



**DIOS EXPLORATION INC.  
Management's Discussion and Analysis  
Quarterly highlights  
For the three and nine-month periods ended  
September 30, 2019**

The following quarterly highlights management discussion and analysis of the financial condition and results of the operation of Dios Exploration Inc. ((the "Company" or "Dios") constitutes management's review of the factors that affected the Company's financial operating performance for the three and nine-month period ended September 30, 2019.

This discussion and analysis should be read in conjunction with:

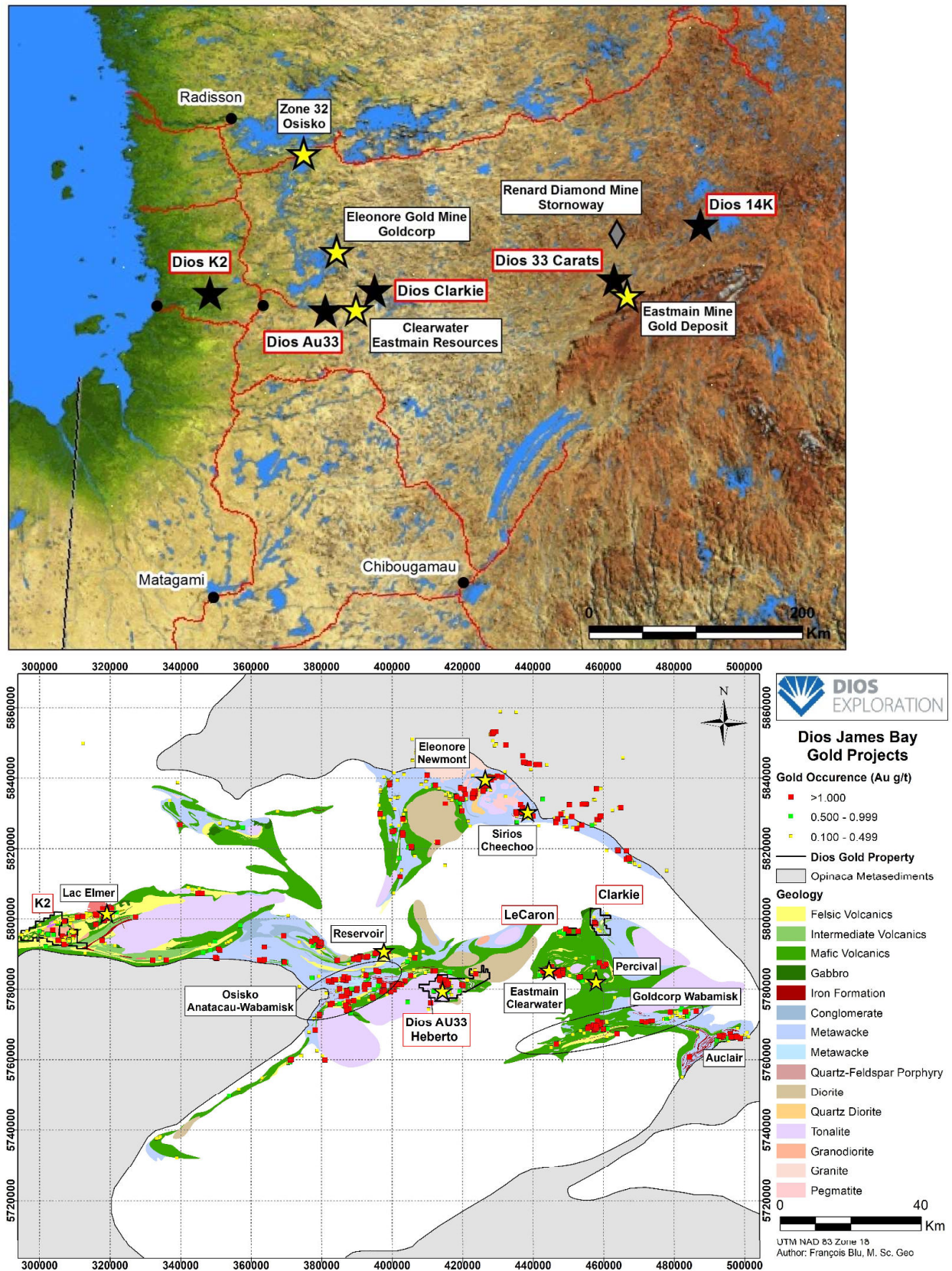
- The unaudited interim financial statements as at September 30, 2019;
- The 2018 Annual Management report; and
- The Company's audited financial statements for the year ended December 31, 2018 and December 31, 2017.

These documents and additional information may be available through [www.sedar.com](http://www.sedar.com) web site, under the Company's section "Sedar filing" or at [www.diosexplo.com](http://www.diosexplo.com). The Company's shares are listed on the TSX Venture Exchange, under the symbol "DOS". As at September 30, 2019, there are 74,906,606 common shares of Dios issued and outstanding.

**Nature of activities**

Dios is involved in mineral exploration in James Bay Eeyou Istchee, Quebec, along a major deformation zone, using proprietary till data to define high potential gold zones. Successful drilling of large AU33 gold property led to **HEBERTO GOLD** discovery and some 4 km NNE, to successful drilling of **CLN** area. Fall AU33 drilling focuses on **WTS** area and **ROBINO** breccia. Also, very significant gold-copper-silver results were obtained on **K2** project with Attlila-Kali eastern targets and new west input targets, west of Kali intrusive, and on **Clarkie** gold project, along Eleonore gold mine-Cheechoo corridor.

# DIOS EXPLORATION INC. - Management's Discussion & Analysis – Quarterly Highlights – September 30, 2019



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### **Financing activities**

On January 31, 2019, the Company completed a non-brokered private placement. An amount of \$193,950 was subscribed consisting of 2,983,846 flow-through shares at a price of \$0.065 per share. An amount of \$193,950 was allocated to share capital.

### **Investing activities**

#### *Quarter ended September 30, 2019*

During this period, Dios paid \$0 for mining rights (claim renewal and acquisitions).

During the three-month period ended September 30, 2019, the Company incurred \$131,592 in exploration expenses compared to \$179,988 for the same period in 2018.

#### **Exploration Expense Analysis**

<b>Description</b>	<b>AU33</b>	<b>K2</b>	<b>Clarkie</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Geology	32,974	24,938	16,511	74,423
Transportation, Lodging	4,124	9,885	4,536	18,545
Assays	6,494	14,703	9,594	30,791
Office and other	3,566	4,267	-	7,833
	47,158	53,793	30,641	131,592

#### *Nine-month period ended September 30, 2019*

During this period, Dios paid \$9,366 for mining rights (claim renewal and acquisitions).

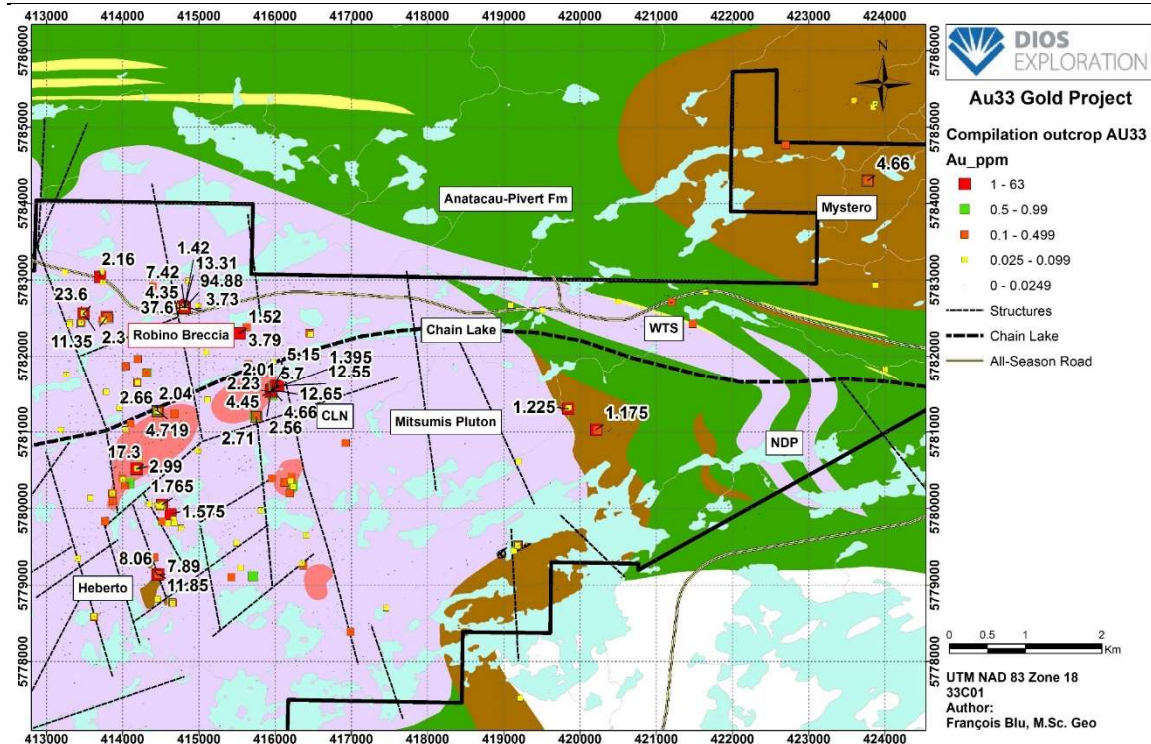
During the nine-month period ended September 30, 2019, the Company incurred \$338,821 in exploration expenses compared to \$682,116 for the same period in 2018.

#### **Exploration Expense Analysis**

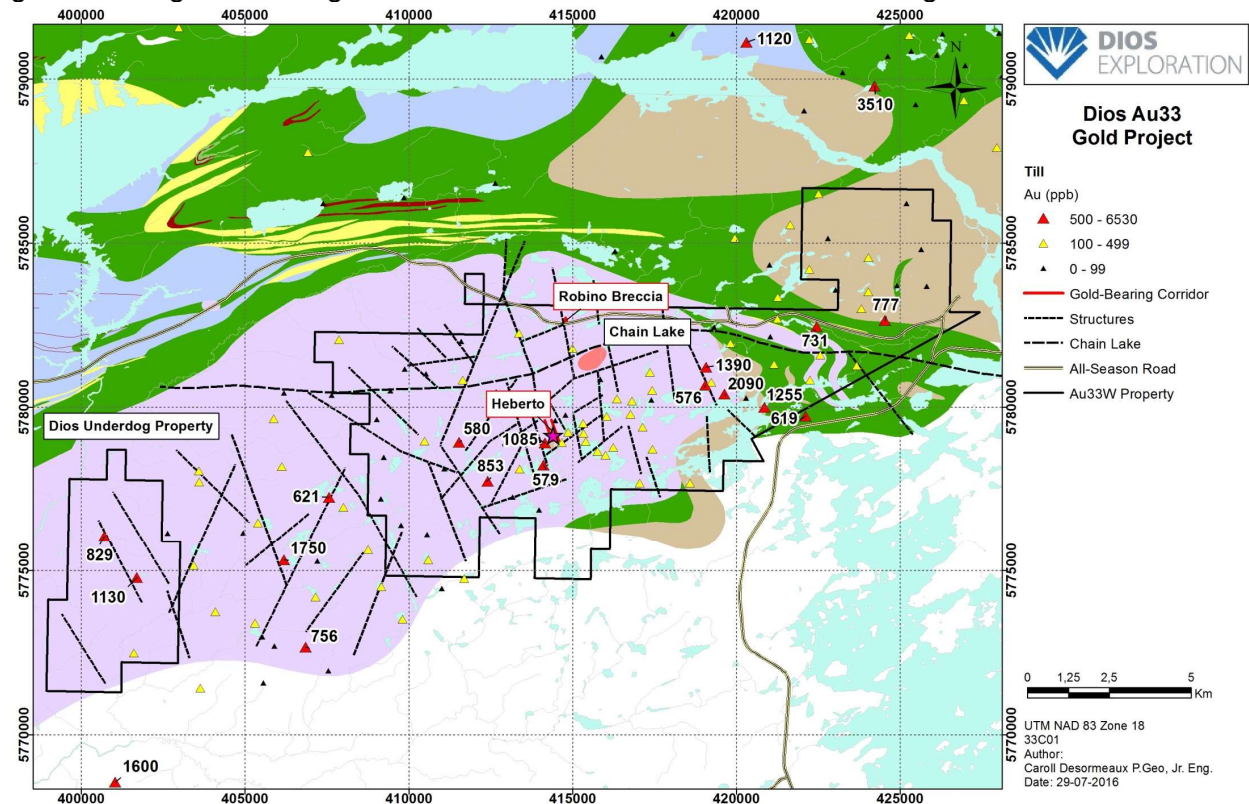
<b>Description</b>	<b>AU33</b>	<b>K2</b>	<b>Clarkie</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Geology	61,369	94,068	40,937	196,374
Transportation, Lodging	5,920	65,850	22,074	93,844
Assays	7,283	15,340	9,700	32,323
Office and other	6,861	5,610	3,809	16,280
	81,433	180,868	76,520	338,821



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During quarter, Dios discovered on AU33 high grade gold showings of 94.88 grams/ton & 13.31 g/t Au, 7.42 g/t Au, 4.45 g/t Au in different occurrences on eastern margin of Robino breccia.

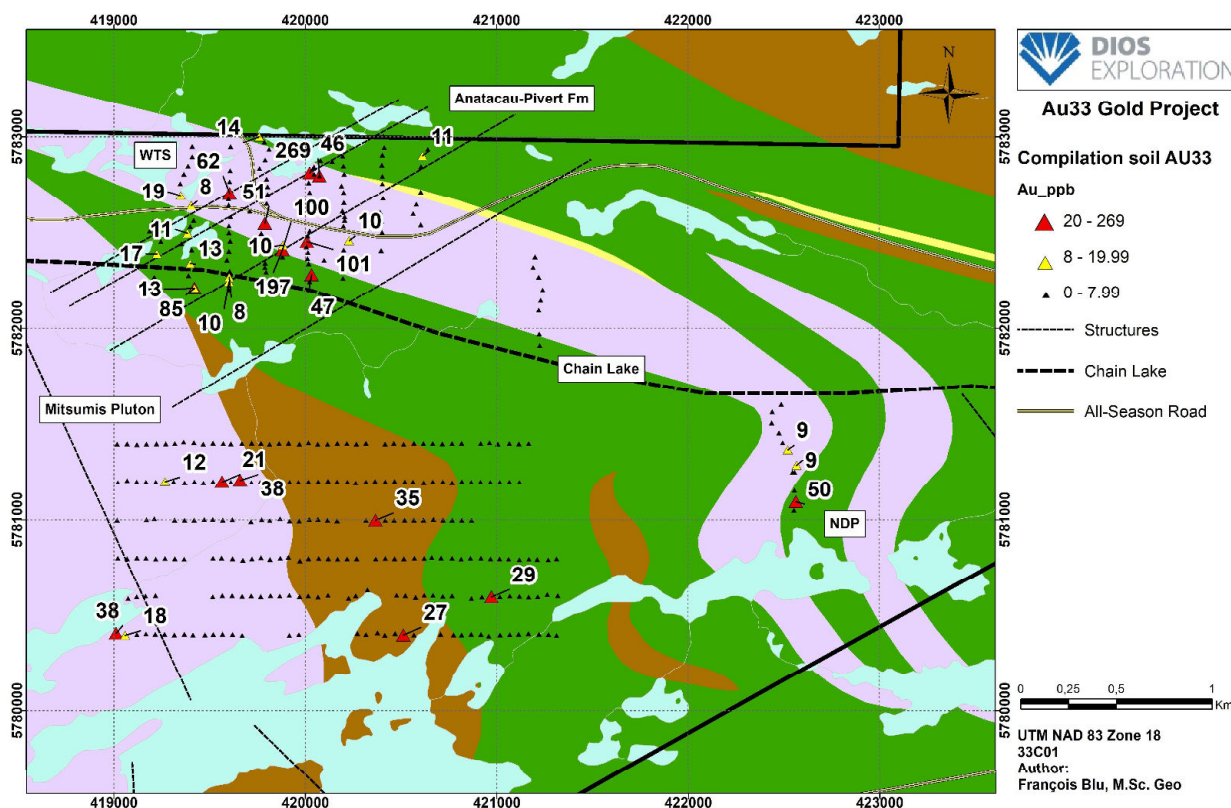


Source of major gold-in-till dispersal train, to be checked by drilling **WTS** subsidiary structures

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some 7-8 km northeast of HEBERTO GOLD ZONES is supported by strong one sq. kilometer gold-in-soil anomalies discovered in non outcropping **WTS** area at the head of glacial train.

Gold-in-soil anomalies (8 ppb gold and over, several over 20 ppb gold, with very strong gold values such as 46, 47, 51, 62, 85, 100, 101, 19, 269 ppb Au) are clustered near two sub-parallel NE structures cross-cutting magnetic **WTS** horizon. This large **WTS** horizon was never drilled. A large sub-in-place granodiorite boulder had returned 0.8 g/t gold in the area.



The large wholly-owned (no royalties) AU33 property hosts the Mitsumis pluton overlain by volcanics intruded by felsic-intermediate plugs and sill/dyke horizons. Several gold mineralization occurrences are strongly controlled by altered NNW and NE structures, including:

the Heberto gold zones with values such as:

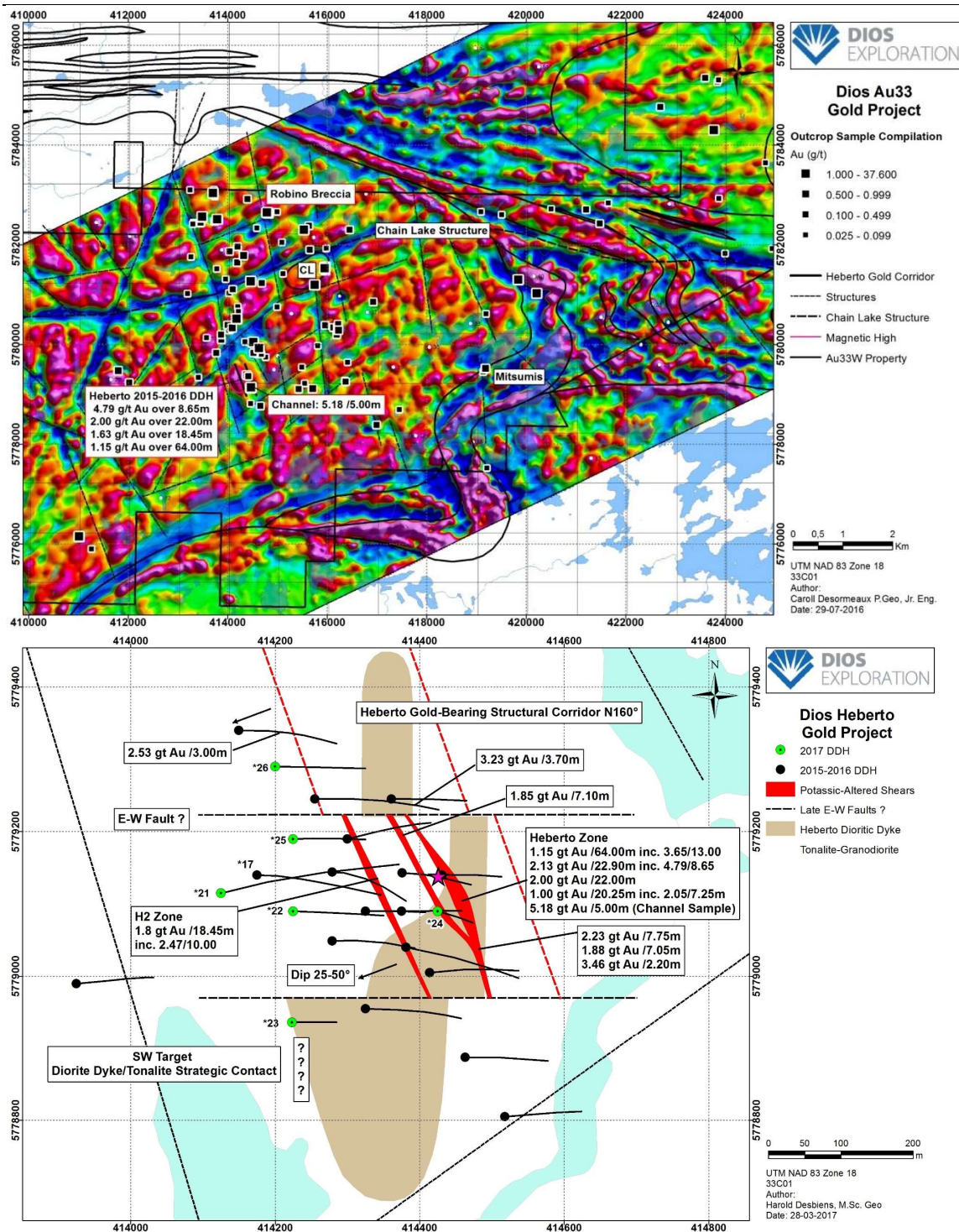
- 2.13 g/t gold over 23 m including 4.8 g/t gold over 8.65 m;
- 2 g/t gold over 22 m;
- 1.15 g/t gold over 64 m including 3.65 g/t gold over 13 m;
- 5.18 g/t gold over 5 m

and the CLN shear 4 km NE of Heberto (2 g/t gold over 11 m including 3.26 g/t gold over 6 m).

During last quarter, special effort was put on Robino Breccia (previously up to 37.6 g/t Au and two channels of 5.18 g/t Au over one m and 4.82 g/t Au over 1 m) and on **WTS** (Western Magnetic Tonalite Sill), to be drilled during this Fall.



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Significant exploration campaigns were also completed during last quarter ended on **K2** gold-copper-silver and **Clarkie** gold projects. Assay and data processing is pending, to be released later on this Fall, as soon as assaying & processing is completed. Drilling is planned on **K2** in next quarters.

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### Overall performance

Net profit for the quarter ended September 2019 is \$19,781 (net loss of \$28,386 for the third quarter 2018) whereas expenses for the quarter totalled \$12,102 (\$28,069 for the third quarter 2018).

During the three-month period ended September 30, 2019, one notes mainly:

- Decrease of Share-based payments expenses included in *Employee benefits expense*. See below.
- Deferred income taxes recovered of \$30,367. See below.
- Other operating expenses were stable year-over-year.
- Analysis of the non-monetary operations that does not require an exit or an inflow of cash (positive: income and negative: expenditure):

	Quarter ended September 30, 2019	Quarter ended September 30, 2018
Share-based payments	\$(1,176)	\$(12,539)
Deferred income taxes recovered	\$30,367	-

Net loss for the nine-month period ended September 30, 2019 is \$19,889 (net loss of \$86,762 for the nine-month period ended September 30, 2018) whereas expenses for the nine-month period 2019 totalled \$104,485 (\$137,409 for the nine-month period ended September 30, 2018).

During the nine-month period ended September 30, 2019, one notes mainly

- Decrease of Share-based payments expenses included in *Employee benefits expense*. See below.
- Deferred income taxes recovered of \$77,591. See below.
- Other operating expenses were stable year-over-year.
- Analysis of the non-monetary operations that does not require an exit or an inflow of cash (positive: income and negative: expenditure):

	Nine-month period ended September 30, 2019	Nine-month period ended September 30, 2018
Share-based payments	\$(9,335)	\$(39,778)
Deferred income taxes recovered	\$77,591	\$52, 040

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### Financial position

- Working capital decreased by \$181,542 as at September 30, 2019 going from \$570,449 as at December 31, 2018 to \$388,907 as at September 30, 2019 and including in addition a further amount of \$82,265 of Other liabilities as of September 30, 2019 (to be erased when flow-through expenditures have been incurred). The decrease is mainly due to exploration costs, mining right payments and administrative expenses incurred during the period.
- Cash totalled \$225,547 as at September 30, 2019 compared to \$561,183 as at December 31, 2018. The Company is considered to be in the exploration stage, thus it is dependent on obtaining regular financing in order to continue exploration. Despite previous success in acquiring sufficient financing, there is no guarantee of obtaining any future financing
- The product of unspent funding related to flow-through financing as at September 30, 2019 is \$356,483 to be spent before December 31, 2019 and \$193,950 to be spent before December 31, 2020.

Exploration Budget for fiscal 2019: Planned exploration work to be conducted by Dios in 2019 is disclosed in 2018 Annual Management report. See above section "Exploration performed during the quarter".



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### **Related party transactions**

Key management personnel of the Company are members of the Board of Directors, as well as the president, the chief financial officer and the vice-president, exploration. Key management personnel remuneration includes salaries, professional fees and share-based payments.

For the three-month period ended September 30, 2019, the compensation was \$59,998 (\$85,327 for the same period last year). An amount of \$53,610 (\$66,167 for the same period last year) was capitalized in Exploration and Evaluation assets.

For the nine-month period ended September 30, 2019, the compensation was \$200,833 (\$240,581 for the same period last year). An amount of \$164,511 (\$175,231 for the same period last year) was capitalized in Exploration and Evaluation assets.

### **Forward-looking information**

See the forward-looking information in the 2018 Annual Management report.

Montreal, Quebec  
November 22, 2019