

# DEBUT DIAMONDS INC.

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## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

FOR THE NINE MONTHS ENDED JANUARY 31, 2016

# MANAGEMENT'S DISCUSSION AND ANALYSIS

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This management's discussion and analysis (the "MD&A") follows rule 51-102 of the Canadian Securities Administrators regarding continuous disclosure for reporting issuers. It is a complement and supplement to the financial statements of Debut Diamonds Inc., ("Debut" or the "Company"), and should be read in conjunction with those statements. It represents the view of management on current activities and past and current financial results of the Company, as well as an outlook of the activities of the coming months.

## **DATE**

This MD&A for the nine months ended January 31, 2016 is dated March 31, 2016.

## **COMPANY OVERVIEW**

Debut is a junior mineral exploration company engaged in the acquisition, exploration and development of mineral properties in Canada. The Company is focused on exploration for diamond bearing kimberlite deposits in the James Bay Lowlands of Northern Ontario and gold exploration south of Timmins Ontario. Debut has joint ventures and wholly owned properties which include the previously discovered MacFadyen Kimberlites and the Pele Mountain, Victor West, and Uniform Surround claim blocks adjoining the De Beers Canada Inc. ("De Beers") Victor mine. Debut has an interest in certain contiguous unpatented mining claims in the Victor Area located to the west and north-west of the De Beers Victor mine. During the year ended April 30, 2015 the Company spent \$30,041 on dismantling and closing down the camp on this project until financing is obtained for further work. The Diagnos Initiative and Kyle Kimberlites are within and adjacent to the 'Ring of Fire'. Other exploration and sampling initiatives by the Company include the Nakina Project on which, during the year ended April 30, 2014, the Company spent \$26,884 on staking additional claims.

None of the properties in which Debut currently holds an interest contain a known body of commercial ore or diamonds.

## **OUTLOOK**

The exploration results to date have been discouraging and a majority of the Company's flow-through funds have been disbursed, however the Company is still optimistic about the potential of its properties. No further exploration activities will be undertaken until additional financing has been acquired. The Company has insufficient working capital and the Board of Directors has acted to reduce management and maintenance costs to a minimum in order to weather the current negative environment affecting the junior exploration industry. All opportunities that will employ the Company's status as a reporting issuer in good standing, with a large and engaged shareholder base, are being examined by the Board of Directors on a regular basis.

## **FINANCING AND DEBT SETTLEMENT**

On December 31, 2014 the Company completed a non-brokered private placement of 5,000,000 common shares at a price of \$0.01 per share for gross proceeds of \$50,000. The proceeds from the placement were used for eligible flow-through exploration expenses during calendar 2015 and were renounced for the 2014 taxation year.

On January 27, 2015, the Company issued 144,464,000 treasury shares to KWG to fully discharge the outstanding indebtedness, including accrued interest. KWG now holds 144,630,000 shares of Debut which represents approximately 70% of the Company. Debut was granted an exemption to the minimum listing price policy of the Canadian Securities Exchange to convert the loan balance into treasury shares of Debut at \$0.01 per share.

## **SELECTED FINANCIAL INFORMATION**

<b>As at and for the years ended April 30</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>
<b>Summary Operating Results Data</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Exploration expenses	56,925	10,447	2,861,767
General and administrative expenses	141,601	166,119	497,410
Stock compensation costs	-	-	437,320
Net loss for the year	(736,364)	(415,722)	(4,630,481)
Loss per share	(0.01)	(0.01)	(0.09)
<b>Summary Balance Sheet Data</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Cash and cash equivalents	35,828	49,768	8,806
Marketable securities	248,925	975,525	915,315
Receivables	857	12,861	148,853
Total current assets	285,610	1,044,738	1,089,186
Trade and other payables	37,785	12,808	198,847
Total equity	247,825	(94,742)	(33,143)

## **LIQUIDITY & CAPITAL RESOURCES**

The Company has no operating revenues and relies on equity financings to fund its exploration and administrative costs.

The Company's operations consist of the exploration and evaluation of its various properties, a process that is ongoing, and is dependent on many factors some of which are beyond the Company's control. The Company maintains a policy of reviewing its working capital requirements on a continuous basis and is mindful of its property and administrative commitments. Each of Debut's projects has demonstrated sufficient evidence of geological merit to warrant retention and/or additional exploration.

At January 31, 2016, cash and cash equivalent balances were \$6,103 compared with \$35,829 at April 30, 2015.

Additional funding will be required for the Company to continue operations. Management believes that it has the ability to raise sufficient funds for the continuation of operations and while management has been historically successful in raising the necessary capital, it cannot provide assurance that it will be able to obtain the required financing.

The Company does not have any off-balance sheet arrangements.

## **RESULTS FROM OPERATIONS**

During the nine months ended January 31, 2016 the Company recorded an operating loss of \$189,782 compared to \$700,623 for the nine months ended January 31, 2015. The Company currently has no sources of revenue.

The following schedule provides the details of the Company's expenditures on its resource properties for the three and nine month periods ended January 31, 2016 and 2015.

	Three-month periods ended January 31		Nine-month periods ended January 31	
	2016	2015	2016	2015
Assaying and testing	21,500	-	21,500	-
Camp and support	628	(120)	3,320	28,135
Consulting fees	-	657	438	1,337
Staking	-	26,884	-	26,884
	<b>22,128</b>	<b>27,421</b>	<b>25,258</b>	<b>56,356</b>

All exploration expenditures for the nine months ended January 31, 2015 were on the Nakina project. Exploration expenditures for the nine months ended January 31, 2016 consisted of \$3,758 for putting the Victor West project on care and maintenance and \$21,500 for testing on the Kyle property.

The following schedule provides details of the Company's general and administrative expenditures for the three and nine month periods ended January 31, 2016 and 2015:

	Three-month periods ended January 31		Nine-month periods ended January 31	
	2016	2015	2016	2015
Accretion	-	37,533	-	112,598
Advertising and promotion	-	817	-	2,372
Filing fees	2,075	2,000	7,186	6,984
Insurance	1,695	2,079	5,084	6,237
Professional fees	5,812	14,359	27,528	44,544
Office and general	846	9,953	2,588	20,669
	<b>10,428</b>	<b>66,741</b>	<b>42,386</b>	<b>193,404</b>

### **SUMMARY OF QUARTERLY RESULTS**

	Jan 31, 2016	Oct 31, 2015	July 31, 2015	Apr 30, 2015	Jan 31, 2015	Oct 31, 2014	July 31, 2014	Apr 30, 2014
Revenue	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net income (loss)	(91,694)	(104,396)	6,308	(437,209)	(315,600)	(122,961)	(262,062)	(46,411)
Loss per Share	(0.00)	(0.00)	0.00	(0.005)	(0.005)	(0.00)	(0.00)	(0.00)

### **COMMITMENTS AND CONTINGENCIES**

(a) The Company has indemnified the subscribers of previous flow-through share offerings against any tax related amounts that become payable by the shareholder as a result of the Company not meeting its expenditure commitments.

(b) The Company's mining and exploration activities are subject to various federal, provincial and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

### **RELATED PARTY DISCLOSURES**

The Company defines its officers (CEO, CFO and corporate secretary) and directors as Key Management Personnel ("KMP"). During the nine months ended January 31, 2016, companies controlled by officers and directors charged consulting fees totaling \$6,000 (\$7,985 in 2015). At January 31, 2016, trade and

other payables included \$12,969 due to related parties (\$6,189 at April 30, 2015).

Amounts due from KWG Resources Inc. consist of a non-interest bearing cash loan with no fixed terms of repayment.

### **RECENT ACCOUNTING PRONOUNCEMENTS**

See Note 3 to the 2015 audited consolidated financial statements for further information on recent accounting pronouncements that may have a future impact on the Company.

### **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

The preparation of financial statements in conformity with International Financial Reporting Standards (“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. Actual results may differ from these estimates.

It is reasonably possible that, on the basis of existing knowledge, outcomes in the next financial year that are different from the assumptions used could require a material adjustment to the carrying amount of the asset or liability affected.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. The accompanying financial statements include all adjustments that are, in the opinion of management, necessary for fair presentation.

Management has made a number of significant estimates and valuation assumptions based on present conditions and management’s planned course of action as well as assumptions about future business and economic conditions which include, but are not limited to, the following:

#### *(i) Income taxes and recoverability of potential deferred tax assets*

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company’s control, are feasible, and are within management’s ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

#### *(ii) Stock-based compensation costs*

Management determines costs for stock-based compensation using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviours and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

### **FINANCIAL INSTRUMENTS**

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;

- Liquidity risk;
- Market risk; and
- Conflict of interest risk;

The following presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout the annual financial statements.

### **Risk Management Framework**

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board fulfills its responsibility through the Audit Committee, which is responsible for overseeing the Company's risk management policies.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management practices are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company's risk and control framework is facilitated by the small-sized and hands-on executive team.

### **Credit Risk**

Credit risk is the risk of an unexpected financial loss to the Company if a customer or third party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's cash and cash equivalents. Management believes that the credit risk concentration with respect to these financial instruments is remote.

### **Cash and Cash Equivalents**

The Company's cash and cash equivalents are held through large Canadian financial institutions. The Company has a corporate policy of investing its available cash in Canadian government instruments and certificates of deposit or other direct obligations of major Canadian banks, unless otherwise specifically approved by the Board. The Company does not own asset-backed commercial paper.

### **Receivables**

When necessary, the Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of receivables. The main component of this allowance is a specific loss component that relates to individually significant exposures. Further, when the Company engages in corporate transactions, it seeks to manage its exposure by ensuring that appropriate recourse is included in such agreements upon the counterparty's failure to meet contractual obligations.

### **Marketable Securities**

The Company limits its exposure to credit risk by investing only in securities of Companies which are listed on public stock exchanges. Such strategic investments are approved by the Board of Directors of the Company. Management actively monitors changes in the markets and management does not expect any counterparty to fail to meet its obligations. The Company's investments are generally in the junior natural resources sector and these companies are subject to similar areas of risk as the Company itself. The risks of these financial instruments are discussed in Note 7 to the Annual Financial Statements.

### **Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking undue damage to the Company's reputation.

The Company's objective is to maintain sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. This is accomplished by budgets and forecasts which are updated on a periodic basis to understand future

cash needs and sources. Spending plans are adjusted accordingly when possible to provide for liquidity.

The Company manages its liquidity risk through the mechanisms described above and as part of Capital Disclosures below. The Company has historically relied on issuances of shares to develop projects and to finance day-to-day operations and may do so again in the future.

As at January 31, 2016, the Company had cash and cash equivalents in the amount of \$6,103 (\$35,829 on April 30, 2015) to settle current liabilities of \$56,098 (\$48,451 on April 30, 2015).

### **Market Risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, commodity prices and equity prices will affect the Company's income, the value of its exploration and evaluation properties or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

### **Other Market Price Risk**

The Company's marketable securities and strategic investments are subject to equity price risk. The values of these investments will fluctuate as a result of changes in market prices, the price of metals or other factors affecting the value of the investments.

Commodity price risk is the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The value of the Company's exploration and evaluation properties is related to the price of, and outlook for, base and precious metals. Historically, such prices have fluctuated and are affected by numerous factors outside of the Company's control, including, but not limited to: industrial and retail demand, central bank lending, forward sales by producers and speculators, levels of worldwide production, short-term changes in supply and demand because of speculative hedging activities and other factors such as significant mine closures. The Company does not have any hedging or other commodity-based risks respecting its operations. The value of the Company's strategic investments is also related to the price of, and outlook for, base and precious metals and other minerals.

### **Conflict of Interest Risk**

Certain of the directors and officers of Debut are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such directors and officers of Debut may become subject to conflicts of interest. The Canada Business Corporations Act (CBCA) provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided under the CBCA. To the extent that other conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the CBCA.

### **RISKS INHERENT TO MINING EXPLORATION**

The Company is engaged in the business of acquiring and exploring mineral properties in the hope of locating economic deposits of minerals. The Company's property interests are in the exploration stage only and are without a known body of commercial ore. Accordingly, there is little likelihood that the Company will realize any profits in the short to medium term. Any profitability in the future from the Company's business will be dependent upon locating an economic deposit of minerals. However, there can be no assurance, even if an economic deposit of minerals is located, that it can be commercially mined.

### **Additional Equity Financing**

The advancement, exploration and development of Debut's properties, including continuing exploration and development projects, and, if warranted, construction of mining facilities and commencement of mining operations, will require substantial additional financing. The most likely source of such future financing that would be available to Debut is through the sale of additional equity capital. However, there can be no assurance that such financing will be available to Debut or that it will be obtained on terms favourable to Debut or will provide Debut with sufficient funding to meet its objectives or capital or operating

requirements, which may adversely affect Debut's business, financial condition and results of operations. Additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to Debut and might involve substantial dilution to existing shareholders.

Failure to obtain sufficient financing as and when required by Debut will result in a delay or indefinite postponement of the advancement, exploration or development on any or all of Debut's properties or even a loss of a property interest, which would have a material adverse effect on Debut's business, financial condition and results of operations. Global securities markets are currently experiencing volatility, which may result in difficulty in raising equity capital and market forces may render it difficult or impossible for Debut to secure purchasers of Debut's securities at prices which will not lead to severe dilution to existing shareholders, or at all.

### **Going Concern**

Debut's ability to continue as a going concern is dependent upon its ability in the future to achieve profitable operations and, in the meantime, to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they become due. There can be no assurance once a decision is made with respect to future activities that Debut will be able to execute on its plans. The financial statements of Debut do not include any adjustments related to the carrying values and classification of assets and liabilities should Debut be unable to continue as a going concern.

### **Regulation and Environmental Requirements**

The activities of the Company require permits from various governmental authorities and are governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, environmental protection and other matters. Increased costs and delays may result of the need to comply with applicable laws and regulations. If the Company is unable to obtain or renew licenses, approvals and permits, it may be curtailed or prohibited from proceeding with exploration or development activities.

### **Capital Needs**

The exploration, development, mining and processing of the Company's properties will require substantial additional financing. Debut's liquidity as at the date hereof is insufficient to meet Debut's corporate, administrative and exploration expenses and commitments for 2016. Debut's only source of liquidity is cash. Liquidity requirements are managed based upon forecasted cash flows to ensure that there is sufficient working capital to meet Debut's obligations. Debut's ability to continue its business operations is dependent on management's ability to secure additional financing. There is no assurance that such funding will be available to the Company or that it will be obtained on terms favourable to the Company or will provide the Company with sufficient funds to meet its objectives, which may adversely affect the Company's business and financial position. Debut will be required to seek additional sources of equity financing. While Debut has been successful in raising such financing in the past, its ability to raise additional equity financing may be affected by numerous factors beyond its control, including, but not limited to, adverse market conditions and/or commodity price changes and economic downturn and those other factors listed under this "Risk Inherent to Mining Exploration" section, and there can be no assurance that Debut will be successful in obtaining any additional financing required to continue its business operations and/or maintain its property interests or that it will be obtained on terms favourable to Debut or will provide Debut with sufficient funds to meet its objectives. Failure to obtain sufficient financing as and when required may result in delaying or indefinite postponement of exploration and/or development on any or all of Debut's properties or even a loss of property interest, which would have a material adverse effect on Debut's business, financial condition and results of operations.

### **Commodity Prices**

The market price of the Company's common shares, its financial results and its exploration, development and mining activities have previously been, or may in the future be, significantly adversely affected by declines in the price of precious or base minerals.

### **Uninsured Risks**

Debut's business is subject to a number of risks and hazards, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope



failures, cave-ins, and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Debut properties or the properties of others, delays in mining, monetary losses and possible legal liability.

#### **Land Title**

Although the Company has taken reasonable measures to ensure proper title to its properties, there is no guarantee that title to any of its properties will not be challenged or impugned. Third parties may have valid claims against the Company's properties.

#### **OUTSTANDING SHARE DATA**

As at the date of this report, Debut had 204,254,934 common shares and 7,000,000 common share purchase warrants outstanding. The warrants entitle the holder to purchase one common share at \$0.07 until August 29, 2016. In addition, Debut had 5,200,000 stock options outstanding. Each option entitles the holder to purchase one common share at \$0.10 until September 25, 2016.

#### **FORWARD LOOKING INFORMATION**

This MD&A contains or refers to forward-looking information. All information, other than information regarding historical fact that addresses activities, events or developments that the Company believes, expects or anticipates will or may occur in the future is forward-looking information. Such forward-looking information includes, without limitation: the continued maintenance, exploration and the development of the Company's properties and the costs related thereto, as well as the Company's expectation of periodically requiring additional funds; mineral resource estimates; potential mineral resources; estimates relating to critical accounting policies; the Company's expectations with respect to pursuing new opportunities and acquisitions and its future growth; estimated operating expenses; and the Company's ability to raise new funding.

The forward-looking information in this MD&A reflects the current expectations, assumptions or beliefs of the Company based on information currently available to the Company. With respect to forward looking information contained in this MD&A, the Company has made assumptions regarding, among other things, the Company's ability to successfully generate sufficient funds from capital markets to meet its future obligations as and when required, assumptions relating to the Company's critical accounting policies, the Company's business, the economy and the mineral exploration industry in general, the Company's ability to obtain, maintain, renew and/or extend required permits, licenses, authorizations and/or approvals from the appropriate regulatory authorities and reach an agreement with the First Nations; the Company's ability to continue to obtain qualified staff and equipment in a timely and cost-efficient manner to meet the Company's demand, and has also assumed that no unusual geological or technical problems occur, plant and equipment work as anticipated, that greater interest in the exploration potential of properties adjacent to the Company's MacFadyen Kimberlites will improve the Company's ability to fund the project, no material adverse change in the price of diamonds occurs and no significant events occur outside of the Company's normal course of business. Although the Company believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

Forward-looking information is subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the forward-looking information, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company. Factors that could cause actual results or events to differ materially from current expectations include, but are not limited to: risks normally incidental to exploration and development of mineral properties; uncertainties in the interpretation of drill results; the possibility that future exploration, development or mining results will not be consistent with expectations; uncertainty of mineral resources estimates; the Company's inability to obtain, maintain, renew and/or extend required licenses, permits, authorizations and/or approvals from the appropriate regulatory authorities and other risks relating to the applicable regulatory framework; the Company's inability to maintain its title to its assets; capital and operating costs varying significantly from estimates; inflation; changes in exchange and interest rates; adverse changes in commodity prices; the inability of the Company to obtain required financing; adverse general market conditions; the Company's inability to

delineate additional mineral resources and delineate mineral reserves; operating hazards and risks, management and control; environmental risks; adverse land claims; future unforeseen liabilities and other factors including, but not limited to, those listed under “Risks Inherent in Mining Exploration” in this MD&A.

Any mineral resource figures referred to in this MD&A are estimates and no assurances can be given that the indicated levels of minerals will be produced. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. While the Company believes that the mineral resource estimates in respect of its properties are well established, by their nature mineral resource estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. If such mineral resource estimates are inaccurate or are reduced in the future, this could have a material adverse impact on the Company. Mineral resources are not mineral reserves and do not have demonstrated economic viability. There is no certainty that mineral resources can be upgraded to mineral reserves through continued exploration. Due to the uncertainty that may be attached to inferred mineral resources, it cannot be assumed that all or any part of an inferred mineral resource will be upgraded to an indicated or measured mineral resource as a result of continued exploration.

Any forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise.

**ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR ([WWW.SEDAR.COM](http://WWW.SEDAR.COM)).