VANADIUM ONE IRON CORP.
(formerly Vanadium One Energy Corp.)

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE SIX-MONTH PERIOD ENDING AUGUST 31, 2019

DATED OCTOBER 21, 2019

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General information

The following Management Discussion and Analysis ("**MD&A**") presents the results, financial position and cash flows of Vanadium One Iron Corp. ("**Vanadium One**" or the "**Company**") and should be read in conjunction with the Company's interim consolidated financial statements and accompanying notes for the quarter ended August 31, 2019 and the audited consolidated financial statements of Vanadium One for the twelve-month period ended February 28, 2019 and with the related notes attached thereto.

In addition to containing an analysis for the six-month period ending August 31, 2019, this MD&A reports on items deemed significant that occurred between August 31, 2019 and the date on which the MD&A is approved by the Company's Board of Directors, which is October 17, 2019, inclusively.

The disclosures and values in this MD&A were prepared in accordance with International Financial Reporting Standards ("IFRS") and with the current issued and adopted interpretations effective as of October 17, 2019.

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 and use of estimates

Any statement contained in this report that does not constitute a historical fact may be deemed a forward-looking statement. Verbs such as "believe", "foresee", "estimate" and other similar expressions, in addition to the negative form of these terms or any variations thereof, appearing in this report generally indicate forward-looking statements. These forward-looking statements do not provide guarantees as to the future performance of Vanadium One Iron Corp. and are subject to risks, both known and unknown, as well as uncertainties that may cause the outlook, profitability and actual results of Vanadium One Iron Corp. to differ significantly from the profitability or future results stated or implied by these statements. Detailed information on risks and uncertainties is provided in the "Risk Factors" section of the MD&A.

In preparing consolidated financial statements in accordance with IFRS, management must exercise judgment when applying accounting policies and use assumptions and estimates that affect the amounts of the assets, liabilities, and expenses reported in the consolidated financial statements.

Because the use of assumptions and estimates is inherent to the financial reporting process, the actual results of items subject to assumptions and estimates could differ from original assumptions and estimates. Unless otherwise indicated, all reference to "dollar" or the use of the symbol "$" are to the Canadian dollar and all references to "US dollars" or "US$" are to the United States dollar in this Management Analysis and Discussion.

ITEM 1 - Overview

Vanadium One was incorporated on February 27, 2007 pursuant to the *Business Corporations Act* (Ontario) and was classified as engaged in the exploration of its properties for base metals and precious metals. All mineral property interests held are currently in the exploration stage.

The Company listed its common shares on the TSX Venture Exchange for trading upon the completion of its initial public offering ("IPO") as disclosed in a prospectus filed with the regulators and dated May 25, 2007. On June 4, 2019 the Company changed its name from Vanadium One Energy Corp. to Vanadium One Iron Corp. The Company's shares are listed under the symbol VONE (formerly: VDR) on the TSX Venture Exchange.

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Property Descriptions

➢ *Clinton Manganese Project, Clinton, British Columbia*

In July 2016, the Company agreed to acquire a 100% interest in the Clinton Manganese property ("Clinton Property") located near Clinton, British Columbia, Canada. The Company paid $20,000 in cash and issued of 12,000,000 (pre-consolidation) common shares at $0.0075 to acquire the interest. In addition, finders' fees of 1,400,000 (pre-consolidation) common shares at $0.0075 were issued in relation of the acquisition.

➢ *Ivanhoe Lake Gold Project, Foleyet, Ontario*

The mineral leases for the Ivanhoe Lake Property were not renewed in March 2019 and all mineral leases related to Ivanhoe Lake have been discarded. Ivanhoe Lake was a greenfield exploration property with possible gold as the target. The Company is focused on Iron, Vanadium and Manganese and determined that the Ivanhoe Lake profile did not fit with management's vision of the Company.

➢ *Mont Sorcier, Magnetite Iron Ore and Vanadium Project, Chibougamau, Quebec*

On September 29, 2016, the Company entered into an option agreement to earn a 100% interest in the Mont Sorcier Vanadium-Iron-Titanium project in Roy Township, Quebec, 18 km east of the Town of Chibougamau. Pursuant to the agreement, the Company will pay Chibougamau Independent Mines Inc. a single cash payment of $100,000 and issue to Chibougamau Independent Mines Inc. 4 million common shares of the Company. A minimum of $1 million in exploration will be undertaken within the first 24 months following signature of the agreement. Chibougamau Independent Mines Inc. will retain a 2% Gross Metal Royalty ("GMR") on all mineral production from the property. In order to facilitate the deal, Globex Mining Enterprises Inc. (GMX-TSX), which held a 3% GMR on a number of the claims, has reduced its royalty to 1% GMR, but it has been extended to the recently enlarged claim group. In addition, a finders' fee of 400,000 common shares of the Company was to be issued in relation to the acquisition.

On October 14, 2016, the Company and Chibougamau Independent Mines Inc. amended the payment terms of the agreement increasing the single cash payment to $150,000 and decreasing the number of shares to 2,750,000 to be issued to Chibougamau Independent Mines Inc., and as a result of this change the finders' fee was reduced to 300,000 common shares of the Company. The Company received final approval from the TSX Venture Exchange for the above noted acquisition.

In November 2016, the Company reported that it had completed an initial National Instrument 43-101 Technical Report on the Mont Sorcier Magnetite Iron Ore and Vanadium Project in Roy Township, near Chibougamau, Quebec. The Technical Report includes a detailed review of the exploration work completed to date, interpretations and conclusions, and recommendations for the next phases of work. Vanadium is recognized for its use in metallurgical alloying and its potential use in "utility scale" rechargeable batteries. It is also considered a strategic mineral according to the USGS.

Highlights of the "2016 NI 43-101 Technical Report" are as follows:

- The mining claims cover superficies of approximately 1,920 hectares (4,800 acres) and are easily accessed year-round.

- 3 types of mineralization have already been recognized on the property; the most significant is the magmatic Fe-Ti-V deposits associated with layered zones within the anorthosite gabbro to gabbroic anorthosite of the Lac Dore Complex. An historical resource of 270,000,000 tons grading 27.65% Fe, 1.05% TiO2 and 0.23% V2O5 was previously defined in 1974 as part of a potential open pit mining operation for iron.

- Volcanogenic Massive Sulphide (VMS) mineralization, as suggested by the presence of the Sulphur Converting Occurrence hosted within felsic / intermediate fragmental volcanic rocks, crosses the northern part of the claim block. The most common types of mineralization exploited to date in Chibougamau are copper or copper-gold rich vein systems developed within zones of shearing of different directions and crossing most lithological units have also been identified on the claims.

- A budget has been recommended for two separate and independent phases. The main phase would probe, by core drilling, the Fe-Ti-V deposits in order to verify and possibly upgrade part, or all, of the historical resources into NI 43-101 and CIM Standards resources. A possible secondary phase would focus on the gold and massive sulphide potential of the property.

- The complete NI 43-101 Technical Report is available on SEDAR. The technical information contained in this report has been reviewed and approved by Claude P. Larouche, P.Eng. (OIQ), who is a Qualified Person with respect to the Company's Mont Sorcier Magnetite Iron Ore and Vanadium Project as defined under National Instrument 43-101.

  On July 27, 2017, the Company commenced its Phase 1 drilling campaign at the Mont Sorcier Project. Drilling began on July 21st, 2017. The drilling program was recommended in the NI 43-101 technical report dated October 29th, 2016, and was written by Claude P. Larouche, P.Eng., who has spent over 20 years working in the Chibougamau region.

  On November 14, 2017, the Company announced that Phase 1 drill results have been analyzed and integrated with its ongoing compilations and assessments pertaining to its 273.7 million-ton Mont Sorcier Magnetite Iron Ore and Vanadium Project near Chibougamau, Quebec. All drill holes and resulting assays were taken from the Mont Sorcier South Zone. The program was aimed at confirming, and up-grading to current standards, a portion of the historical Fe-V-Ti resources established in the early 1960's and 1970's, from the Mont Sorcier Project South Zone (for more information see the press release issued on November 14, 2017 by the Company).

  On November 16, 2017, the Company announced the commencement of its Phase 2 drilling campaign at its Mont Sorcier Magnetite Iron Ore and Vanadium Project. Drilling began on November 13th, 2017. The first drill hole, MSS-17-08, was 275 meters in overall length and the core is now being logged. A Phase 2 drilling program was recommended in our NI 43-101 technical report dated October 29th, 2016 (available on SEDAR).

On December 8, 2017, Phase 2A drilling completed eight new drill holes. Samples taken from eight (8) new NQ-core diamond drill holes, weighing approximately four (4) tons in total, were shipped to Actlabs in Ancaster, Ontario, for analysis. Phase 2A of a continuing drill program yielded 1,857 meters of core from the eight (8) new drill holes. The core was split in half using a diamond saw, producing 738 samples, each averaging two meters in length, totaling 1,447.8 meters for sampling. The remaining half of each core has been placed into secured storage for future verification where necessary at the Company's core shack in Chibougamau.

On June 27, 2018, assays, Satmagan and Davis Tube Test results from the Phase 2A drilling program were released for public dissemination in a press release. The results have been compiled, reviewed and incorporated into our 3D model.

On September 17, 2018, the Company announced the commencement of its Phase 2B drilling campaign at its Mont Sorcier Vanadium-Magnetite Project. The drill rig was mobilized on September 10, 2018 and drilling began on September 11, 2018. The Phase 2B plan is targeting approximately 2,000 meters of drilling in 10 new holes.

On September 30, 2018, the Company concluded the drilling portion of its Phase 2B drill program at Mont Sorcier. A total of 2,046 meters of NQ core drilling was completed. Core logging and sampling is also completed. A total of 794 samples will be sent to an accredited laboratory within the next week.

Completion of the Company's Phase 2B Drill Program satisfies the final earn-in obligation for the acquisition of the Mont Sorcier claims. The earn-in calls for exploration expenditures of $1,000,000 within 24 months of the signature date on the Purchase Agreement with Chibougamau Independent Mines Inc. Before laboratory assays, the Company has now spent in excess of $1,150,000 in exploration on the Mont Sorcier claims. A final audit of the expenditures will occur in the upcoming weeks and at the conclusion of the audit, 100% of all 37 claims will be transferred to the Company.

On April 23, 2019, the Company announced the release of its first NI 43-101 Mineral Resource Estimate (MRE) for its 100% owned Mont Sorcier Iron and Vanadium Project, near Chibougamau, Quebec.

Highlights of the "2019 NI 43-101 Technical Report" are as follows:

- Total Indicated Resources are calculated to be 113.5 million tonnes in the ground, with the potential to produce 35 million tonnes of Concentrate grading 65.3% Fe and 0.6% Vanadium Pentoxide.
- Additional Inferred Resources are defined as 520.6 million tonnes, with the potential to produce 178.3 million tonnes of Concentrate grading at 64.4% Fe and 0.6% Vanadium Pentoxide.
- The deposit has two major zones, known as the North Zone and the South Zone.
- The South Zone is estimated to host 113.5 million tonnes of Indicated Mineral Resources grading 30.9% Magnetite, with a potential to recover 35 million tonnes of concentrate grading 65.3% Fe and 0.6% Vanadium Pentoxide (V_2O_5), with low amounts of titanium (1.2% TiO_2).
- The South Zone is estimated to hold an additional Inferred Mineral Resource of 144.6 million tonnes grading 24.9% Magnetite, with a potential to recover 36.1 million tonnes of concentrate grading 66.9% Fe, 0.5% Vanadium Pentoxide (V_2O_5) and 1.0% TiO_2.
- The North Zone is estimated to hold additional Inferred Mineral Resources of 376 million tonnes grading 27.4% Magnetite, with a potential to recover 142.2 million tonnes of concentrate grading 63.7% Fe, 0.6% Vanadium Pentoxide (V_2O_5) and 1.8% TiO_2.

- All concentrate grades are calculated from Davis Tube Testing (DTT) results.

Important announcements

- On October 10, 2018, at a meeting of the Company's Board of Directors, several changes in Management and the Board occurred. Mr. Martin Walter was appointed to the office of CEO. Mr. John Priestner was appointed to the office of President and COO. Mr. Roger Dahn retired as a Director of the Company and Mr. Martin Walter was appointed to the Board of Directors. Mr. Ashley Martin was appointed as Vice President – Technical Services.

- On October 10, 2018, the Board of Directors approved the establishment of an Advisory Council to work with the Executive of the Company. Mr. Roger Dahn was appointed as the first member of the Advisory Council.

- On November 19, 2018, the Company announced that it has appointed Mitchell Kidd to its Board of Directors, effective immediately. Mitchell Kidd is a USA born metallurgical Engineer specializing in the business of pyro-extraction of Vanadium Metals. He gained his master's degree in Metallurgical Engineering from Purdue University in 1985 and earned a Lean Six Sigma designation from Villanova University in 2014. Most recently, Mr. Kidd was President of AMG Vanadium from 2013 to 2016 in the USA. In addition to this, Mitchell served on the Boards of two industry organizations, on the Board of Governors for Vanitec, and as well, on the Board of VPRA, The Vanadium Producers and Recyclers Association of North America. Further, the Company announced that Mr. Patrick O'Brien has retired from the Board of Directors and has been appointed to the Company's Advisory Council.

- On November 22, 2018, the Company announced that the Board of Directors has accepted the retirement of Mr. Rodney Ireland as a Director, effective immediately.

- On November 26, 2018, Vanadium One continued to strengthen its Board of Directors and management team with the appointment of two industry leaders to its Board of Directors. The Company was pleased to announce that Mr. Mark Brennan and Mr. Casper Groenewald have joined the Board of Directors and Mr. Brennan will become the Company's first Chairman. Messrs. Brennan and Groenewald were instrumental in building Largo Resources and its Maracas Menchen Mine. From 2005 to late 2014, Mr. Brennan served as a founder, President and CEO at Largo Resources Ltd., a vanadium-producing industry leader, based in Brazil. Mr. Brennan began his professional career as an investment banker in London, England. Mr. Groenewald recently served as Technical Director for Brazilian vanadium producer Largo Resources Ltd., where he was responsible for the commissioning and process optimization of its vanadium extraction facility in Brazil. Mr. Groenewald has successfully commissioned, and process optimized, several mineral processing facilities in Africa, Brazil and Canada. He is currently CEO for Lazenby holdings and Senior Vice President for the engineering group DRA America.

- On July 3, 2019, Vanadium One announced that it has appointed Dennis J. Moore to its Board of Directors. Dennis Moore holds a BSc. in Geology from the University of Oregon and a Master's degree in Engineering from the University of Sydney. Mr. Moore is also a member of the Australian Institute of Geoscientists and the Society of Economic Geologists. Since May 2017, Mr. Moore has been President, CEO and founder of Fremont Gold Ltd, a publicly listed exploration and mining company with a portfolio of significant gold properties in Nevada, including the Gold Bar and Gold Canyon mines. Mr. Moore has held numerous positions throughout his nearly 40-year career in the mining industry.

Officers and Board of Directors

As of the date of this Management Discussion and Analysis the executive officers of the Company are:

Cliff Hale-Sanders, President and Chief Executive Officer (CEO)
Ashley Martin, Chief Operating Officer (COO)
Pierre-Jean Lafleur, Vice-President Exploration
Jacques Arsenault, Chief Financial Officer
Michael Skutezky, General Counsel and Corporate Secretary

The members of the Board of Directors are:

Mark Brennan, Chairman (Independent Director)
Cliff Hale-Sanders, President and CEO
Martin Walter (Independent Director)
W. John Priestner (Independent Director)
Dennis J. Moore (Independent Director)
Mitchell Kidd (Independent Director)
Casper Groenewald (Independent Director)

(Expressed in Canadian dollars)

ITEM 2 - Results of Operations

For the six-month period ended August 31, 2019, the Company incurred total operational expenses of $513,093 compared to $184,510 in the same period in 2018, for an increase of $328,583, or 178%.

For the period ended August 31,	Three months ended		Six months ended	
	2019	**2018**	**2019**	**2018**
	$	$	**$**	$
General and administrative expenses	**52 472**	32 250	**131 257**	52 445
Professional and consulting fees	**53 285**	45 836	**122 635**	72 065
Management fees	**67 000**	30 000	**161 000**	60 000
Write-down on mineral property	**-**	-	**1**	-
Depreciation	**1 209**	-	**2 418**	-
Share based payment	**-**	-	**95 782**	-
	173 966	108 086	**513 093**	184 510
Loss and comprehensive loss for the period	**(173 966)**	(108 086)	**(513 093)**	(184 510)
Basic and diluted loss per share	**(0,003)**	(0,003)	**(0,010)**	(0,005)
Weighted average number of common shares outstanding - basic and diluted	**51 316 042**	34 475 576	**51 316 042**	34 475 576

During the six-month period, general and administrative expenditures have increased by $78,812 (150%) mainly due to corporate governance related costs and office and general expenses paid in the period. Professional and consulting fees increased by $50,570 (70%). Management fees have increased by $101,000 (168%). There was also a share-based payment of $95,782 for the stock-options issued to Red Cloud Klondike Strike on March 27, 2019. The write-down on mineral property of $1 is for the *Ivanhoe Lake Property.*

The net comprehensive loss for the period ended August 31, 2019 was $513,093 (2018 - $184,510). The loss per share was $0.010 based on a post-consolidation weighted average shares outstanding of 51,316,042 for the period versus a loss of $0.005 based on 34,475,576 post-consolidation weighted average shares outstanding for the six-month period ended August 31, 2018.

During the three-month period, general and administrative expenditures have increased by $20,222 (63%) mainly due to corporate governance related costs and office and general expenses paid in the period. Professional and consulting fees increased by $7,449 (16%). Management fees have increased by $37,000 (123%).

The net comprehensive loss for the quarter ended August 31, 2019 was $173,966 (2018 - $108,086). The loss per share was $0.003 based on a post-consolidation weighted average shares outstanding of 51,316,042 for the quarter versus a loss of $0.003 based on 34,475,576 post-consolidation weighted average shares outstanding for the three-month period ended August 31, 2018.

(Expressed in Canadian dollars)

ITEM 3 - Summary of Quarterly Results

The following table sets forth, for each quarter ended on the date indicated since incorporation, information relating to the Company's revenue, net loss and loss per common share:

Quarter ended,	Revenues	Net loss and Comprehensive loss	Net loss (per share basic)	Shares outstanding
	$	$	$	#
August 31, 2019	-	(173 966)	(0,003)	51 316 042
May 31, 2019	-	(339 127)	(0,007)	51 316 042
February 28, 2019	-	40 830	0,001	51 316 042
November 30, 2018	-	346 382	0,007	48 902 692
August 31, 2018	-	108 086	0,003	34 475 576
May 31, 2018	-	76 424	0,002	34 475 576
February 28, 2018	-	125 920	0,004	34 475 576
November 30, 2017	-	138 027	0,005	29 042 375
August 31, 2017	-	240 814	0,008	29 042 375
May 31, 2017	-	246 057	0,009	28 552 375
February 28, 2017	-	367 194	0,013	28 552 375
November 30, 2016	-	182 621	0,010	17 630 773
August 31, 2016	-	64 897	0,005	13 930 780
May 31, 2016	-	25 901	0,005	5 356 613

Effective September 28, 2016, the Company consolidated its common shares on the basis of one new post-consolidation common share for every ten (10) pre-consolidation common shares. As a result of the consolidation, the Company's outstanding 139,307,795 common shares were reduced to 13,930,773 common shares. The Company's name and trading symbol remained unchanged.

The consolidation was approved by the shareholders of the Company on September 6, 2016 and accepted by the TSX Venture Exchange on September 26, 2016. All the numbers for shares outstanding in the table are post-consolidation.

(Expressed in Canadian dollars)

ITEM 4 - Liquidity

As at August 31, 2019 the Company had the following working capital:

	August 31, 2019	February 28, 2019	August 31, 2018
	$	$	$
Cash and cash equivalents	**23 623**	47 809	3 872
Restricted cash	**6 507**	132 658	37 092
Receivables and others	**35 520**	125 214	32 344
Prepaid expenses	**-**	19 461	10 029
Total current assets	**65 650**	325 142	83 337
Less: accounts payable and accruals	**(612 894)**	(259 985)	(79 789)
Less: flow-through share premium	**(31 838)**	(31 838)	-
Working capital	**(579 082)**	**33 319**	**3 548**

Cash and cash equivalents as at August 31, 2019 is $23,623 compared to $47,089 as at February 28, 2019 and $3,872 as at August 31, 2018. Restricted cash as at August 31, 2019 is $6,507 compared to $132,658 as at February 28, 2019 and $37,092 as at August 31, 2018.

Receivables and others as at August 31, 2019 is $35,520 compared to $125,214 as at February 28, 2019 and $32,344 as at August 31, 2018. Receivables and others are sales tax receivable.

Accounts payable and accrued liabilities includes an amount of $94,904 as at August 31, 2019 (February 28, 2019 - $8,236) due to related parties.

Working capital as at August 31, 2019 is $579,082 negative compared to $33,319 as at February 28, 2019 and $3,548 as at August 31, 2018.

(Expressed in Canadian dollars)

ITEM 5 - Capital Resources

Share capital

Authorized and issued: The Company is authorized to issue an unlimited number of common shares. The issued and outstanding common shares are as follows:

	August 31, 2019	February 28, 2019
Shares issued and fully paid:		
Beginning of the year	51 316 042	34 475 576
Private placements	-	16 014 784
Stock options exercised	-	300 000
Warrants exercised	-	525 682
Shares issued and fully paid end of the period	**51 316 042**	**51 316 042**
For each class of share capital:		
The number of shares authorized		Unlimited
The number of shares issued and fully paid		51 316 042
The number of shares issued but not fully paid		Nil
Par value per share, or that the shares have no par value		no par value

At August 31, 2019 the Company had 51,316,042 post-consolidation common shares outstanding. As at February 28, 2019 the Company had 51,316,042 post-consolidation common shares outstanding (see ITEM 3). At the date of this MD&A report the Company had 51,316,042 post-consolidation common shares outstanding.

In order to finance the Company's future development and expansion, management will be seeking to raise additional funds primarily by way of the issuance of common shares from the treasury. The timing and ability to fulfill these objectives will depend on the liquidity of the financial markets as well as the willingness of investors to finance junior exploration companies operating with limited operating history.

Shares issued

a) On December 19, 2017, the Company announced it has completed a private placement financing. Pursuant to the financing, the Company issued 4,636,454 "flow-through" common shares at a price of $0.11 per share for gross proceeds of $510,009.94. All securities issued in connection with the financing are subject to a four-month hold period from the date of issuance in accordance with applicable securities laws. A cash fee was paid to finders representing 6% of the gross proceeds raised in the Financing for a total amount of $30,000.

b) A total of 1,286,747 warrants were exercised during the year ended February 28, 2018. The Company issued 1,286,747 common shares for warrants exercised.

c) On October 17, 2018, the Company announced it has completed a non-brokered private placement financing. Pursuant to the financing, the Company issued 3,900,000 "flow-through" shares at a price of $0.10 per share for gross proceeds of $390,000. In addition, the Company issued 9,714,784 units at $0.07 per unit, for gross proceeds of $680,034.88. Each unit will consist of one common share in the capital of the Company and one common share purchase warrant. Each warrant will entitle its holder to purchase one additional common share at an exercise price of $0.14 for a period of 24 months following the closing date of the private placement. The Company paid aggregate finders' fees consisting of $38,849.09 in cash and 396,571 non-transferrable finders' warrants. Each finders warrant entitles the holder thereof to purchase one Unit at a price of $0.07 per Unit for a period of 24 months from the issue date.

(Expressed in Canadian dollars)

d) On December 21, 2018, Vanadium One announced it has completed a non-brokered private placement financing. Pursuant to the financing, the Company issued 2,400,000 "flow-through" shares at a price of $0.25 per share for gross proceeds of $600,000. There were no warrants attached to this financing and no officers, directors or insiders participated in this private placement. In connection with the financing, the Company paid aggregate finders' fees equal to 5% of the proceeds for a total of $30,000 in cash. All securities issued in connection with the financing are subject to a four-month hold period from the date of issuance in accordance with applicable securities laws. The Company anticipates that the proceeds of the financing will be used to continue its exploration activities at its Mont Sorcier Iron Ore and Vanadium project.

e) A total of 525,682 warrants and 300,000 stock options were exercised during the year ended February 28, 2019. The Company issued 825,682 common shares for warrants and stock options exercised.

The Company recognized a premium on the issuance Flow-through shares in the year in the amount of $261,000 and set up a corresponding liability for this amount. As funds have been expended in the year this liability has been reversed and offset against deferred income tax. At year end the balance of the liability was $31,838.

There were no transactions during the six-month period ended August 31, 2019.

Financings

To date, the following financings have been completed by the Company:

	Gross Proceeds $	**Type of Transaction**
December 21, 2018	600 000	Private Placement
October 2018	1 070 035	Private Placement
December 2017	510 010	Private Placement
February, 2017	1 010 000	Private Placement
December, 2016	300 740	Private Placement
September, 2016	130 000	Debt Settlement
August 2, 2016	384 387	Private Placement
July 27, 2016	158 175	Private Placement
October 7, 2014	49 000	Private Placement
February 18, 2014	32 500	Private Placement
January 3, 2014	142 500	Private Placement
August 30, 2013	100 000	Private Placement
December, 2012	291 250	Private Placement
June, 2011	774 775	Private Placement
August, 2010	54 000	Debt Settlement
July, 2010	600 000	Private Placement
May, 2007	350 000	Initial Public Offering
April, 2007	10 000	Private Placement
February, 2007	50 000	Private Placement

(Expressed in Canadian dollars)

Stock Options

The Company's Stock Option Plan ("the "**Plan**") provides for the issuance of a maximum of 10% of the issued and outstanding common shares at an exercise price equal or greater than the market price of the Company's common shares on the date of the grant to directors, officers, employees and consultants to the Company. The option period for options granted under the Plan is for a maximum period of 5 years. Options granted may vest over certain time periods within the option period, which will limit the number of options that may be exercised. All options are being issued under the terms of the Company's Stock Option Plan which was approved by shareholders at the Company's Annual General and Special Meeting on December 18, 2018. Each stock option is exercisable into one common share of the Company at the price specified in the terms of the option. The stock options activity is summarized below:

	August 31, 2019		**February 28, 2019**	
	Number of Units	Weighted average exercise price	Number of units	Weighted average exercise price
Balance at beginning of year	3 650 000	0,156	2 650 000	0,160
Exercised during the period	-	-	(100 000)	0,120
Exercised during the period	-	-	(200 000)	0,135
Cancelled	-	-	(150 000)	0,200
Granted during the period	1 350 000	0,150	1 450 000	0,150
Balance at end of year	**5 000 000**	**0,154**	**3 650 000**	**0,156**

- On March 12, 2017, the Company announced that 750,000 incentive stock options were granted to Directors, Officers and Consultants of the Company. The options are exercisable at $0.135 per option for a period of 3 years from the date of grant and vest immediately.

  The fair value of the 750,000 stock options at the issue date was $71,608, as calculated using a relative fair value method based on the Black-Scholes option pricing model with the following assumptions: a 36-month expected average life; share price of $0.15; 157% expected volatility; risk free interest rate of 0.50%; and an expected dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the options.

- On October 23, 2018, the Company announced that 1,450,000 incentive stock options were granted to Directors, Officers and Consultants of the Company. The options are exercisable at $0.15 per option for a period of 3 years from the date of grant and vest immediately.

  The fair value of the 1,450,000 stock options at the issue date was $107,840, as calculated using a relative fair value method based on the Black-Scholes option pricing model with the following assumptions: a 36-month expected average life; share price of $0.15; 144% expected volatility; risk free interest rate of 0.50%; and an expected dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the options.

- On March 27, 2019, the Company announced that 1,100,000 incentive stock options were granted to Directors and employees of the Company. The options are exercisable at $0.15 per option for a period of 3 years from the date of grant and vest immediately.

  The fair value of the 1,100,000 stock options at the issue date was $80,664, as calculated using a relative fair value method based on the Black-Scholes option pricing model with the following assumptions: a 36-month expected average life; share price of $0.125; 100% expected volatility; risk free interest rate of 1.50%; and an expected dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the options.

(Expressed in Canadian dollars)

- On March 27, 2019, the Company retains Red Cloud Klondike Strike Inc. to assist the Company with accelerated capital markets outreach and agreed to pay them a fee of $10,000 per month for a six-month period and to grant them up to 250,000 options in the Company exercisable at $0.15 per option for a period of 2 years from the date of grant and vest immediately.

  The fair value of the 250,000 stock options at the issue date was $15,118, as calculated using a relative fair value method based on the Black-Scholes option pricing model with the following assumptions: a 24-month expected average life; share price of $0.125; 100% expected volatility; risk free interest rate of 1.50%; and an expected dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the options.

As at August 31, 2019 stock option issued and outstanding are as follows:

Exercisable	Weighted Average Exercise Price ($)	Expiry dates
1 000 000	0,200	September 2019
650 000	0,120	January 2020
550 000	0,135	March 2020
1 450 000	0,150	October 2021
250 000	0,150	March 2021
1 100 000	0,150	March 2022
5 000 000	**0,154**	

Warrants

The following is a summary of warrants outstanding:

	August 31, 2019		**February 28, 2019**	
	Number of units	Weighted average exercise price	Number of units	Weighted average exercise price
Balance at beginning of the year	12 470 533	0,13	11 707 622	0,21
Warrants expired	(200 494)	0,15	(802 667)	0,12
Warrants expired	(1 439 405)	0,10	(8 416 666)	0,25
Warrants expired	(322 708)	0,12	-	-
Warrants exercised	-	-	(525 682)	0,10
Warrants issued	-	-	9 714 784	0,14
Warrants issued	-	-	793 142	0,07
Balance at end of the year	**10 507 926**	**0,13**	**12 470 533**	**0,13**

(Expressed in Canadian dollars)

The fair value of the warrants was based on the Black-Scholes option-pricing model. The following assumptions were used to value them:

Number of warrants	**1 439 405**	**200 494**	**322 708**	**9 714 784**	**793 142**
Exercise price ($)	0,10	0,15	0,12	0,14	0,07
Expected volatility	50%	50%	50%	144%	144%
Expected warrant life	3 years	2,5 years	2 years	2 years	2 years
Expected dividend yield	N/A	N/A	N/A	N/A	N/A
Risk-free interest rate	0,5%	0,5%	0,5%	0,5%	0,5%

As at August 31, 2019, the outstanding post-consolidation share purchase warrants are as follows:

exercise price	Number outstanding and exercisable	Weighted average remaining contractual life (years)	Expiry
0,14	9 714 784	1,2	October 2020
0,07	793 142	1,2	October 2020
0,13	**10 507 926**	**1,2**	

ITEM 6 - Off-Balance Sheet Arrangement

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

(Expressed in Canadian dollars)

ITEM 7 - Transactions with Related Parties

The Company's related parties include its subsidiaries, key management and their close family members, and others as described below. Unless otherwise stated, none of the transactions incorporate special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash. In addition to share issuances, transactions with related parties were as follows:

For the six-month period ended,	August 31, 2019 $	August 31, 2018 $
Management fees paid to company controlled by an officer	55 000	60 000
Consulting fees paid to a company controlled by an officer	9 000	9 000
Management fees paid to companies controlled by Directors	106 000	-
Expenses reimbursed to a company controlled by an officer	15 661	9 525
Expenses reimbursed to an officer	10 790	-
Share based payments to officers and directors	95 782	-
Geological fees and expenses paid to a director, charged to mineral properties	31 026	-
	323 259	**78 525**

Amounts due from and to the related parties, are a result of transactions with entities controlled by shareholders, officers or directors of the Company. These amounts are non-interest bearing, unsecured and not subject to specific terms of repayment unless stated.

For the three-month period ended,	August 31, 2019 $	August 31, 2018 $
Management fees paid to company controlled by an officer	25 000	30 000
Consulting fees paid to a company controlled by an officer	4 500	-
Management fees paid to companies controlled by Directors	42 000	4 500
Expenses reimbursed to a company controlled by an officer	15 661	-
Expenses reimbursed to a company controlled by a Director	-	-
Expenses reimbursed to an officer	10 622	-
Share based payments to officers and directors	-	-
Geological fees and expenses paid to a director, charged to mineral properties	7 800	-
	105 583	**34 500**

Certain officers and directors of the Company participated in the financing closed on October 17, 2018, purchasing in aggregate 1,378,355 Units.

(Expressed in Canadian dollars)

Amounts payable to related parties included in the accounts payable and accrued liabilities were as follows:

Outstanding balances owing to related parties as at,	**August 31, 2019** $	**August 31, 2018** $
Expenses reimbursed to an officer	37 491	-
Expenses reimbursed to a company controlled by a Director	23 730	-
Consulting fees paid to a company controlled by an officer	8 475	1 695
Amounts payable to a Director for geological fees and expenses	25 208	-
	94 904	**1 695**

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. These amounts include amounts paid to the CEO and CFO of the Company.

ITEM 8 - Proposed Transactions

There are no proposed transactions at this time.

ITEM 9 - Risk Factors

Investment in the Company must be considered highly speculative due to the nature of the Company's business, its formative stage of development, its current financial position and its lack of an earnings record. An investment in any securities of the Company should only be considered by those persons who can afford a total loss of their investment. The following is a summary of the risk factors to be considered:

- Exploration Risks: exploration for minerals is a speculative venture necessarily involving substantial risk.
- Mining Risks: mineral resource exploration and development is a speculative business and involves a high degree of risk.
- Uninsurable Risks: mining operations generally involve a high degree of risk, which it cannot insure or against which it may elect not to insure due to prohibitive costs or otherwise in accordance with standard industry practice.
- Calculation Risks: there is a degree of uncertainty attributable to the calculation of mineral reserves, mineral resources and corresponding grades being dedicated to future production.
- No Assurance to Title or Boundaries: title to the Company's properties may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects.
- Competition: the mineral exploration and mining business is competitive in all of its phases.
- Permits and Licenses: the planned operations of the Company, including mineral exploration and development activities and commencement of production on its properties, require permits from various levels of government.
- Governmental Regulation and Policy Risks: failure to comply with applicable laws, regulations and permit requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.
- Environmental Risks: mineral exploration and development, like many other extractive natural resource industries, is subject to potential risks and liabilities associated with the pollution of the environment and the disposal of waste products.
- Price Volatility of Publicly Traded Securities: in recent years and especially in the recent months, the securities markets in Canada and the United States have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered to be development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies.
- Possible Failure to Realize Anticipated Benefits of Future Acquisitions: the Company may complete acquisitions to strengthen its position in the mineral exploration industry and to create the opportunity to realize certain benefits including, among other things, potential cost savings. Achieving the benefits of any future acquisitions depends, in part, on successfully consolidating functions and integrating operations, procedures and personnel in a timely and efficient manner, as well as the Company's ability to realize the anticipated growth opportunities and synergies from combining the acquired businesses and operations with its own.

- Operational Risks: mineral exploration operations are subject to all the risks and hazards typically associated with such operations, including hazards such as fire, explosion and contaminant spills, each of which could result in substantial damage to mining properties, producing facilities, other property and the environment or in personal injury.

- Substantial Capital Requirements; Liquidity: the Company may have to make substantial capital expenditures for the acquisition, exploration, development and production of mineral resources in the future.

- Issuance of Debt: from time to time the Company may enter into transactions to acquire assets or shares of other Companies. These transactions may be financed partially or wholly through debt, which may increase debt levels above industry standards.

- Dilution: the Company's common shares, including incentive stock options, rights, warrants, special warrants, subscription receipts and other securities to purchase, to convert into or to exchange into common shares of the Company, may be created, issued, sold and delivered on such terms and conditions and at such times as the board of the Company may determine.

- Net Asset Value: the Company's net asset value will vary dependent upon a number of factors beyond the control of the Company's management, including commodity prices.

- Reliance on Management: shareholders of the Company will be dependent on the management of the Company in respect of the administration and management of all matters relating to the Company and its properties and operations.

- Conflicts of Interest: certain of the directors and officers of the Company are also directors and officers of other reporting issuers involved in mineral exploration and development, and conflicts of interest may arise between their duties as officers and directors of the Company, as the case may be, and as officers and directors of such other companies.

- No Dividends: to date, the Company has not paid any dividends, and it is not anticipated that the Company will pay any dividends in the near future.

- Changes in Legislation: it is possible that the Canadian federal and provincial government or regulatory authorities could choose to change the Canadian federal income tax laws, royalty regimes, environmental laws or other laws applicable to mineral exploration companies and that any such changes could materially adversely affect the Company and the market value of the Company securities.

- Early Stage Development Risks: the Company has no history of operations and the Company is in the early stage of development and must be considered a start-up.

- Future Financing Requirements: the Company may need additional financing to continue in business and there can be no assurance that such financing will be available or, if available, will be on reasonable terms.

ITEM 10 - Critical Accounting Estimates

This section is not required as the Company is a Venture Issuer, as the term is defined in National Instrument 51-102.

ITEM 11 - Changes in Accounting Policies

The Company would like to direct readers to its consolidated financial statements for the year ending February 28, 2019 which are incorporated by reference and can be found on the regulator's web site at www.sedar.com.

Future accounting changes

Explanations and descriptions of future accounting changes are presented in Note 6 to the consolidated financial statements for the period ended February 28, 2019.

ITEM 12 - Financial Instruments and Other Instruments

The Company is not a party to any financial instrument, as the term is defined in National Instrument 51-102F1 paragraph 1.14.

(Expressed in Canadian dollars)

ITEM 13 - Capital Structure

The Company is authorized to issue an unlimited number of common shares, where each common share provides the holder with one vote.

As of the date of this Management Discussion and Analysis there were 51,306,042 post-consolidation common shares, 10,507,042 post-consolidation purchase share warrants and 5,000,000 post-consolidation share purchase options, all issued and outstanding.

Outstanding Shares	Warrants & Broker Warrants	Options	Fully Diluted
51 316 042	**10 507 926**	**5 000 000**	**66 823 968**

Consolidation

On September 27, 2016, the Company filed articles of amendment consolidating its common shares on the basis of one (1) new post-consolidation common share for every ten (10) pre-consolidation common shares. The Company's common shares began trading on a post consolidated basis on the Exchange on September 28, 2016. As a result of the consolidation, the Company's outstanding 139,307,795 pre-consolidated common shares were reduced to 13,930,773 post-consolidated common shares. No fractional shares were issued and any fractions of a share were rounded down to the nearest whole number of common shares. The Company's name and trading symbol remained unchanged.

Debt Settlement:

On September 27, 2016, in connection with the Company's effort to restructure, the Company negotiated debt settlement agreements with various creditors. The outstanding debt with the creditors was extinguished through reduction of current debt from approximately $187,778.69 to $130,000 and the issuance of shares on a post-consolidation basis (the "Debt Settlement"). The Company agreed to settle the reduced amount of the debt in exchange for the issuance of an aggregate of 650,000 post-consolidated common shares. The debt settlement was based on a deemed price of $0.20 per share on a post-consolidated basis.

The Company issued the common shares for the Debt Settlement on September 28, 2016.

ITEM 14 - Subsequent events

The Company announced on October 1, 2019, the appointment of Cliff Hale-Sanders as President, Chief Executive Officer (CEO) and Director and Ashley Martin, who has been appointed Chief Operating Officer (COO). These appointments are effective immediately. The Company announced the appointment of Michael Skutezky to the position of General Counsel and Corporate Secretary. In addition, Pierre-Jean Lafleur will be stepping down as a Director of the Company, however, he remains Vice-President, Exploration. Martin Walter, previously CEO and John Priestner, previously President and COO, will remain as Directors of the Corporation.

Readers are encouraged to read and consider the risk factors, which are incorporated in this MD&A, and additional information regarding the Company, the SEDAR website at www.sedar.com.

Signed: *"Cliff Hale-Sanders"*

Cliff Hale-Sanders
President and Chief Executive Officer

Vanadium One Iron Corp.
October 21, 2019
Toronto, Ontario
Canada