</b>	
<b>including</b>	<b>594.15</b>	<b>597.55</b>	<b>3.40</b>	<b>1.12</b>	<b>0.50</b>	<b>1.61</b>	
SM44-494350b	11.00	64.00	53.00	0.52	0.50	0.31	February 16, 2012
<b>including</b>	<b>29.20</b>	<b>34.80</b>	<b>5.60</b>	<b>1.91</b>	<b>1.71</b>	<b>0.94</b>	
SM44-450250b	33.50	92.90	59.40	0.89	0.86	0.81	June 20, 2011
<b>including</b>	<b>85.25</b>	<b>91.90</b>	<b>6.65</b>	<b>3.80</b>	<b>2.92</b>	<b>3.09</b>	
SM44-492354	10.00	61.00	51.00	0.72	0.61	0.45	January 10, 2011
<b>including</b>	<b>36.00</b>	<b>46.00</b>	<b>10.00</b>	<b>1.76</b>	<b>1.30</b>	<b>1.00</b>	
<b>including</b>	<b>24.00</b>	<b>29.00</b>	<b>5.00</b>	<b>1.32</b>	<b>1.18</b>	<b>0.75</b>	
SM44-450250	13.50	102.80	89.30	0.66	0.64	0.58	May 31, 2010
<b>including</b>	<b>86.60</b>	<b>101.60</b>	<b>17.00</b>	<b>1.99</b>	<b>1.96</b>	<b>1.49</b>	
SM25-112519	22.00	144.00	122.00	0.44	0.32	0.94	
<b>including</b>	<b>84.90</b>	<b>95.90</b>	<b>11.00</b>	<b>1.89</b>	<b>0.78</b>	<b>2.84</b>	
SM24-661614	67.30	244.00	176.70	0.26	0.20	0.49	June 26, 2010
<b>including</b>	<b>162.00</b>	<b>170.60</b>	<b>8.60</b>	<b>1.02</b>	<b>0.95</b>	<b>1.51</b>	



Figure 8: Hole SM44-428267 intersected 54 m of mineralized pyroxenite, grading 0.96% nickel, 0.76% copper and 0.74 gpt palladium, including a combined 8.0 m of massive sulphide grading 4.08% nickel, 2.43% copper & 2.92 gpt palladium at the Samapleu Main deposit.

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### Samapleu Nickel-Copper Type Mineralization

Since 2009, Sama Group's regional exploration work highlights the prospective potential of the entire PR123 area. In addition to the Samapleu Main deposit and the nickel-cobalt rich laterite Sipilou South deposit, there were several mineralized sectors that have been identified within the PR123 area, including Sama Group's discovered Samapleu Extension 1 deposit and the Yorodougou occurrence. as well as numerous massive chromite showings, all part of the newly discovered Yacouba Layered Complex.

The Samapleu deposits mineralization and geological characteristics are typical of a layered Pipe like intrusion or conduit-hosted nickel deposits. These rare types of intrusions host the world's largest nickel-copper deposits such as: Jinchuan (515 million tons ("Mt") at 1.06% nickel), Voisey Bay (137Mt at 1.68% nickel), Kabanga (52Mt at 2.65% nickel), Eagle (4.5Mt at 3.33% nickel), Eagle Nest (20Mt at 1.68% nickel), Kalatongke (24Mt at 0.68% nickel), and N'komati (2.8Mt at 2.08% nickel).

The Yacouba's mafic and ultramafic hosts were intruded within the older gneissic assemblage of the West Africa's craton. It is interesting to note that the age of the Yacouba Layered Complex is almost the same as that of the large and mineral rich South-African Bushveld complex (host of the Ivanhoe's large Flatreef palladium-Nickel deposit and numerous other chromite+ Platinoid Group Elements deposits as well as the nearby N'Komati nickel-copper-palladium deposit).

Samapleu deposits are typical magmatic Nickel-Copper- Platinum group elements ("PGE") deposits with common metallurgical characteristics. Nickel and copper mineralization (pentlandite, chalcopyrite, combined with pyrrhotite, rarely pyrite) correspond to sulphide disseminations ranging from trace to 40% and semi-massive to massive (40% to 100% sulphides - **Figure 3**) sulphide rich lenses commonly spatially associated with a strong brecciated texture in mostly pyroxenites.

The semi-massive and massive sulfide veins display a number of characteristics suggesting that they are part of a larger mineralizing system:

1. Extreme variations in nickel:copper ratio indicative of fractionation of sulfides.
2. Association with varied textured and brecciated facies.
3. Presence of an unusual texture called loop texture. Large pyrrhotite crystals (5 centimeters in diameter) are rimmed by smaller chalcopyrite and pentlandite that define a loop that encloses the pyrrhotite. These textures are seen at Norilsk and Voiseys Bay nickel-copper-PGE deposits.
4. Abundant sulfide inclusions (globules) within pyroxene crystals indicating that sulfur (S) saturation took place before pyroxene crystallization (at depth).

It is to be noted that the mineralization is open at depth at the Samapleu deposits and remains mostly untested below 200 m from the surface. The mineralization is also open along strike at the Samapleu Extension 1. Sama Group's regional compilation and exploration work highlights the highly prospective potential of the whole area surrounding these known intersections, including the Yepleu discovery located 18 kilometers SW in the PR 300 (Figure 1)..

In the past years, Sama Group completed a 13,500 line-kilometer airborne magnetometer and radiometric survey over the Samapleu Property in 2012; a 3,900 line-kilometer of airborne helicopter time domain electromagnetic and magnetic survey ("HTEM") in 2013; a 60 line-kilometer of InfiniTEM ground geophysical survey over Samapleu Main and Extension 1 deposits and the Yepleu Complex in 2013 and an additional 2,889 line-kilometer of airborne helicopter time domain electromagnetic and magnetic survey ("HTEM") in 2018. More than 30 priority targets representing a potential for additional nickel-copper-platinum group elements mineralization have been outlined. Strong conductors were identified at the Samapleu Main and Samapleu Extension 1 deposits as well as along a corridor of more than 40 km oriented north-east.

In 2013, Sama Group purchased its first Coreteck track mounted CSD1300G wire line drill rig. A second drill rig was purchased in 2014 and was sold in 2016. A second hand Boart Longyear DB525 drill rig was recently purchased in replacement of the drill rig sold in 2016. **Table 3** summarizes the drilling programs from July 2010 to April 2019.

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**Table 3:** Drilling programs from July 2010 to April 2019

Area	Contractor drilling		Sama Drilling		Total lengths (m)
	Borehole	m	Borehole	M	
Main Deposit	90	12,680	5	1,590	14,270
Samapleu Extension 1	58	8,744	20	4,513	13,257
Yepleu	5	4,191	24	4,868	9,059
Sipilou Sud Laterite	80	2,688			2,688
Yorodougou	4	735	2	291	1,026
Bounta North chromite			6	659	659
Santa			5	952	952
Grata			2	767	767
Regional	12	1,698			1,698
<b>Total 2010-2018</b>	<b>249</b>	<b>30,736</b>	<b>64</b>	<b>12,814</b>	<b>43,550</b>

Near surface exploration at the Samapleu Project (< 150 m deep) returned centrally located massive sulphide vein stock works encased in a thick halo of disseminated sulphide. Tenors of up to 4-5% Ni and 6-8% Cu, respectively, were obtained in massive sulphide material.

Eleven boreholes were drilled testing the Tri-dimensional Conductivity Depth Imaging ("CDI") targets. All high priority CDI targets could be related to the presence of mineralization in various concentrations including semi-massive to massive lenses within what Sama Group believes to be the mineralized trend extending at depth and also laterally.

Hole SM44-693140 intercepted a continuous mineralized zone of 149 m grading 0.30% nickel 0.29% copper, 0.04% cobalt, 0.42 grams per ton ("gpt") palladium. The interval started 347 m from surface and included several semi-massive high grade sulphide lenses, including a 30m combined interval grading 0.50% nickel, 0.89% copper and 0.83 gpt palladium within intercepts of up to 2.06% nickel and 1.54% nickel.

Hole SM44-683140B intercepted a total of 91m of mineralized pyroxenite with several semi-massive to massive sulphide stringers and lenses before being terminated within the mineralization due to maximum depth capability of our drill rig. Tenors of up to 6.55% copper and an interval of 3.4 m grading 1.12% nickel, 0.50% copper and 1.61 gpt palladium were intercepted at the bottom of the hole which suggests that the mineralization continues at depth.

Hole SM44-428267 intersected 54 m of mineralized pyroxenite, grading 0.96% nickel, 0.76% copper and 0.74 gpt palladium, including a combined 8.0 m of massive sulphide grading 4.08% nickel, 2.43% copper & 2.92 gpt palladium at the Samapleu Main deposit (**Figure 6**).

Drilling results confirm the 1.6 km long pipe-like intrusion linking the Samapleu Main and the Extension 1 deposits and solidifies the geological model at depth.

Sama Group's exploration objective is to delineate massive sulphide reservoirs that could be the source of high-grade nickel, copper, palladium lenses intercepted in shallower drill holes at the Samapleu deposits.

### Samapleu Extension 1 Deposit

The Samapleu Extension 1 deposit was discovered by Sama Group in June 2010 and is located 1.3 km north of the Samapleu Main deposit. The surface expression of the ultramafic-mafic geological host of the Samapleu Extension 1. Samapleu Extension 1 is approximately 2,000 m long by 50 m to 200 m wide and is still open in both directions. The ultramafic-mafic host is oriented northeast-southwest.

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Seventy-eight boreholes totaling 11,557 m were drilled since 2010 at the Samapleu Extension 1 deposit. Borehole SM24-112519 returned 122.0 m grading 0.44% nickel and 0.32% copper and 0.94 gpt of palladium, including 11.0 m @ 1.88% nickel, 0.78% copper and 2.84 gpt palladium; borehole SM25-080542 returned 38.5 m at 0.46% nickel and 0.50% copper and 0.85 gpt palladium and 0.12 gpt platinum; and borehole SM25-039587 returned 129.2 m at 0.26% nickel and 0.17% copper, including 0.41 gpt palladium and 0.06 gpt platinum.

In January and February 2018, Geotech Ltd., completed a 2,889 line-kilometer HTEM survey over the Samapleu and Yepleu areas (PR 300). The HTEM Survey was flown over the area at 200-meter line spacing, using their Versatile Time-Domain Electromagnetic geophysical system. The survey was completed in February 2018.

The Sama Group's exploration objective is to delineate massive sulphide reservoirs that could be the source of high-grade nickel-copper-cobalt-palladium lenses intercepted in shallower drillholes at the Samapleu deposits.

From April to August 2018, Sama Group carried out the logistical preparation at the Yepleu area (PR 300) for the planned ground electromagnetic survey using HPX's proprietary Typhoon EM methodology.

Phase 1 of the Typhoon geophysical survey started on August 3, 2018 (**Figures 3 to 5**) and was completed on September 21, 2018. Additional Typhoon phase programs will follow.

## Mineral Resource

On December 22, 2015, Sama Group filed a revised 43-101 compliant mineral resource estimate on the Samapleu Property. The revised mineral resource estimate includes an indicated mineral resource of 14.1 Mt grading 0.24% nickel and 0.20% copper and containing 74.5 Mlb of nickel and 61.2 Mlb of copper, together with an inferred mineral resource of 26.5 Mt grading 0.24% nickel and 0.18% copper and containing 134 Mlb of nickel and 107.2 Mlb of copper (**Table 4**).

**Table 4:** Samapleu Project Mineral Resources at 0.10% nickel cut-off grade, December 2015.

Classification	Tonnes (,000) t	Contained Nickel (,000) Lbs	Contained Copper (,000) Lbs	Nickel %	Copper %	Cobalt %	Platinum gpt	Palladium gpt	Gold gpt	Rhodium gpt
Indicated	14,159	74,500	61,200	0.24	0.20	0.02	0.11	0.29	0.03	0.01
Inferred	26,480	134,000	107,200	0.24	0.18	0.01	0.09	0.31	0.03	0.01

During the year ended December 31, 2018, an amount of \$665,010 was capitalized on the Samapleu Property, resulting in a total capitalized exploration and evaluation expenditures of \$20,346,346 so far.

### Estimated expenditures:

The Company expects to limit its expenditures on the Samapleu Property until the renewal process is complete and the new licenses replacing the former PR123 are granted.

### **Zéréguiné Property (PR 300)**

Sama CI owns the exploration permit No. 300 ("PR300") which covers 290 square kilometers of property in Ivory Coast which expired on December 18, 2018. In accordance with PR300, Sama CI was required to complete an exploration program evaluated at F CFA 614,000,000 (\$1,460,549 as at December 31, 2018) before the term of the exploration permit. This exploration program was completed on time and on September 19, 2018, Sama CI filed the required documentation with the Department of Mines in Côte d'Ivoire, for the renewal of PR300 which should expire on December 18, 2021. As of today, there is no indication that the exploration permit will not be granted. However, a whole or partial impairment of the value of the Zéréguiné Property will be required should Sama CI fail to obtain the exploration permit.

The Zéréguiné Property is 100% owned by Sama CI and is adjacent to the Samapleu Property.

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## Yepleu Occurrence

On June 6, 2013, Sama announced the discovery of mineralized surface outcrops grading up to 1.39% nickel and 2.26% copper (tested using a hand-held Niton XRF analyzer) located 18 km southwest of the Samapleu nickel-copper deposit.

The occurrence, named Yepleu, covers an area of 24 km<sup>2</sup> in the NE corner of the Zérégouiné Exploration Permit. Outcrops with up to 25% disseminated sulphide mineralization in mafic and ultramafic rocks and strong mineralization are seen at surface along a NW-SE strike length of 1.7 km, with some of them showing continuous mineralized horizon of up to 25 m in strike length.

The sector shows a strong HTEM conductivity covering an area of 6 km by 4 km with extension to the SW over more than 17 km (**Figure 2**).

The disseminated mineralization is typically characterised by fine isolated grains to large granular aggregates of nickel, copper and iron sulphides. Sulphide phases observed so far include pyrrhotite, chalcopyrite, pentlandite and minor pyrite. Pentlandite occurs as inclusions in pyrrhotite. Disseminated sulphide occurs as fine grains of 0.5 to 1 millimetre in diameter, showing a high ratio of pyrrhotite versus chalcopyrite. Sulphide veinlets and fine filaments are also present. Composite grains of sulphide material are dominant, forming sulphide masses of odd shapes ranging from a few millimetres up to several centimetres in any one dimension. The semi-massive mineralization lenses show between 30% to 70% sulphide minerals.

Both HTEM survey (2013 and 2018) have covered 100% of the property surface area and have identified that the geological host of the newly discovered Yepleu nickel-copper-palladium mineralization extends to the entire length along an axe-oriented NE-SW for more than 17 km long. Numerous surface gossans and mineralized grab samples including the 8.4%Cu (Niton XRF analyzer) are present at surface. The 2018 HTEM survey outlined several new prospective sectors parallel to those already known (**Figures 2 & 3**).

Sama performed a first phase of Typhoon survey in August 2018 and began the phase 2 Typhoon survey on April 1, 2019. Five additional sectors at Yepleu will be covered with the Typhoon (**Figure 3**).

A 6,000m drilling program was launched in November 2018 with Capital Drilling an Australian based company. As of April 23, we have completed a total of 4,191 m in 5 holes (Table 1) and have intersected new mineralization at the Yepleu Sector 1 (**Figure 3**).

The hole YE29-556043 returned results with a combined 5.2 m of semi-massive sulfides grading 1.16% nickel, 0.62% copper, 0.24 gpt palladium and 0.21 gpt platinum (using a cut-off-grade of 0.8% nickel) within a larger interval of 37 m of disseminated sulphide mineralization grading 0.41% nickel, 0.31% copper, 0.23 gpt palladium and 0.17 gpt platinum. A second hole drilled at the Yepleu Sector 1 as follow-up on the mineralized zone intersected on the first deep hole (YE29-556043) returned a mineralized zone of 54 m of disseminated to semi-massive and massive sulfide material from 585 m to 639 m from the surface. Assays results are pending.

Two addition holes were drilled subsequently as follow-up on the mineralized zone intersected on the first deep hole. Hole YE29-553044 returned a mineralized zone of 54 metres of disseminated to semi-massive and massive sulfide material from 585 m to 639 m from the surface. The second hole, YE22-225440 intersected 30 meters of disseminated to semi-massive and massive sulphide, including 1.7 m of massive sulphide (> 70% sulphide).

Drillers encountered numerous technical issues while trying to drill these deep holes at Yepleu. The hole YE45-348721, was intended to reach 1,200 m but was terminated for technical reason at 579 m. The drillers had to re-drill the hole few meters aside, the YE45-348726. This new hole suffered another technical issue at 800 m which prompted the use of wedge in order to keep going. The borehole YE45348721 is current and has not yet reached the target zone.

These drilling successes prompted Sama to prioritize completing the Typhoon Phase 2 program over the most prominent HTEM targets at the Yepleu and Grata sectors.

Due to extending the road network on the properties, Sama now has access to a larger area than in 2018 and will proceed with Typhoon surveys at "Loops" 6 to 10 in the coming months. Although mineralization that is being discovered at Sectors 1 to 3 is proof that the original HTEM targets were legitimate, targets that will be covered with the Typhoon Phase 2 survey have much larger size potential than those covered in the Phase 1 work.

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Sama's discovered mineralization at 600 m at depth at the Sector 1 within the Yepleu licence and within the newly discovered Yacouba Intrusive Complex (dated as the same age as the Bushveld Complex in RSA (2.1 Ga) which host the large nickel-palladium Platreef deposit) is another evidence that the Yacouba intrusion system has the potential to host a significant amount of high-grade nickel-copper-cobalt and palladium in reservoirs and pods that are yet to be discovered. Sama's have outlined a strike length for the Yacouba Intrusive Complex of more than 66 km. The Yepleu area appears to be the center of the intrusion from where it seems to have "radiated" in all directions. This observation suggests that the Yepleu area is as proximal as we can get to the hot spot.

During the year ended December 31, 2018, an amount of \$2,866,705 was capitalized at the Zérégouiné Property, resulting in total capitalized exploration and evaluation expenditures of \$4,120,321 so far.

### Estimated expenditures:

The current estimate for expenditures on the Zérégouiné Property (both corporate and capitalized expenditures) for the next year is approximately \$645,000.

### **Grata property (PR 604)**

Sama CI owns the exploration permit No. 604 ("PR604") which covers 80 square kilometers of property in Ivory Coast and expires on December 8, 2019. In accordance with PR604, Sama CI agreed to complete an exploration program evaluated at F CFA 663,000,000 (approximately \$1,577,107 as at December 31, 2018) before the term of the exploration permit.

The Grata Property is 100% owned by Sama CI and is located adjacent to the north-eastern boundary of the Samapleu Property.

The property is located adjacent to the north-eastern boundary of the former Samapleu exploration permit. Sama believes that ultramafic sequences of the recently outlined large Yacouba Layered Complex which hosts the Samapleu Nickel-Copper-Palladium deposits, are extending within the Grata Permit and as such represent a prime target for nickel-copper-palladium mineralization. Borehole GR72-787708 has been terminated at 342m. It intersected the typical Yacouba complex sequence including fractured pyroxenite and gabbro with sulphide mineralization as fractures filling between 180 and 187m.

The Geotech HTEM survey flown in the early months of 2018 covered the entire surface area of the Grata exploration permit (**Figure 2**). It is planned that the Phase 2 Typhoon survey will start at Grata in the second quarter of 2019 (**Figure 9**).

During the year ended December 31, 2018, an amount of \$199,239 was capitalized at the Grata Property, resulting in total capitalized exploration and evaluation expenditures of \$375,526 so far.

### Estimated expenditures:

The current estimate for expenditures on the Grata Property (both corporate and capitalized expenditures) for the next year is approximately \$286,000.

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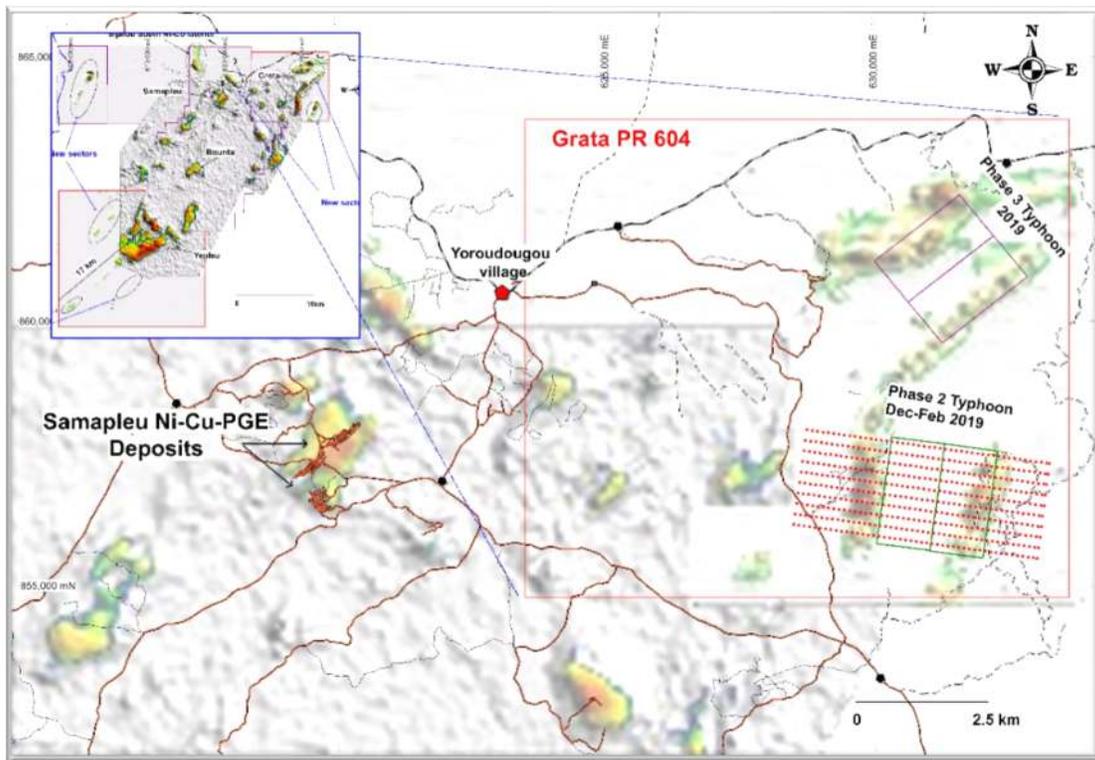


Figure 9: HTEM's targets at Grata and layout for the Phase 2 Typhoon survey due for Q2 of 2019.

## NICKEL MARKETS ANALYSIS

Nickel is widely used in industrial, military, transportation, aerospace, oil & gas applications as well as in the fast-growing new energy sector. The current largest use of nickel is in high performance alloy, however the prevalence of the stainless-steel share of the market will be challenged by fast growing new segments.

According to analysts the market for nickel is expected to register significant growth during the forecast period, 2018 to 2023. Although the typical segments of the market, ie, Aerospace and Stainless Steel for infrastructures will continued to grow at a fast pace, it is expected that a significant growth will also come from the rising demand for nickel base metal in the battery industry for the electric vehicle market and grid storages.

### Growth in the Aerospace and Stainless-Steel segments

The Aerospace & defense segment is expected to hold the largest market share during the next five years due to rising investments and growing number of aircraft deliveries. Asia Pacific accounted for largest market share attributed to growing population and increasing number of end-use industries such as oil & gas, automotive and chemical. There is growing demand for nickel alloys in emerging countries as India and China.

China and India are still well below the developed countries in relation to tons (t) of steel/inhabitant ratios, both countries intend to reverse this trend. China planned to invest 45 trillion yuan (\$6.6 trillion) in infrastructure in 2017. This is promising for nickel, since concrete structures made with stainless steel rebar survive at least twice as long as those built with carbon steel rebar.

The city of New York is currently constructing the project "Tunnel No. 3", a 6 billion \$ project with stainless steel valves and piping. Stainless steel offers the best combination of corrosion resistance and has the lowest maintenance cost. The U.S. will invest US \$1 trillion in infrastructure in the years to come.

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In parallel, other markets are developing, including the urban water distribution. The city of Toronto is upgrading its water supply system using stainless steel tubing that will provide a maintenance-free century and deliver high-quality drinking water.

### Increasing Demand from Burgeoning Battery Industry

The emerging battery market for renewable energy is a new market for nickel. Effectively, nickel is a vital component of the key next generation batteries including nickel-manganese-cobalt (NMC) batteries used in electronic vehicles and nickel-cobalt-aluminum (NCA) batteries, which are being adopted in electronic vehicles and grid storage. The willingness to migrate from fossil energy to electric energy is an irreversible trend. The new market trend for batteries for automobiles, trucks, trains and ships, not to mention for residential and industrial energy storages, is underway and is going to increase exponentially in the next few years. The nickel market will benefit greatly since the main components of any given batteries are graphite and nickel.

Nickel is used as the cathode material for lithium-ion batteries and used in increasingly large quantities. Industry major Vale predicts nickel demand in the electronic vehicle market to reach 36,000 tons in the current year, and then balloon to 350,000-to-500,000t by 2025.

There is a consensus between analysts that by the end of the 2020's era, nearly 70% of new cars will have some form of electrification. Analysts at Roskill predict that primary nickel demand in the battery sector is forecasted to rise by more than 20% per year between 2017 and 2027, to over 500 kilotons per year.

Last year, primary nickel use in batteries was just below 6% of total nickel demand compared with 70% for stainless steel. Production of electric vehicles accounted for only 2.5% of global vehicle sales in 2018, however the growth rate compared to previous years is very impressive, up to 60% growth according to analysts. Every market analyst is predicting a very strong growth rate in years to come.

The current battery technology used in most electric vehicles is lithium-ion batteries. The main component of these batteries is nickel well over the other raw materials needed like cobalt, manganese, lithium and graphite. The amount of nickel used in batteries is likely to increase even more in the search to increase the energy density of the batteries and to reduce the need of the expensive cobalt. This could also have a direct impact on the global need for nickel over the next 5 to 10 years.

### Nickel Market

Since 2012, mining and metals markets were affected by the downturn of the world economic due to a low recovery of the global economy and the overcapacity in many markets. As a result, mining companies had to scale down their investment budgets until mid-2017. Since then, nickel and copper markets have firmed-up slightly due to the need of these metals in new applications. **Figure 10** reports values in US\$/lb. of nickel and copper from April 2014 to April 2019 (source: Kitco.com).

There is a significant decrease in nickel stock at the LME since October 2017, from 380,000t to 180,000t (**Figure 11**). For the long term, some brokers expect the nickel demand to grow by 2% to 3% per year on average, which is faster than the growth in supply.

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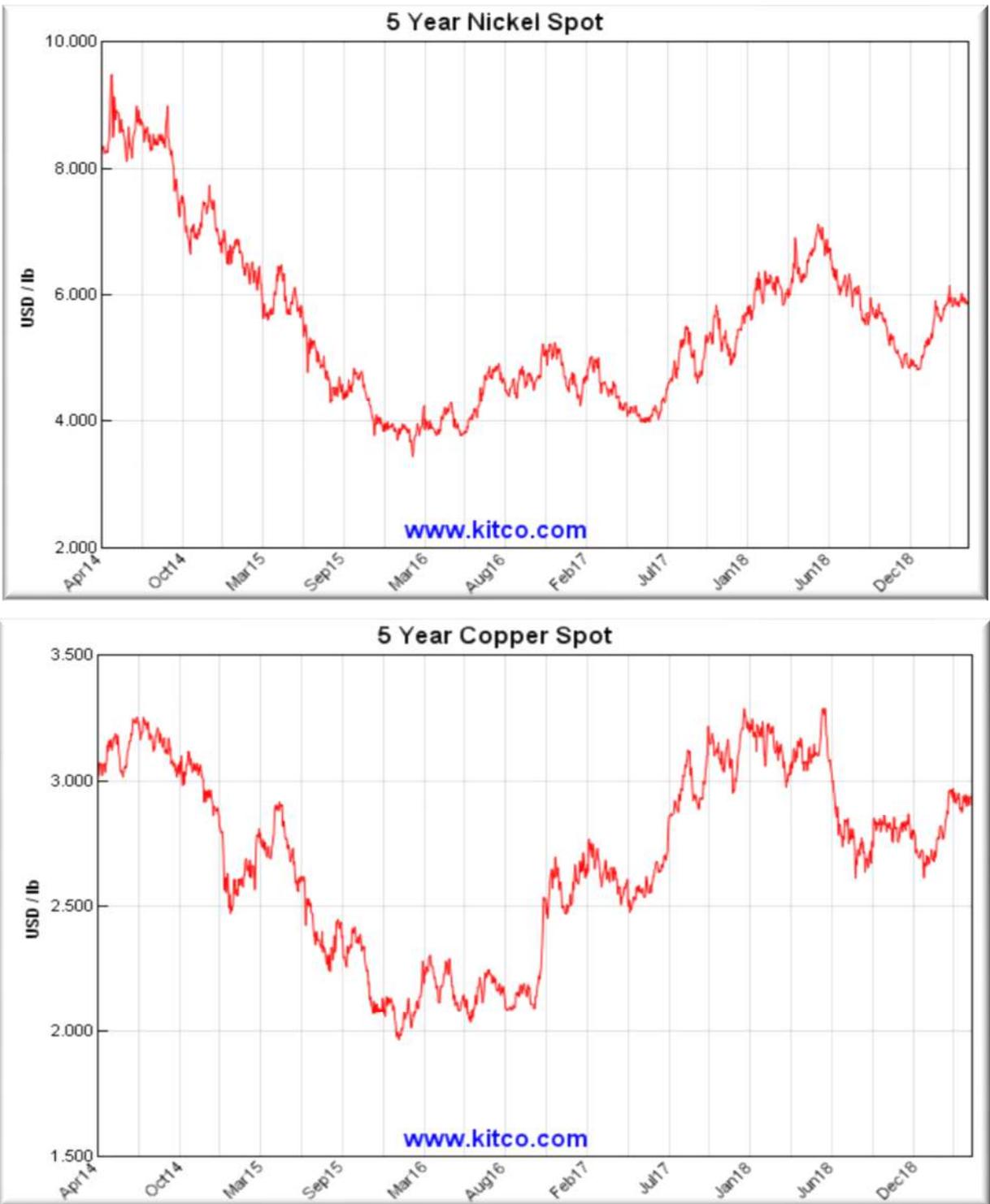


Figure 10: Nickel and Copper values from April 2013 to April 2019.

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Figure 11: Inventories in Nickel and Copper at the London Stock Exchange (LME) since April 2013.

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## SELECTED FINANCIAL INFORMATION

### Financial Position Analysis

	December 31, 2018	December 31, 2017	December 31, 2016
	\$	\$	\$
Total assets	61,699,592	56,586,317	22,881,318
Total liabilities	5,929,249	5,265,657	614,765
Total equity	55,770,343	51,320,660	22,266,553
Working capital*	5,109,284	3,969,964	2,058,424

\*Working capital is a measure of current assets less current liabilities.

#### Assets

Total assets at December 31, 2018 were \$61,699,592 compared to \$56,586,317 at December 31, 2017, an increase of \$5,113,275 mainly due to an increase in cash of \$1,593,688, in property, plant and equipment of \$657,736 and in exploration and evaluation assets of \$3,730,954. The increase in cash is due to the completion of a private placement and the exercise of warrants and stock options for total gross proceeds of \$7,249,595 which mainly served to fund the Company's current operations as well as the exploration and evaluation expenditures. The increase in property, plant and equipment is mainly due to the acquisition of vehicles and field equipment.

These increases were mainly offset by a decrease in deferred transaction costs of \$80,142 following the completion of the private placement and by a decrease in the investment in associate of \$806,396 due to the recognition of a share of loss and comprehensive loss of associate of \$923,060 which was offset by a gain on dilution of associate of \$116,664.

#### Liabilities

Total liabilities at December 31, 2018 were \$5,929,249 compared to \$5,265,657 at December 31, 2017, an increase of \$663,592 due to an increase in accounts payable and accrued liabilities of \$406,239 and in deferred tax liability of \$257,353.

#### Equity

At December 31, 2018, the Company had an equity of \$55,770,343 compared to \$51,320,660 at December 31, 2017, an increase of \$4,449,683 due to the completion of a private placement and the exercise of warrants and stock options for total net proceeds of \$7,148,039 and to the recognition of a stock-based compensation of \$945,294. These increases were however offset by the period net loss of \$3,643,650.

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## Operating Results analysis

Readers are invited to take into consideration that the results presented for the three-month and the year ended December 31, 2018 include the consolidated results of Sama Group while those presented for the three-month and the year ended December 31, 2017 includes the consolidated results of Sama Group and SRG Group until its deconsolidation on November 23, 2017.

	Three-month period ended December 31, 2018	Three-month period ended December 31, 2017	Year ended December 31, 2018	Year ended December 31, 2017
	\$	\$	\$	\$
Revenues	73,811	18,865	445,686	18,865
Operating expenses	(1,071,375)	(935,387)	(2,724,908)	(3,539,594)
Other income (expenses)	(352,219)	28,333,626	(790,129)	28,243,375
Net income (loss)	(1,672,855)	22,566,864	(3,643,650)	19,872,406
Net income (loss) per common share				
Basic	(0.009)	0.197	(0.02)	0.16
Diluted	(0.009)	0.178	(0.02)	0.15

### THREE-MONTH PERIOD ENDED DECEMBER 31, 2018 COMPARED TO THE THREE-MONTH PERIOD ENDED DECEMBER 31, 2017

For the three-month period ended December 31, 2018, the Company recorded a net loss of \$1,672,855 or (\$0.009) per share compared to a net income of \$22,566,864 or (\$0.197) per share for the same period in 2017, a decrease of \$24,239,719 due to the following important variations:

#### Revenues

Revenues totalled \$73,811 in 2018 compared to \$18,865 in 2017. These revenues are related to administrative expenses and contracts for bulldozing and drilling services charged to a related company under SRG Group which were eliminated through the consolidation process in 2017 until the deconsolidation of SRG on November 23, 2017.

#### Operating expenses

Operating expenses went from \$935,387 in 2017 to \$1,071,375 in 2018, an increase of \$135,988 due an increase in Sama Group's operating expenses of \$495,259 which was offset by to the deconsolidation of SRG Group's operating expenses for \$359,271. The increase in Sama Group's operating expenses is mainly due to an increase in the stock-based compensation of \$420,296, in consulting fees of \$32,174, in professional fees of \$41,773 and in general and other fees of \$33,139. These increases were however mainly offset by a decrease in travel and representation fees of \$31,342 and by the exploration and evaluation assets impairment of \$11,629 recorded in 2017.

#### Other income (expenses)

Other expenses totalled \$352,219 in 2018 compared to other revenues of \$28,333,626 in 2017, a decrease of \$28,685,845 mainly due to the recognition in 2017 of a gain resulting from loss of control of a subsidiary of \$28,454,689, by an increase in share of loss and comprehensive loss of associate of \$221,513 and by a decrease in the foreign exchange loss of \$35,947.

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## YEAR ENDED DECEMBER 31, 2018 COMPARED TO YEAR ENDED DECEMBER 31, 2017

For the year ended December 31, 2018, the Company recorded a net loss of \$3,643,650 or (\$0.02) per share compared to a net income of \$19,872,406 or \$0.16 per share for the same period in 2017, a decrease of \$23,516,056 mainly due to the following important variations:

### Revenues

Revenues totalled \$445,686 in 2018 compared to \$18,865 in 2017. These revenues are related to administrative expenses and contracts for bulldozing and drilling services charged to a related company under SRG Group which were eliminated through the consolidation process in 2017 until the deconsolidation of SRG on November 23, 2017.

### Operating expenses

Operating expenses went from \$3,539,594 in 2017 to \$2,724,908 in 2018, an increase of \$814,686 due to an increase in Sama Group's operating expenses of \$1,127,245 which was offset by the deconsolidation of SRG Group's operating expenses for \$1,941,931. The increase in Sama Group's operating expenses is mainly due to an increase in consulting fees of \$304,523, in professional fees of \$234,275, in general and other expenses \$188,808, in representation and travel fees \$117,594 and in stock-based compensation of \$188,808.

### Other income (expenses)

Other expenses totaled \$790,129 in 2018 compared to other income of \$28,243,375 in 2017, a decrease of \$28,033,504 due to the recognition in 2017 of a gain resulting from loss of control of a subsidiary of \$28,454,689 and by an increase in the share of loss and comprehensive loss of associate of \$787,255 which were offset by a gain on dilution of associate of \$116,664 and by an increase in interest income of \$70,224.

### **Cash Flows analysis**

Readers are invited to take into consideration that the results presented for the three-month and the year ended December 31, 2018 include the consolidated results of Sama Group while those presented for the three-month and the year ended December 31, 2017 includes the consolidated results of Sama Group and SRG Group until its deconsolidation on November 23, 2017.

	Three-month period ended December 31, 2018	Three-month period ended December 31, 2017	Year ended December 31, 2018	Year ended December 31, 2017
	\$	\$	\$	\$
Cash required by operating activities	(118,530)	(237,166)	(1,715,476)	(1,950,441)
Cash required by investing activities	(1,349,066)	(4,803,994)	(3,802,259)	(7,197,479)
Cash generated by financing activities	150,000	5,143,656	7,111,423	10,754,063

## THREE-MONTH PERIOD ENDED DECEMBER 31, 2018 COMPARED TO THE THREE-MONTH PERIOD ENDED DECEMBER 31, 2017

### Operating Activities

For the three-month period ended December 31, 2018, operating activities required cash flows of \$118,530 compared to \$237,166 for the same period in 2017, a decrease of \$118,636 in the use of cash flows due to a decrease in the net loss after adjustment for items not affecting cash which went from \$744,659 in 2017 to \$495,549 in 2018. This decrease was however offset by the change in non-cash working capital items which generated cash flows of \$377,019 in 2018 compared to \$507,493 for the same period in 2017.

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Management's discussion and analysis for the year ended December 31, 2018

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## Investing Activities

For the three-month period ended December 31, 2018, investing activities required cash flows of \$1,349,066 compared to \$4,803,994 for the same period in 2017, a decrease of \$3,454,928 due to the cash disposed through the loss of control of a subsidiary of \$3,676,352 in 2017 which was mainly offset by an increase in exploration and evaluation expenditures of \$312,900.

## Financing Activities

For the three-month period ended December 31, 2018, financing activities generated cash flows of \$150,000 compared to \$5,143,656 for the same period in 2017, a decrease of \$4,993,656. In 2018, the generated cash flows are due to the exercise of warrants while those of 2017 were due to the exercise of warrants and to the completion of private placements by SRG.

## YEAR ENDED DECEMBER 31, 2018 COMPARED TO YEAR ENDED DECEMBER 31, 2017

### Operating Activities

For the year ended December 31, 2018, operating activities required cash flows of \$1,715,476 compared to \$1,950,441 for the same period in 2017, a decrease of \$234,965 due to a decrease in the net loss after adjustment for items not affecting cash which went from \$1,850,384 in 2017 to \$1,680,043 in 2018 as well as to the change in non-cash working capital items which required cash flows of \$35,433 in 2018 compared to \$100,057 for the same period in 2017.

### Investing Activities

For the year ended December 31, 2018, investing activities required cash flows of \$3,802,259 compared to \$7,197,479 for the same period in 2017, a decrease of \$3,395,220 due to the cash disposed through the loss of control of a subsidiary of \$3,676,352 in 2017 and to a decrease in exploration and evaluation expenditures of \$274,839. These decreases were however mainly offset by an increase in property, plant and equipment acquisitions of \$635,337.

### Financing Activities

For the year ended December 31, 2018, financing activities generated cash flows of \$7,111,423 compared to \$10,754,063 for the same period in 2017, a decrease of \$3,642,640. In 2018, the generated cash flows are due to the completion of a private placement and to the exercise of warrants and stock options while those of 2017 were due to the exercise of warrants and the completion of private placements by Sama and SRG.

## **Quarterly Results Trends (in thousands)**

The operating results for each of the last eight quarters are presented in the following table. Readers are invited to take into consideration that the quarters presented from December 31, 2016 to December 31, 2017 represent the consolidated results of Sama Group and SRG Group until its deconsolidation on November 23, 2017 while those before December 31, 2016 and the ones after December 31, 2017 includes Sama Group results only.

	Dec 31, 2018	Sept 30, 2018	June 30, 2018	March 31, 2018	Dec 31, 2017	Sept 30, 2017	June 30, 2017	March 31, 2017
	\$	\$	\$	\$	\$	\$	\$	\$
Revenues	74	251	46	75	19	-	-	-
Net income (loss)	(1,673)	(898)	(441)	(631)	22,567	(693)	(1,188)	(813)
Net income (loss) per share	(0.009)	(0.005)	(0.002)	(0.004)	0.197	(0.003)	(0.007)	(0.001)

# SAMA RESOURCES INC.

Management's discussion and analysis for the year ended December 31, 2018

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## TRANSACTIONS WITH RELATED PARTIES

Related parties include the Company's key management personnel and related companies. Unless otherwise stated, balances are usually settled in cash.

Key management personnel are the members of the Board of Directors and the officers of the Company. The remuneration of key management personnel includes the following:

### Transactions with key management personnel

During the year ended December 31, 2018, the Company incurred fees of \$107,675 with the CFO (2017 – \$121,400). These fees are recorded under professional fees in the consolidated statement of income (loss) and comprehensive income (loss). As at December 31, 2018, \$16,425 (2017 – \$10,392) is due to the CFO. This amount is included in accounts payable and accrued liabilities.

During the year ended December 31, 2018, the Company incurred fees of nil (2017 – \$16,500) with an officer. These fees are recorded under professional fees in the consolidated statement of income (loss) and comprehensive income (loss). As at December 31, 2018 and 2017, no amount was due to the officer.

During the year ended December 31, 2018, the Company paid a salary of \$35,400 (2017 – \$29,500) to an officer. These fees are recorded under salaries and benefits in the consolidated statement of income (loss) and comprehensive income (loss). As at December 31, 2018, \$5,400 (2017 – nil) was due to the officer.

During the year ended December 31, 2018, the Company incurred fees of \$298,992 (2017 – \$214,672) with a corporation controlled by a director who is also the President and Chief Executive Officer. An amount of \$114,996 (2017 – \$78,915) has been recorded under consulting fees in the consolidated statement of income (loss) and comprehensive income (loss) and \$183,996 (2017 – \$135,672) has been capitalized to the Company's exploration and evaluation assets. As at December 31, 2018, \$69,770 (2017 – \$45,000) is due to that corporation. This amount is included in accounts payable and accrued liabilities.

During the year ended December 31, 2018, Sama recognized a stock-based compensation of \$553,118 in connection with stock options granted to officers and directors solely (2017 – \$101,771 in connection with stock options granted to officers and directors solely and \$201,729 in connection with the expiry date extension of stock options previously granted to officers and directors). This stock-based compensation was recognized in the consolidated statement of income (loss) and comprehensive income (loss).

Until November 23, 2017, date of SRG's deconsolidation, a stock-based compensation of \$567,519 was recognized in connection with stock options granted solely to officers and directors of SRG. This stock-based compensation was recognized in the consolidated statement of income (loss) and comprehensive income (loss).

As part of Sama's private financing completed in April 2017, officers and directors of Sama purchased a total of 1,859,997 units at a price of \$0.15 per unit for total proceeds of \$279,000.

### Transactions with related parties

During the year ended December 31, 2017, the Company incurred fees of \$105,000 with a corporation where the Company's Executive Chairman is also the President and Chief Executive Officer of that corporation. This amount was recognized under consulting fees in the consolidated statement of income (loss) and comprehensive income (loss). These fees were for legal and technical services which were rendered by employees of the corporation. As at December 31, 2018 and 2017, no amount was due to that corporation.

During the year ended December 31, 2018, the Company incurred fees of \$139,581 (2017 – \$65,831) with a corporation controlled by the Company's Executive Chairman. An amount of \$130,000 (2017 – \$56,250) was recorded under consulting fees and \$9,581 (2017 – \$9,581) under general and other expenses in the consolidated statement of income (loss) and comprehensive income (loss). As at December 31, 2018, \$36,324 (2017 – \$64,673) is due to that corporation. This amount is included in accounts payable and accrued liabilities.

During the year ended December 31, 2018, the Company charged an amount of \$445,686 to SRG as part of drilling and services agreements. As at December 31, 2018, \$62,344 is due from SRG and presented as a due from a related party in the consolidated statement of financial position.

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Management's discussion and analysis for the year ended December 31, 2018

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## Termination and Change of Control Provisions

The Company has entered into consulting agreements with key management personnel for total annual payments of \$527,500. The consulting agreements contain termination without cause and change of control provisions. Assuming that this agreement would be terminated without cause during the year ended December 31, 2019, the total amounts payable to key personnel in respect of severance would amount \$1,163,750. If a change of control would occur during the year December 31, 2019, the total amount payable in respect of severance, if elected by the officers would amount \$1,163,750.

## COMMITMENTS

- a) Sama signed a technology license agreement with CVMR Corporation ("CVMR"). Under the terms of the agreement, CVMR grants Sama use of its technology to refine the mineralized material from the Samapleu property in Ivory Coast, West Africa, to produce nickel and iron powders. In consideration of the technology license, Sama has agreed to pay CVMR \$5,000,000 either in cash or, subject to approval from the TSX-V, through the issuance of an equivalent value of common shares of Sama within 90 days of the granting of the mining license. Share price will be based on the average closing price of those shares on the exchange for each day during the three months of trading prior to issuance. In addition, CVMR will receive a royalty equal to 15% of the sale price of metal powders produced by the plants in excess of the London Metal Exchange ("LME") price of the elements contained in such powders.
- b) On October 23, 2017, the Company entered into a binding term sheet, amended on March 12, 2018, in view of forming a strategic partnership with HPX TechCo Inc. ("HPX"), in order to develop its nickel-copper and cobalt project in Ivory Coast, West Africa.

As part of the term sheet, HPX would make a strategic investment of \$5,250,000 by acquiring a total 25,000,000 units at a price of \$0.21 per unit, with each unit consisting of one common share and one share purchase warrant. Each warrant will entitle HPX to purchase an additional common share at a price of \$0.28 per common share for 24 months following the closing date. If exercised, these warrants would represent an additional investment of \$7,000,000 for a total investment, by HPX, of \$12,250,000. HPX would also have the ability to earn, through a joint venture with the Company, up to a 60% interest in the Company's Ivory Coast projects, including the Samapleu project, by financing exploration and evaluation expenses and completing a feasibility study through total investments of \$30,000,000. The private placement of \$5,250,000 and the exercise of warrants of \$7,000,000 would be considered part of this total investment of \$30,000,000.

Highlights of the term sheet include the following:

- HPX will have a pre-emptive/anti-dilution right to maintain its ownership percentage in the Company in future equity financings as long as the holdings of common shares of the Company by HPX and its affiliates remains above 10%;
- HPX will have the right, but not the obligation, to nominate and have appointed: (i) two directors to the board of the Company as long as its shareholding in the Company remains above 10%; and (ii) four directors if its shareholding is greater than 50%;
- HPX would earn into the Ivory Coast project through Sama Nickel as the joint venture vehicle;
- Pursuant to the terms of the earn-in and joint venture agreement, HPX shall have the ability to earn a 30% interest in the Ivory Coast project by incurring expenditures of \$15,000,000. By incurring additional expenditures of \$15,000,000 (or, as may be the case, \$10,000,000 in certain circumstances discussed as follows) over a maximum of 6 years, including the financing of a bankable feasibility study and the acquisition of an exploitation permit on part of the Ivory Coast project, HPX will be entitled to earn an additional interest in the Ivory Coast project, such that its aggregate interest therein shall be 60%;
- If certain conditions related to the SODEMI/SNC joint venture are not met by an outside date (the earn-in adjustment date), then HPX shall have a period of one month after the earn-in adjustment date to notify the Company in writing as to whether or not it wishes to proceed with the 60% earn-in on the totality of the Ivory Coast project for:

## SAMA RESOURCES INC.

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- (i) A reduced additional expenditure of \$10,000,000 (instead of \$15,000,000) in order to earn its additional 30% interest in all of the Ivory Coast project;
- (ii) Or an additional expenditure of \$5,000,000 (instead of \$10,000,000) in order to earn its additional 30% interest in the Ivory Coast project excluding the Samapleu project after the Company has transferred the Samapleu project from SNC to the Company or an affiliate.

This transaction was completed on April 13, 2018 and the Company completed the private placement described above by issuing 25,000,000 units at a price of \$0.21 per unit for total proceeds of \$5,250,000.

- c) The Company has an operating lease commitment, for office premises in Vancouver, British Columbia, Canada, which will call for a monthly rent of \$1,250. The agreement can be terminated upon a six-month notice.
- d) The Company has operating lease commitments for offices premises in Abidjan, Ivory Coast, West Africa, expiring until March 31, 2020 which will call for total rent payments of F CFA 22,500,000 (approximately \$53,521 at December 31, 2018), as F CFA 18,000,000 in 2019 (approximately \$42,817 in 2019) and F CFA 4,500,000 in 2020 (approximately \$10,704 in 2020).

Minimum annual payments relating to the above commitments in each of the next two fiscal years are as follows:

	\$
2019	50,317
2020	10,704
	<u>61,021</u>

## OUTSTANDING SHARE DATA

	Number of Shares Outstanding (Diluted)
<b>Sama outstanding shares as of April 29, 2019</b>	191,341,410
Shares reserved for issuance pursuant to warrants outstanding	38,747,406
Shares reserved for issuance pursuant to stock options outstanding	17,140,000
<b>Sama outstanding shares - fully diluted</b>	<u>247,228,820</u>

As at the date of this MD&A, the Company had outstanding warrants enabling holders to acquire common shares as follows:

Number Outstanding	Exercise Price	Expiry Date
25,000,000	0.28	April 13, 2020
4,695,240	0.25	August 26, 2020
901,666	0.25	September 14, 2020
2,731,000	0.15	May 19, 2021
1,494,500	0.15	July 29, 2021
3,925,000	0.15	December 9, 2021
<b>38,747,406</b>		

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As at the date of this MD&A, the Company had outstanding stock options enabling holders to acquire common shares as follows:

Number Outstanding	Exercise Price	Expiry Date
1,000,000	0.18	June 6, 2019
300,000	0.275	October 15, 2019
400,000	0.15	June 29, 2021
50,000	0.12	August 31, 2021
1,400,000	0.32	June 6, 2022
200,000	0.155	June 21, 2022
1,000,000	0.33	October 14, 2022
2,150,000	0.19	April 21, 2025
200,000	0.18	May 27, 2025
1,900,000	0.085	January 17, 2027
500,000	0.15	March 31, 2027
100,000	0.195	April 27, 2027
660,000	0.29	November 28, 2027
3,655,000	0.33	June 12, 2028
340,000	0.30	July 29, 2028
60,000	0.30	October 31, 2028
3,225,000	0.27	February 19, 2029
<b>17,140,000</b>		

## OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

## CONFLICTS OF INTEREST

The Company's directors and officers may serve as directors and/or officers, or may be associated with, other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the Canada Business Corporations Act dealing with conflict of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the federal laws of Canada, the directors and officers of the Company are required to act honestly, in good faith, and in the best interests of the Company.

## CRITICAL ACCOUNTING POLICIES

The preparation of financial statements in conformity with IFRS requires management to apply accounting policies and make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. There is full disclosure of the Company's critical accounting policies and accounting estimates in Note 4 of the audited consolidated financial statements for the year ended December 31, 2018.

## ESTIMATES, JUDGMENTS AND ASSUMPTIONS

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Significant changes in the underlying assumptions could result in significant changes to these estimates. Consequently, management reviews these estimates on a regular basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Information about these significant judgments, assumptions and estimates that have the most significant effect on the

# **SAMA RESOURCES INC.**

Management's discussion and analysis for the year ended December 31, 2018

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recognition and measurement of assets, liabilities, income and expenses are disclosed in Note 6 of the audited consolidated financial statements for the year ended December 31, 2018.

## **RISKS RELATED TO FINANCIAL INSTRUMENTS**

Readers are invited to refer to Note 15 of the audited financial statements for the year ended December 31, 2018, for a full description of these risks.

## **RISKS AND UNCERTAINTIES**

The Company is in the business of acquiring and exploring mineral properties. It is exposed to a number of risks and uncertainties that are common to other mineral exploration companies in the same business. The industry is capital intensive at all stages and is subject to variations in commodity prices, market sentiment, exchange rates for currency, inflation and other risks. The Company will rely mainly on equity financing to fund exploration activities on its mineral properties.

The risks and uncertainties described in this section are not inclusive of all the risks and uncertainties to which the Company may be subject.

### **Early Stage – Need for Additional Funds**

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to other companies in the same business, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

### **Exploration and Evaluation**

Mineral exploration and evaluation is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding mineral deposits that, though present, are of insufficient size and/or grade to return a profit from production.

All of the mineral claims to which the Company has a right to acquire an interest are in the exploration stages only and are without a known body of commercial ore. Upon discovery of a mineralized occurrence, several stages of exploration and assessment are required before its economic viability can be determined. Development of the subject mineral properties would follow only if favorable results are determined at each stage of assessment. Few precious and base metal deposits are ultimately developed into producing mines.

### **Supplies, Health and Infrastructure**

The Company's property interests are often located in remote, undeveloped areas and the availability of infrastructures such as surfaces access, skilled labour, healthy labour, fuel and power at an economic cost cannot be assured. These are integral requirements for exploration, production and development facilities on mineral properties. In Guinea, power may need to be generated onsite.

### **Title Risks**

Although the Company has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company's mineral property interest may be subject to prior unregistered agreements, transfers, or native claims, and title may be affected by undetected defects.

### **Environmental Regulations, Permits and Licenses**

The Company's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labour standards, occupational health, waste disposal, safety and other matters. Environmental legislation in most countries provides restrictions and prohibitions on spills, releases or

## **SAMA RESOURCES INC.**

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emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact statements. Environmental legislation is evolving in a direction of stricter standards and enforcement, and higher fines and penalties for non-compliance. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

The Company believes that it is in compliance with all material laws and regulations which currently apply to its activities. However, there can be no assurance that all permits which the Company may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis, or that such laws and regulations would not have an adverse effect on any mining project which the Company might undertake.

### **Competition and Agreements with Other Parties**

The mining industry is intensely competitive in all its phases and the Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

The Company may, in the future, be unable to meet its share of costs incurred under such agreements to which it is a party and it may have its interest in the properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, the Company may not be able to finance the expenditures required to complete recommended programs.

### **Political and Economic Risks of Doing Business in Ivory Coast**

All of the Company's mineral properties are currently located in Ivory Coast which is a politically stable country. The fiscal laws and practices are well established and generally consistent with rules and regulations. However, there is no assurance that future political and economic conditions in this country will not result in its government adopting different policies respecting foreign development and ownership of mineral properties. Any changes in laws, regulations or shifts in political attitudes regarding investment in the Ivory Coast mining industry are beyond its control and may adversely affect its business. The Company's exploration and evaluation activities may be affected in varying degrees by a variety of economic and political risks, including cancellation or renegotiation of contracts, changes in Ivory Coast domestic laws or regulations, changes in tax laws, royalty and tax increases, restrictions on production, price controls, expropriation of property, fluctuations in foreign currency, restrictions on the ability to repatriate earnings and pay dividends offshore, restrictions on the ability to hold foreign currencies in offshore bank accounts, environmental legislation, employment practices and mine safety. In the event of a dispute regarding any of these matters, the Company may be subject to the jurisdiction of courts outside of Canada which could have adverse implications on the outcome.

### **Dependence on Management**

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

### **Information Systems Security Threats**

Although the Company has not experienced any material losses to date relating to cyber attacks or other information security breaches, there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access is a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

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### **Operating Hazards and Risks**

Mining operations involve many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular unexpected or unusual geological operating conditions, including rock bursts, cave-ins, fires, flooding and earthquakes, may occur. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral deposits, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

Although the Company maintains liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities could exceed policy limits, in which event the Company could incur significant costs that could have a materially adverse effect upon its financial conditions.