MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE YEAR ENDED NOVEMBER 30, 2018

The following information, prepared as of March 28, 2019, should be read in conjunction with the consolidated financial statements of First Vanadium Corp (formerly Cornerstone Metals Inc.) ("the Company" or "First Vanadium") for the year ended November 30, 2018. The referenced consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars unless otherwise indicated.

General
First Vanadium was incorporated on June 23, 2006 under the *Business Corporations Act* (British Columbia). The Company is engaged primarily in the business of evaluating, acquiring, exploring, and if warranted, developing natural resource properties. On September 20, 2018, the Company changed its name from Cornerstone Metals Inc. to First Vanadium Corp. The Company has not realized any revenues from commercial operations to date. The Company is listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol "FVANF", 1PY on Frankfurt, and the OTCQX under the symbol CCCCF.

Recent Highlights
On March 19, 2019 the Company announced that it more than doubled the size of its Carlin Vanadium Property from 1,331 acres to 3,177 acres. The Company staked and filed with the Bureau of Land Management (BLM) 1,846 acres of unpatented lode claims over Federal lands adjacent to and proximal to the original core claims. The new claims provide the Company with a larger working area around the Carlin Vanadium deposit.

On February 27, 2019, the Company announced a National Instrument 43-101("NI 43-101") compliant mineral resource estimate on the Carlin Vanadium deposit.

On January 31, 2019, the Company entered into an Access and Mineral Lease Agreement which increased mineral rights adjacent to the Carlin Vanadium property (referred to as the "Cole Creek Property").

Mineral Properties
Paul Cowley, P.Geo, Chief Executive Officer of the Company, is the Qualified Person as defined in National Instrument 43-101 responsible for the review of technical information disseminated to the public by the Company, including any technical information in this MD&A.

Carlin Vanadium Project

The Carlin Vanadium Project has the largest highest grade primary vanadium resource in North America. The Carlin Vanadium Project is located in Elko County 10km by road (6 miles) from the town of Carlin, Nevada, and is comprised of 182 unpatented mineral claims and 80 acres of fee simple land (through a mineral lease agreement) totaling 1,285 hectares (3,177 acres). The Carlin Vanadium deposit was discovered by Union Carbide Corp. (UCC) in the 1960's, which completed 127 rotary drill holes in 11,133m (36,525 feet) of drilling, defining the deposit. The average drill hole spacing was 60m (200ft) apart within the more densely drilled areas. Drilling indicates a relatively flat, near surface zone of high-grade vanadium mineralized zone approximately 35m (115 feet) thick, over 1,800m (6,000ft) in length in the north-south direction and up to 600m (2,000ft) in the east-west direction. The high-grade vanadium mineralized unit is locally exposed on surface where it cuts topography but mostly is found at shallow depths, <50m from surface.

Mineral Resource

Table 1. Carlin Vanadium Mineral Resource Statement at 0.3% V2O5 Cut-off grade (CoG) (Effective Feb. 1, 2019)

Classification	CoG (% V_2O_5)	Grade (% V_2O_5)	Tons (in millions)	V_2O_5 lb (in millions)
Indicated	0.3	0.615	24.64	303
Inferred	0.3	0.520	7.19	75

1. Mineral Resources are not Mineral Reserves. Mineral resources which are not mineral reserves do not have demonstrated economic viability. There has been insufficient exploration to define the Inferred Resources tabulated above as an Indicated or Measured Mineral Resource. There is no guarantee that any part of the mineral resources discussed herein will be converted into a mineral reserve in the future.
2. The Mineral Resources in this estimate were calculated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council.
3. The mineral resources listed in Table 1 are confined within a Whittle Pit Shell with a 45º pit slope and a strip ratio of 2.6:1 waste to ore including all categories. The following parameters were used to construct the Whittle pit shell and to derive the mineral resource cut-off grade of 0.3% V2O5: Metal prices: US$12.50/lb V2O5 flake, Mining: US$2.50/t, Processing: US$52.50/t, G&A: US$1.50/t, Product Transport: $2.00/t, Process Recovery: 85%.
4. Contained pounds may not add due to rounding.

This is the first time Indicated mineral resources have been established for the deposit, justified by the Company's two drill campaigns totaling 89 holes which verified historic drilling, twinned 6 historic holes either replicating or demonstrating improved grade, and in-filled to tightened the previous drill pattern.

The Carlin Vanadium deposit mineral resource was estimated by Dr. Bart Stryhas of SRK Consulting (U.S.), Inc. based on 216 rotary, reverse circulation and diamond drill holes completed by Union Carbide in the late 1960s and First Vanadium in 2018. The grade estimation utilizes an Inverse Distance Squared algorithm and is confined by a 0.2% V2O5 grade shell. The raw sample data was capped at 2.5% V2O5 prior to being composited to 10ft lengths. A dynamic sample search orientation was employed which follows the trends of the mineralized horizons.

The 0.3% V2O5 cut-off grade was chosen for resource reporting based on the reasonable potential for economic extraction under a conceptual open pit mining and milling scenario using US$2.50/t mining cost, US$52.50/t milling cost, US$1.50/t admin cost, US$2.00/t product transport cost, 85% recovery, and a US$12.50/lb V2O5 value. The results of the resource estimation provided a CIM classified Indicated and Inferred Mineral Resource. The SRK Technical Report will be prepared and filed on SEDAR (www.sedar.com) under the Company's profile, in accordance with NI 43-101 Standards of Disclosure for Mineral Projects within 45 days of the news release reporting the mineral resource estimate dated February 27, 2019.

Access and Mineral Lease Agreement

The Company has gained mineral rights to an additional 200m strike length of the Carlin Vanadium deposit through an Access and Mineral Lease Agreement to approximately 80 acres of private (fee simple) land immediately adjacent to the Carlin Vanadium property (referred to as the "Cole Creek Property"). Six vertical holes drilled by Union Carbide in the 1960's on this adjacent ground demonstrated a southern continuance of the Carlin Vanadium deposit with thicknesses ranging from 10.67m to 28.96m (average 18.54m; 60.8ft) and grades ranging from 0.37% to 0.82% V2O5 (average 0.57% V2O5).

Pursuant to the terms of the Access and Mineral Lease Agreement, the Company has paid the lessor US$50,000 on signing, and is required to pay an additional US$20,000 annually for the lease of all minerals beneath the surface of, within or that may be produced from the Cole Creek Property. In the event the Company commences mining operations on the Cole Creek Property, the annual payments will be replaced with a 5% NSR royalty in favour of the lessor. Pursuant to the terms of the lease, the Company is also required to incur at least US$100,000 expenditures on the property within 36 months, or to remedy any shortfall by making a cash payment to the lessor in the amount of such shortfall. The term of the lease is for an initial five-year period which may be extended, at the Company's option, for additional five-year periods provided the Company remains in good standing under the agreement. The Company has the right to terminate the lease portion of the agreement without terminating the road access portion of the agreement.

<u>Carlin Vanadium Property Option</u>
On September 22, 2017 the Company signed an assignment agreement with AGEI. Pursuant to the assignment agreement, AGEI assigned to the Company all of AGEI's interest in an option agreement between AGEI and Golden Predator US Holding Corp. ("GPUS") dated June 14, 2017 as amended September 12, 2017. The option agreement grants to First Vanadium the option to acquire a 100% interest in the Carlin Vanadium Project (the "Property").

The total consideration applicable to First Vanadium's acquisition of the Property under both the assignment agreement and the option agreement, is set out below on a yearly basis:

	Cash	**Common shares**	**Exploration or Other Work Commitments**
Year 1	US$50,000 to AGEI (paid) US$25,000 to GPUS(paid)	1,000,000 shares to AGEI (issued)	US$50,000 expenditures on Property (completed)
Year 2	US$50,000 to GPUS	1,000,000 shares to AGEI (issued)	US$125,000 expenditures on Property (competed)
Year 3	--	--	US$225,000 expenditures on Property (completed)
Year 4	US$1,910,000 to GPUS(1)	--	US$250,000 expenditures on Property(2) First Vanadium to complete a PEA
Ongoing	US$250,000/year to AGEI commencing after PEA published (as advance royalty payment or advancement against royalty buy-back payment)	--	US$250,000 expenditures on Property in Year 5(2) US$122,000 expenditures on the Property in Year 6(1)

<u>*Notes:*</u>

(1) *Total cash payments aggregating US$2M may be paid to GPUS at any time after Year 3, the payment of which will complete the option exercise requirements, at which time First Vanadium would then be deemed to have exercised the option and to have acquired a 100% interest in the Property (and any requirements to incur further expenditures would then terminate).*

(2) *If aggregate cash payments of US$2M (see Note 1 above) have not been paid prior to such date.*

At such time as First Vanadium has exercised the option in full and acquired a 100% interest in the Property, a 1.5% NSR will be granted to AGEI under the assignment agreement and a 2% NSR will be granted to GPUS under the option agreement. The Company purchased the 1.5% NSR referred to above on November 23, 2018 for 1,300,000 common shares which were issued on December 5, 2018. The future GPUS 2% NSR may be purchased by the Company at the time of the option exercise for US$4 million.

West Jerome, Arizona
The West Jerome property, near Jerome, Arizona, consists of approximately five square kilometers of claims on the west side of Freeport McMorran patented lands. The property, in a Volcanogenic Massive Sulfide camp, is a high grade, massive sulfide target located 2.4km south of the past-producing United Verde (32 million tons grading 4.4% copper, 1.5 oz/t silver and 0.04 oz/t gold). The West Jerome property has attractive untested TEM geophysical targets. First Vanadium has a 100% interest in the West Jerome property, subject to a 1.5% NSR to one party and a 0.5% NSR to another party.

During the year ended November 30, 2018 an impairment write down of $130,083, was taken in relation to the West Jerome property as the Company has no plans for the property in the near future.

Selected Annual Information
The Company's fiscal period ends on November 30th of each year. The following is a summary of certain selected audited financial information for the last three completed fiscal years:

	2018	**2017**	**2016**
	$	**$**	**$**
Total Revenues	-	-	-
Net Loss	(3,235,395)	(594,244)	(132,692)
Net loss Per Share (basic and diluted) (1)	(0.12)	(0.05)	(0.02)
Total Assets	7,851,547	1,480,198	261,252

(1) The basic and diluted loss per share calculations result in the same amount due to the anti-dilutive effect of outstanding stock options and warrants, if any.

The Company continued to increase its corporate activity to support the Carlin Vanadium property and recorded a share based compensation charge of $1,608,325 during fiscal 2018. The Company recorded a share based compensation charge of $257,844 during the year ended November 30, 2017.

Summary of Quarterly Results
The following is selected financial data for the last eight quarters ending with the most recently completed quarter, being the three months ended November 30, 2018.

	THREE MONTHS ENDED			
	November 30, 2018 ($)	**August 31, 2018 ($)**	**May 31, 2018 ($)**	**February 28, 2018 ($)**
Total Revenue	Nil	Nil	Nil	Nil
Acquisition and exploration costs	3,587,439	247,801	188,199	548,560
Net loss	(1,552,279)	(456,911)	(983,938)	(242,267)
Net loss per share(1)	(0.05)	(0.02)	(0.04)	(0.01)

	THREE MONTHS ENDED			
	November 30, 2017 ($)	**August 31, 2017 ($)**	**May 31, 2017 ($)**	**February 28, 2017 ($)**
Total Revenue	Nil	Nil	Nil	Nil
Acquisition and exploration costs	521,808	19,496	Nil	Nil
Net loss	(475,671)	(51,859)	(38,014)	(28,700)
Net loss per share(1)	(0.05)	(0.00)	(0.00)	(0.00)

(1) The basic and fully diluted calculations result in the same value due to the anti-dilutive effect of outstanding stock options and warrants for all quarters.

During the quarter-ended November 30, 2018, August 31, 2018, May 31, 2018, February 28, 2018 and November 30, 2017 the Company recorded a share based compensation charge of $767,799, $159,654, $650,691, $30,181 and $257,844, respectively. During the quarter ended November 30, 2018 the Company took an impairment charge on the West Jerome Property of $130,083) and accrued a bonus to Management of $160,795.

Overall, the increase in loss in the 2018 fiscal year is due to the increased corporate activity to support the Carlin Vanadium property.

Results of Operations

The Company recorded a net loss of $3,235,395 ($0.012 per share) for the year ended November 30, 2018 compared to a net loss of $594,244 ($0.05 per share) for the year ended November 30, 2017.

	2018 ($)	**2017 ($)**
General and administrative expenses	1,496,987	336,400
Stock based compensation	1,608,325	257,844
Impairment of mineral property	130,083	-
Net loss for the year	3,235,395	594,244

The increase in net loss during year ended November 30, 2018 is the result of the Company's overall increased activity since signing the assignment agreement for the Carlin Vanadium property.

Audit, accounting and legal of $146,075 (2017 - $65,010)

The increase is related to an increase in legal and audit costs associated with the listing on the OTCQX and increased accounting costs due to the Company's increased activity.

Consulting fees of $795,117 (2017 - $109,977)

The increase is a result of the increased number of agreements entered into during the year to support the Company's growth and increased activity and the increase in Management's consulting fees and bonus structure.

Investor relations and marketing $316,863 (2017 - $119,667)

The increase is due to the increased number of agreements entered into during the year.

Stock-based compensation of $1,608,325 (2017 - $257,844)

The increase is the result of the Company granting 2,295,000 (2017 – 895,000) options to its directors, officers and consultants which vested immediately at an average fair value of $0.72 (2017 - $0.29).

Fourth Quarter

The Company recorded a net loss of $1,552,279 ($0.05 per share) for the three months ended November 30, 2018, compared to the net loss for the three months ended November 20, 2017 of $475,671 ($0.05 per share). The increase in net loss relates to an increase in share based compensation of $534,484 and increased corporate costs activity to support the Carlin Vanadium property.

Financing Activities

On March 27, 2018 the Company closed a private placement of 10,000,000 units at a price of $0.30 per unit for gross proceeds of $3,000,000. Each unit consists of one common share and one half share purchase warrant, each warrant entitling the holder to purchase one common share at $0.45 for two years from closing date. The warrants are subject to an acceleration clause should the common shares trade at a price of $0.70 or greater for 10 consecutive trading days. The value of $975,000 attributed to the warrants was estimated using the Black-Scholes pricing model with the following assumptions: share price - $0.42; exercise price - $0.45; risk-free rate – 1.00%; expected life – 2.0 years; expected volatility – 145%; and expected dividends – nil. Additionally, in connection with the private placement, the Company incurred $75,362 in cash share issuance costs.

During the year ended November 30, 2018, a total of 690,000 options with a weighted average exercise price of $0.18 per share were exercised for gross proceeds of $126,500, and a total of 5,265,784 warrants with a weighted average exercise price of $0.30 per share were exercised for gross proceeds of $1,575,323.

On October 18, 2017, the Company closed a non-brokered private placement of 7,857,284 units at a price of $0.14 per unit for gross proceeds of $1,100,020. Each unit is comprised of one share and one warrant. Each warrant consists of one common share exercisable at a price of $0.24 per share for a period of three years. A value of $520,000 has been attributed to the warrants using the Black-Scholes option pricing model. The assumptions used in the Black Scholes option pricing model are as follows: risk-free interest rate – 1.00%; expected life – 3.0 years; expected volatility – 201% and expected dividends – nil. In connection with the private placement, the Company incurred cash share issuance costs of $27,548.

Liquidity and Capital Resources

The Company's operations consumed $1,332,777 of cash during the year ended November 30, 2018 (November 30, 2017 – $295,400) before non-cash working capital items, with an additional $1,694,505 (November 30, 2017 - $117,409) utilized on mineral property acquisition and exploration expenditures.. The cash requirement was funded from the cash balance as at November 30, 2017, the proceeds from the options and warrants exercised, and the proceeds from the private placement which totalled $4,626,461 (November 30, 2017 - $1,037,597).

The Company's aggregate operating, investing, and financing activities during the year ended November 30, 2018 resulted in an increase in its cash balance from $784,583 at November 30, 2017 to $2,389,327 at November 30, 2018. The Company had working capital at November 30, 2018 of $2,164,122 (November 30, 2017 –$743,482). The Company has no long-term indebtedness.

None of the Company's mineral properties have been put into commercial production and, as such, the Company has no operating revenues or cash flows. The Company's capital resources are largely determined by the strength of the junior resource capital markets and by the status of the Company's projects in relation to these markets and the Company's ability to compete for investor support of its projects. There can be no assurance that financing, whether debt or equity, will always be available to the Company in the future.

Capital Expenditures

During the year ended November 30, 2018, the Company incurred $2,874,183 on acquisition costs for the Carlin Vanadium property of which, a total of $2,842,000 was non-cash consideration. A total of $4,571,999 was incurred on mineral property deferred exploration expenditures. The increase is due to increase in deferred exploration costs incurred on the Carlin Vanadium property. Refer to Schedule 1 within the consolidated financial statements.

Transactions with Related Parties

The Company's related parties consist of the Company's directors, officers and companies associated with them including the following:

- Buena Tierra Development Ltd., a company owned by Paul Cowley, the President, Chief Executive Officer and a director of the Company
- International Mine Builders Inc., a company owned by Fred Sveinson, a director of the Company

Compensation paid or payable to the directors, the Chief Executive Officer and the Chief Financial Officer for services provided during the year ended November 30, 2018 and 2017 was as follows:

	2018	**2017**
	$	**$**
Accounting fees	21,283	7,040
Consulting fees (1)	399,720	61,400
Directors fees	40,309	-
Share based compensation	543,523	177,816

(1) The charge includes consulting fees paid and bonus accruals to Buena Tierra Development Ltd. and International Mine Builders Inc.

The Company incurred additional expenditures charged by related parties during the year ended November 30, 2018 and 2017 was as follows:

	2018	2017
	$	$
Consulting fees	16,580	-

As at November 30, 2018, accounts payable and accrued liabilities include an amount of $221,654 (November 30, 2017 – $17,850) due to officers of the Company and/or companies controlled by officers of the Company. Included in the consulting fees and accounts payable above, is $160,795 related to bonus payments earned by officers and directors of the Company. The payment will be deferred until such time as the Company completes a transaction that increases treasury by $1,000,000 - $2,000,000.

Financial Instruments

The Company's financial instruments consist of cash, other receivables and accounts payable and accrued liabilities. Cash and other receivables are designated as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are designated as other financial liabilities, which are measured at amortized cost.

As at November 30, 2018, the Company believes that the carrying values of cash, other receivables, and accounts payable and accrued liabilities approximate their fair values because of their nature and relatively short maturity dates or durations.

Discussions of risks associated with financial assets and liabilities are detailed below:

Foreign Exchange Risk

As at November 30, 2018, the Company's current assets were held in US and Canadian dollars. A 5% change in the exchange rate would not result in a material change to the Company's current assets.

Credit Risk

Credit risk arises from cash and cash equivalents held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash and cash equivalents, aside from the nominal holdings in USA is held with a large Canadian bank. Other receivables consist of accrued interest receivable from a large Canadian bank. Management believes that the credit risk concentration with respect to accrued interest receivable is remote.

Interest Rate Risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize such a loss is limited as its interest bearing financial instrument is redeemable at any time.

Liquidity Risk

The Company manages liquidity risk by maintaining sufficient cash to enable settlement of transactions as they come due. Management monitors the Company's contractual obligations and other expenses to ensure adequate liquidity is maintained.

Price Risk

Price risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices. The Company holds shares of GBL acquired pursuant to mineral property option agreements.

Commodity Price Risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market prices of gold, silver and copper.

Off-balance Sheet Arrangements
The Company has not entered into any material off-balance sheet arrangements.

Accounting Standards Issued But Not Yet Effective
The standards and interpretations that are issued up to the date of issuance of the Company's financial statements and applicable to the Company, but were not effective during the year ended November 30, 2018, are disclosed below. The Company intends to adopt these standards when they become effective

IFRS 9 Financial Instruments
In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments bringing together the classification and measurement, impairment and hedge accounting phases of the IASB's project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. IFRS 9 also amends some of the requirements of IFRS 7 Financial Instruments: Disclosures, including added disclosures about investments in equity instruments measured at fair value in OCI, and guidance on financial liabilities and derecognition of financial instruments. The mandatory effective date of IFRS 9 for the Company will be annual periods beginning on December 1, 2018. The adoption of this standard is not expected to have a material measurement or disclosure impact on the Company's financial statements.

IFRS 16 Leases
In January 2016, the IASB published a new standard, IFRS 16, Leases. The new standard brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. Under the new standard, a lessee recognizes a right-of-use asset and a lease liability. The right-of-use asset is treated similarly to other non-financial assets and depreciated accordingly. The liability accrues interest. This will typically produce a front-loaded expense profile (whereas operating leases under IAS 17 would typically have had straight-line expenses). The standard is effective for annual periods beginning after January 1, 2019 and interim periods thereafter.

Outstanding Share Data
The following table discloses the Company's share capital structure as at the date of this MD&A.

Authorized share capital: Unlimited number of Common Shares
Issued and outstanding common shares: 38,978,415

Fully diluted common shares:

Type of Security	Number	Exercise Price	Expiry Date
Stock options	350,000	$0.10	October 12, 2021
Stock options	495,000	$0.30	October 25, 2022
Stock options	200,000	$0.31	November 9, 2022
Stock options	10,000	$0.30	January 22, 2023
Stock options	1,225,000	$0.56	April 6, 2023
Stock options	175,000	$0.98	June 12, 2023
Stock options	150,000	$1.11	July 30, 2023
Stock options	175,000	$1.43	October 23, 2023
Stock options	200,000	$1.40	October 30, 2023
Stock options	75,000	$0.75	January 18, 2024
Stock options	410,000	$0.60	March 18, 2024
Share purchase warrants	4,075,000	$0.24	October 18, 2020
Share purchase warrants	3,304,000	$0.45	March 27, 2020
Fully Diluted	**49,822,415**		

Disclosure Controls and Procedures

Disclosure controls and procedures are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized, and reported within the time periods specified by securities regulations and that the information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the consolidated financial statements for the year ended November 30, 2018 and this accompanying MD&A (together, the "Annual Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Interim and Annual Filings on SEDAR at www.sedar.com.

Additional Disclosure for Venture Issuers without Significant Revenue

The Company provides disclosure related to capitalized or expensed exploration and development costs in the notes to the financial statements and disclosure related to general and administration expenses in the statements of operations and comprehensive loss. The Company has no expensed research and development costs nor deferred development costs.

Forward-Looking Statements

This MD&A contains forward-looking statements. All statements, other than statements of historical fact, constitute "forward-looking statements" and include any information that addresses activities, events or developments that the Company believes, expects or anticipates will or may occur in the future including the Company's strategy, plans or future financial or operating performance and other statements that express management's expectations or estimates of future performance.

Forward-looking statements are generally identifiable by the use of the words "may", "will", "should", "continue", "expect", "anticipate", "estimate", "believe", "intend", "plan" or "project" or the negative of these words or other variations on these words or comparable terminology. All such forward-looking information and statements are based on certain assumptions and analyses made by the Company's management in light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believes are appropriate in the circumstances. These statements, however, are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed, implied by or projected in the forward-looking information or statements. Important factors that could cause actual results to differ from these forward-looking statements include but are not limited to: risks related to the exploration and potential development of the Company's projects, risks related to international operations, the actual results of current exploration activities, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, future prices of precious and base metals, as well as those factors discussed in the sections relating to risk factors of the Company set out in this MD&A.

There can be no assurance that any forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, the reader should not place any undue reliance on forward-looking information or statements. Except as required by law, the Company does not intend to revise or update these forward-looking statements after the date of this document or to revise them to reflect the occurrence of future unanticipated events.

Other Information

Additional information related to the Company is available on SEDAR at www.sedar.com and on the Company's website, www.firstvanadium.com.