MONITOR VENTURES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

AS AT AND FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

Background

This management discussion and analysis ("MD&A) of financial position and results of operation for Monitor Ventures Corp. (the "Company") is prepared as at February 13, 2019. This MD&A should be read in conjunction with the Company's audited financial statements as at and for the year ended December 31, 2018.

Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Forward-Looking Statements

Certain statements contained in the following MD&A constitute forward-looking statements. Such forward-looking statements include but are not limited to statements regarding the Company's ability or intention to continue as going concern, to improve its financial position through additional financing or settling its accounts payable through alternate means, and to enter into new operating activities. These statements involve a number of known and unknown risks, uncertainties and other factors, and are made in the context of the Company having to revise its business strategy in light of its current financial position. The Company's actual strategic course, when decided upon, will determine which risk factors will be relevant, but possible risk factors include those in connection with the Company's ability settle certain accounts payable by way of share-for-debt agreements or other non-cash means, to raise sufficient funds to maintain operations and to enter into profitable commercial operations. Outcomes other than those assumed herein may cause the actual results, performance or achievements of the company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements.

Company Overview and Outlook

Monitor Ventures Inc. (the "Company") currently has no commercial operations. The Company has a significant working capital deficiency as a result of liabilities arising from previous commercial activities. In recent years it has improved its financial position by way of the sale of assets, debt forgiveness and the issuance of shares for debt. The Company seeks to further reduce its accounts payable and accrued liabilities and commence new commercial operations, but until such time, it will continue to incur expenses for transfer agent, listing and filing fees and basic office and administrative services to maintain is status as a publicly-traded company. With limited financial resources, the Company will require additional financing to remain a going concern.

On October 3, 2018, the Company disposed its wholly-owned subsidiary, American Vanadium US Inc. ("AVUSI"). The Company paid the acquiror $5 thousand on disposal of AVUSI, which had net liabilities of $1.2 million at the time of sale.

Effective July 20, 2017, the Company consolidated its common shares on the basis of 25 old shares for one new share in the Company (the "Share Consolidation") and the Company changed its name from American Vanadium Corp. to Monitor Ventures Inc. Comparative period information has been presented herein as if the Share Consolidation occurred prior to any reported periods.

The Company is incorporated under the *Canada Business Corporations Act* and its principal place of business is Suite #1703, 595 Burrard St., Vancouver, British Columbia, Canada. The Company's shares currently trade on the TSX-Venture Exchange (the "Exchange") under the symbol "MVI".

Selected Annual Information

With no commercial operations, the Company has no recurring revenues other than nominal amounts of interest income and other sources of income such as gains on the sale of assets are non-recurring. In recent years, expenses have been incurred to pursue new operations and for transfer agent, listing, filing, and other costs incurred as a publicly-traded company. To date, the Company has not declared any cash dividends and has not held any long-term debt.

Selected annual information is as follows:

	December 31 2018	December 31 2017	December 31 2016
	$	$	$
Balance Sheet:			
Cash	**73,943**	23,512	74,173
Total assets	**102,705**	147,376	184,218
Current liabilities	**1,146,395**	2,985,786	3,166,582
Long-term liabilities	**-**	-	-

	For the year ended December 31	For the year ended December 31	For the year ended December 31
	2018	2017	2016
	$	$	$
Operations:			
Net income comprehensive income	**1,794,720**	83,154	2,309,285
Basic and diluted income per share	**0.61**	0.03	0.83

Total assets

The general decrease in total assets between December 31, 2016 and December 31, 2018 is primarily the result of cash expenditures for transfer agent services, TSX-V listing and filing fees, audit and legal services, and general and administrative items, as well as a write-off of amounts receivable.

In the year ended December 31, 2018, the Company spent $55 thousand on operating items and wrote-off an amount receivable of $66 thousand following the resolution of a disputed excise tax matter with the Austrian tax authority. Partly offsetting these decreases to total assets, the Company sold information on a formerly held mineral property for $7 thousand in cash and

warrants to purchase shares in the acquiror. Some of these warrants were exercised and the shares sold for an additional $55 thousand in net proceeds. Additionally, the Company recognized a $17 thousand derivative asset for unexercised warrants held as at December 31, 2018.

Current liabilities

The Company's current liabilities are primarily owing to accounts payable and accrued liabilities incurred during previous commercial operations. With insufficient cash, the Company has been released from certain balances owed with partial or no payment and has settled certain other accounts by way of share issuances. In the year ended December 31, 2018, the Company reduced its current liabilities by $1.8 million, primarily as a result of the disposal of AVUSI, which had net liabilities of $1.2 million. Additionally, the Company was discharged of a $565 thousand account payable that was outstanding as at December 31, 2017 without further payment.

Net income and comprehensive income

With no source of commercial revenues and ongoing expenses for public company administration, which are incurred consistently from period to period, the Company's net income and comprehensive income for the years ended December 31, 2016, 2017 and 2018 is primarily the result of the derecognition of accounts payable and accrued liabilities related to prior periods. Additionally, some gains have been recorded on the sale of assets that were previously written-off.

Net income and comprehensive income for the year ended December 31, 2016 was primarily the result of a $2.8 million gain on the derecognition of accounts payable after the Company negotiated the return of equipment acquired in prior years as well as releases from other accounts payable. This gain was partially offset by $454 thousand in general and administrative expenses.

Net income and comprehensive income for the year ended December 31, 2017 was primarily the result of a $92 thousand gain on the settlement of certain accounts payable for amounts less than their carrying value, a $73 thousand foreign exchange gain related to the revaluation of U.S. dollar and Euro-denominated debt and $9 thousand in gains on the sale of equipment and interest. These amounts were partially offset by $92 thousand in general and administrative expenses, which reflects a minimal level of legal, audit, transfer agent and other expenses incurred as a public company with no commercial activities.

Net income and comprehensive income for the year ended December 31, 2018 was largely the result of a $1.2 million gain on the sale of AVUSI, representing the reduction of its net liabilities less payments made on disposal. Additionally, the Company was discharged of a Euro-denominated account payable which, after adjusting for foreign exchange, resulted in a $596 thousand gain on the derecognition of accounts payable and accrued liabilities. Further, the Company recognized an $81 thousand gain from the disposal of information related to a formerly held mineral property, compensation for which included cash and warrants. Partly offsetting these gains were $58 thousand in ongoing operating costs and $53 thousand in foreign exchange losses on US and Euro-denominated debt outstanding during the year.

Results of Operations

	For the year ended December 31, 2018	For the year ended December 31, 2017
	$	$
General and administrative expenses (recoveries):		
Audit and legal	**26,304**	23,931
Transfer agent, listing and filing fees	**18,833**	27,349
Investor relations and shareholder information	**7,074**	7,278
Office facilities and administrative services	**3,510**	6,755
Interest on shareholder loan	**2,041**	2,021
Consulting	**-**	39,575
Shipping and storage	**-**	(15,144)
Total general and administrative expenses	**(57,762)**	(91,765)
Gain on disposal of subsidiary	**1,229,591**	-
Gain on derecognition of accounts payable and accrued liabilities	**596,303**	92,207
Gain on sale of equipment and other	**81,404**	9,337
Foreign exchange (loss) gain	**(53,208)**	73,135
Loss on derivative assets	**(1,929)**	-
Interest income	**321**	240
Net income and comprehensive income	**1,794,720**	83,154

During the years ended December 31, 2017 and 2018, the Company had no commercial operations and worked to reduce legacy liabilities related to its previous operating activities. In 2018, the Company sold AVUSI which had net liabilities of $1.2 million, resulting in an equal gain. Additionally, the Company has been discharged from certain accounts payable and accrued liabilities by way of release agreements, settlements for partial payments, or issuance of shares for debt, resulting in gains from the derecognition of accounts payable and accrued liabilities of $596 thousand and $92 thousand for 2018 and 2017, respectively.

In addition to reducing its liabilities, the Company has sold assets or information related to its former operating activities. In the year ended December 31, 2018, the Company sold information related to a previously held mineral property for $7 thousand in cash and warrants that can be exercised into common shares of the acquiror – Prophecy Development Corp - and which were valued at $74 thousand at the time of their receipt, resulting in a $81 thousand total gain. In the year ended December 31, 2017, the Company disposed of mining equipment for a $9 thousand gain.

A significant portion of the Company's accounts payable during the years ended December 31, 2017 and 2018 were U.S. dollar or Euro-denominated and, as a result, are subject to foreign currency gains or losses upon their translation to Canadian dollars. In the year ended December 31, 2017, the Company recognized a $73 thousand gain on this translation and for 2018, a $53 thousand loss was recognized.

Commensurate with having no commercial activities, the Company's general and administrative expenses reflect basic amounts for legal and audit services, transfer agent, listing and filing fees and other costs incurred as a public company and were generally consistent between the years ended December 31, 2017 and 2018.

Financial Condition, Liquidity and Capital Resources

As at December 31, 2018, the Company had working capital deficit of $1.1 million and cash of $74 thousand, compared to a working capital deficit of $2.9 million and cash of $24 thousand as at December 31, 2017. The decrease in the working capital deficit during 2018 is largely a result of the net liabilities derecognized through the disposal of AVUSI and through discharges by creditors.

The increase is in cash from December 31, 2017 to December 31, 2018 is owing to cash and warrants on the sale of information regarding a previously-held mineral property. Some warrants were exercised for common shares in the acquiror which were also sold in 2018 for net cash proceeds of $55 thousand. Additionally, the Company received $33 thousand from the refund of reclamation deposits related to the mineral property.

The Company continues to seek alternative debt settlements with other creditors to improve its financial position. The Company has been unable to obtain sufficient funding in recent years and unless it has further success in negotiating alternative arrangements to settle its liabilities, its ability to obtain additional financing and to continue as a going concern is uncertain.

Fourth Quarter Results

For the fourth quarter of 2018, the Company had net income and comprehensive income of $1.2 million, primarily owing to a $1.2 million and gain from the derecognition of net liabilities held by AVUSI. During the quarter, the Company also reported a $43 thousand valuation gain of derivative assets which comprised the warrants obtained through the sale of mineral property information. Partly offsetting these gains were $26 thousand in audit and legal, transfer agent and other costs incurred for the Company’s on-going administration.

Summary of Quarterly Results

A summary of quarterly results for the Company's eight most recent quarters is as follows:

For the Three Months Ended	General Expenses[1]	Net Comprehensive Income (Loss)[2]	Basic and Diluted Income (Loss) Per Share
	$	$	$
December 31, 2018	(25,763)	1,248,066	0.42
September 30, 2018	(4,952)	48,960	0.02
June 30, 2018	(16,775)	485,141	0.17
March 31, 2018	(10,272)	12,553	0.00
December 31, 2017	(49,213)	46,264	0.02
September 30, 2017	(12,615)	14,386	0.01
June 30, 2017	(21,100)	44,571	0.02
March 31, 2017	(8,837)	(22,067)	(0.01)

Explanatory Notes:

1. General expenses reported throughout 2017 and 2018 reflect a nominal level of operations as a public entity and include expenses for the Company's stock exchange listing, legal and audit services, transfer agent services and other shareholder services. These items are generally incurred consistently in each quarter, although there are increases in the fourth quarter of each year for the accrual of audit services.

2. In addition to general expenses, the Company's net comprehensive income or loss is affected by foreign exchange gains or losses on U.S dollar and Euro-denominated accounts payable and accrued liabilities, gains from the derecognition of accounts payable and accrued liabilities, and gains from the sale of assets. The combination of foreign exchange gains, gains from the derecognition of liabilities and gains from the sale of assets have exceeded general expenses for each quarter subsequent to March 31, 2017, resulting in net comprehensive income for each of these quarters. In the quarter ended December 31, 2018 these gains were larger than other reported periods as a result of the disposal of AVUSI, which had net liabilities of $1.2 million related to the Company's previous mineral exploration activities. Also, in the quarter ended June 30, 2018, the Company was discharged from a single account payable without any payment being required, resulting in a $508 thousand gain.

   Following the disposal of AVUSI and discharge of certain accounts payable and accrued liabilities in 2018, the Company no longer has any Euro-denominated liabilities and has significantly reduced US dollar denominated liabilities held at December 31, 2018. As a result, in future periods, foreign exchange gains or losses will be less than in previous quarters and, unless the Company recognizes additional gains from the derecognition of its remaining accounts payable and accrued liabilities, net comprehensive income or loss is expected to approximate general expenses incurred.

Transactions with Related Parties

The Company is party to a corporate and administrative services agreement with Earlston Management Corp. ("Earlston"), whereby Earlston provides key management, corporate, and administrative services to the Company, resulting in the two entities being related. As at December 31, 2018, $155,579 is included in accounts payable and accrued liabilities (December 31, 2017 - $150,515) for amounts owing to Earlston, which includes sundry expenses paid for by Earlston on the Company's behalf in addition to those for management, corporate and administrative services incurred prior to 2017.

Included in accounts payable and accrued liabilities as at December 31, 2018 is $295,000 (December 31, 2016 - $295,000) owing to Bill Radvak, the Chief Executive Officer of the Company for salaries and benefits, and $5,395 (December 31, 2017 - $5,211) for travel and office expense claims.

During the year ended December 31, 2018, Brian Bayley, a director of the Company deposited $75,000 into a brokerage account held by the Company to facilitate the exercise of warrants and sale of shares in Prophecy. No interest was charged on this amount, which has been repaid as at December 31, 2018.

Financial Instruments and Risk Management

As at December 31, 2018, the Company's financial instruments comprise cash, derivative assets, amounts receivable, reclamation deposits, accounts payable and accrued liabilities, and a shareholder loan. With the exception of cash and derivative assets, all financial instruments held by the Company are measured at amortized cost. The fair values of financial instruments measured at amortized cost approximate their carrying value due to their short-term maturities. Fair values of financial instruments measured at fair value are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

Financial instruments measured at fair value on the balance sheet are summarized in levels of fair value hierarchy as follows:

	Level 1	**Level 2**	**Level 3**
	$	**$**	**$**
Cash	73,943	-	-
Derivative assets	-	-	17,494

The Company is exposed to certain risks to the carrying values of its financial instruments, including currency risk, credit risk, liquidity risk and interest rate risk.

Currency risk

A portion of the Company's expenses were previously incurred in U.S. dollars and financial instrument balances are held in this currency. A significant change in the currency exchange rates between the Canadian dollar relative to the U.S. dollar could have a negative effect on the Company's results of operations, financial position or cash flows.

As at December 31, 2018, the Company's net financial liabilities included US$155 thousand. A prolonged 10% increase (decrease) in the value of the Canadian dollar compared with the U.S dollar would result in a $19,000 foreign exchange gain (loss) on U.S. dollar-denominated net financial liabilities as at December 31, 2018.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company has a working capital deficiency as at December 31, 2018 and additional financing is required for the Company to settle its existing obligations and fund future obligations. As such, the Company is exposed to liquidity risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As the Company's cash is currently held in short-term interest-bearing accounts which pay relatively low rates of interest, the Company considers the interest rate risk to be limited.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash, which is mitigated by maintaining its cash with a large Canadian chartered bank. The Company does not have cash that is invested in asset backed commercial paper.

Equity price risk

As at December 31, 2018, the Company's derivative assets include 100,000 warrants in Prophecy Development Corp., exercisable into common shares at $0.30 per share. The ultimate fair value of these warrants will be determined by whether the Company exercises the warrants and can sell the common shares at a gain. As a result, the value of the derivative assets is significantly affected by the market pricing and liquidity of Prophecy's common shares.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Outstanding Share Data

The following securities are outstanding at February 13, 2019:

Common shares issued and outstanding :	2,930,058
Shares issuable on the exercise of outstanding stock options:	66,700

Critical Accounting Estimates and Judgments

The preparation of financial statements in conformity with IFRS requires management to make estimates and judgments that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates on the resulting effects of the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

Those estimates and judgments considered most significant are as follows:

Taxation

Tax provisions are recognized to the extent that it is probable that there will be a future outflow of funds to a taxation authority. Such provisions often require judgment on the treatment of certain taxation matters that may not have been reported or assessed by the taxation authority at the date of these financial statements. Differences in judgment by the taxation authority could result in changes to actual taxes payable by the Company.

Deferred tax assets are recognized to the extent that it is probable that certain taxable losses or deferred expenditures will be utilized by the Company to reduce future taxes payable. The amount of deferred tax assets recognized, if any, is based on objective evidence that the Company will generate sufficient future taxable income to utilize these deferred assets, as well as the expected future tax rates that will apply to these assets. Changes to the Company's ability to generate sufficient taxable income or changes to enacted tax rates could result in the write-down of deferred tax assets, or the recognition of new deferred tax assets.

Derivative assets

The Company uses the Black-Scholes option pricing model to determine the fair value of warrants exercisable into shares of other companies. This model requires management to estimate the volatility of the other company's future share price, expected lives of warrants and future dividend yields. Consequently, there is significant measurement uncertainty in the carrying value of such warrants as well as any related fair value gains or losses.

Future Changes in Accounting Policies

The following are new and revised accounting pronouncements that have been issued, but are not yet effective:

IFRS 16, Leases

In January 2016, the IASB issued IFRS 16 Leases which replaces the previous leases standard, IAS 17 Leases. IFRS 16 eliminates the classification of leases as either operating leases or finance leases as is required by IAS 17 and, instead, introduces a single lessee accounting model. Lessors continue to classify leases as operating leases or finance leases, and account for those two types of leases differently. IFRS 16 is effective for periods beginning on or after January 1, 2019.

The eventual application of these standards is not expected to increase disclosure in the Company's financial statements.

Risks and Uncertainties

As at the date of the MD&A, the Company has a significant working capital deficit. The Company has reduced operating costs significantly in recent years and it has negotiated the release from a substantial portion of its accounts payable, but it requires additional financing to settle remaining liabilities, to maintain operations as a publicly traded entity and ultimately to enter into new commercial activities. The Company has been unsuccessful in raising sufficient levels of capital in recent years and there is significant doubt that the Company can raise funds in the future to continue as a going concern for the next 12 months.

In addition to the immediate challenges presented by the Company's financial position, substantial changes to the Company's business strategy and structure may be required should additional funds not be obtained.