

As at December 31, 2018

Management Discussion and Analysis
Year-end and Fourth Quarter, 2018

This Management's Discussion and Analysis ("MD&A") of Eagle Plains Resources Ltd. ("Eagle Plains" or the "Company") is dated April 26, 2019 and provides a discussion of the Company's consolidated financial and operating results for the quarter and year ended December 31, 2018 with comparisons to previous quarters. This MD&A should be read in conjunction with the quarterly consolidated financial statements and accompanying notes and the most recently published annual audited consolidated financial statements and notes.

Business Overview

Eagle Plains Resources Ltd. (EPL: TSX-V) is a junior resource company holding properties in Western Canada for the purpose of exploring for, and the development of mineral resources. Its primary objective is to enhance shareholder value through the acquisition and development of early-stage exploration projects. The Company currently controls over 50 gold, silver, uranium, copper, molybdenum, lead, zinc, gypsum and rare earth ("REE") mineral projects, 4 of which are currently under option agreements with third parties. The Company also provides geological services on its properties optioned to others and properties owned by others through its subsidiary, TerraLogic Exploration Inc. ("TerraLogic").

During the year the Company continued working on compilation and digitizing of data on several Company projects and completed a drilling program on its Iron Range property in BC. The Company, with its option partner, Roughrider Exploration Ltd., completed exploration programs on its Brownell and Olson properties in Saskatchewan. The Company also made a number of land acquisitions to consolidate its land holdings in Saskatchewan, acquiring additional Knife Lake claims and acquiring Schotts Lake claims. During the year the Company entered into option agreements on the Acacia project in BC and the Brownell, Olson and Knife Lake projects in Saskatchewan.

The Company completed a financing in February with gross proceeds of \$980,800. Most notably the Company completed a Plan of Arrangement wherein it transferred its rights to a number of projects in Saskatchewan to Taiga Gold Corp. (See Plan of Arrangement).

The Company's subsidiary, TerraLogic Exploration Inc. had a successful year generating over \$3 million in sales and is anticipating a productive 2019.

Going forward the Company is being selective in which projects it works on with the preservation of capital a continuing consideration.

Plan of Arrangement

On October 23, 2017, the Board of Directors of the Company announced a proposed arrangement to reorganize certain Saskatchewan mineral property assets in an effort to maximize shareholder value. Under the proposed arrangement, mineral properties targeting primarily gold would be transferred into a new company, incorporated under the name Taiga Gold Corp. ("Taiga")

The reorganization was designed to improve the identification and valuation of specific Eagle Plains' properties, to enhance Eagle Plains' ability to divest specific properties through simpler corporate ownership, and to enable Taiga to separately finance and develop its various assets, selectively reducing Eagle Plains' stock dilution. The rationale for the formation of Taiga was to allow for the oversight, direction and financing of the Fisher project (currently under option to SGO Mining Inc., formerly Silver Standard Resources Inc.), the Chico project (currently under option to Aben Resources Ltd), and the Orchid, Leland and SAM projects - all currently owned 100% by Eagle Plains. The formation of Taiga will allow Eagle Plains to continue to focus on its core business model of acquiring and advancing grassroots base- and precious-metal exploration properties.

On February 2, 2018, the Company executed a formal arrangement agreement related to the spin-out (the "Arrangement"). Pursuant to the Arrangement, Taiga will acquire Eagle Plains' interest in Fisher, Chico, Orchid, Leland and SAM properties, not including the NSR's which will remain with Eagle Plains, together with \$300,000 in cash. Each Eagle Plains Shareholder, other than a Dissenting Shareholder, will, immediately after the Arrangement, hold one new common share in the capital of Eagle Plains ("Eagle Plains New Share") and one-half of a common share in the capital of Taiga ("Taiga Share") for each Eagle Plains common share ("Eagle Plains Share") held immediately prior to the Arrangement, where the Eagle Plains New Shares will be identical in every respect to the present Eagle Plains Shares. Eagle Plains will own nineteen point nine percent (19.9%) of the issued and outstanding Taiga Shares upon completion of the Arrangement.

The reorganization was approved by shareholders at a special meeting on April 6, 2018 and received formal approval of the Court of Queen's Bench of Alberta on April 11, 2018. Taiga securities were listed for trading on the CSE on April 30, 2018.

On October 15, 2018, the Company entered into an agreement with Taiga whereby Taiga agreed to purchase the conditional right to be granted in the future, a variable 0.5% to 2.5% net smelter returns royalty ("NSR") relating to any future production at the Fisher gold

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property located in Saskatchewan, which rights were held by Eagle Plains. Eagle Plains received purchase consideration of \$110,000, payable through the issuance of 1,000,000 common shares of Taiga at a deemed price of \$0.11 per share.

Selected Annual Information

Selected annual information from the audited consolidated financial statements for the years ended December 31, 2018, 2017 and 2016 is presented in the table below. The financial data has been prepared in accordance with International Financial Reporting Standards ("IFRS") and is reported in Canadian dollars.

December 31	2018	2017	2016
Operating revenues	\$3,075,511	\$3,107,521	\$2,119,731
Operating loss for the year	(1,445,804)	(870,442)	(968,660)
Profit (Loss) for the year	(437,404)	(39,450)	(461,862)
Net income (loss) per share - Basic	(0.00)	(0.00)	(0.01)
Diluted income (loss) per share	(0.00)	(0.00)	(0.01)
Total assets	7,482,377	6,902,337	6,474,148
Total long term liabilities	-	-	-

Operating revenues fluctuate based on the number of third party option agreements that are in effect and exploration work undertaken on these projects and third party work carried out by TerraLogic.

Profit (loss) for the year can be affected significantly by non-cash expenses such as share-based payments and write down of exploration and evaluation assets, and non-operating income items such as option proceeds in excess of carrying value, impairment charges on investments and gain or losses on sale of investments. Following are items that have had such an effect:

	2018	2017	2016
Share-based payments	\$ 162,281	\$ 182,115	\$ 6,660
Write down of exploration and evaluation assets	322,379	14,298	242,245
Option proceeds in excess of carrying value	81,803	220,000	110,826
Gain (loss) on sale of investments	534,633	492,833	338,091
Reclassification of impairment charges on investments	-	-	20,000

RESULTS OF OPERATIONS - ANNUAL

For the year ended December 31, 2018, the Company recorded a net loss of \$437,404. This compares to a loss of \$39,450 in 2017. The Company recorded a gross profit of \$596,263 (2017 - \$573,029) on geological services and an operating loss of \$1,445,804 (2017 - \$870,442) for the year before other income of \$1,008,400 (2017 - \$830,992).

Revenue

Revenue from exploration services provided by the Company's wholly-owned subsidiary, TerraLogic, on optioned and third party properties was \$3,075,511 (2017 - \$3,107,521) and resulted in a gross profit for geological services of \$596,263 (19.4%) (2017 - \$573,029 (18.4%)). Revenues of \$2,477,834 (2017 - \$2,729,244) in British Columbia, \$343,248 (2017 - \$192,463) in Saskatchewan, and \$254,429 (2017 - \$185,814) in the Yukon/NWT were generated by TerraLogic on third party contracts.

Investment income of \$23,879 (2017 - \$24,532) is comprised of interest earned on deposits.

Other income of \$252,560 (2017 - \$60,456) is comprised of:

- rental income of \$27,272 (2017 - \$29,215)
- operator fees of \$36,877 (2017 - \$nil)
- sale of claims and NSR of \$142,849 (2017 - \$20,000)
- services provided of \$46,536 (2017 - \$12,947)
- loss on US exchange of \$(974) (2017 - \$(1,706))

The Company included in income, option proceeds in excess of carrying value of \$81,803 (2017 - \$220,000). These excess proceeds are the result of shares and cash received pursuant to various option agreements during the year in excess of the carrying value of the respective exploration and evaluation assets.

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RESULTS OF OPERATIONS – ANNUAL - continued

Revenue - continued

The Company sold investments during the year, receiving proceeds of \$540,358 (2017 - \$716,804) with resultant losses on sale recorded of \$534,633 (2017 – gain - \$492,833). The gains are the result of the junior resource market improving but most of the gains are the result of previously recording an impairment write-down on investments that were required by IFRS.

The Company's subsidiary, TerraLogic, has been selling old equipment during the year, receiving proceeds of 33,714 (2017 - \$5,238) with resultant gains on disposal of equipment of \$24,997 (2017 - \$1,143).

The Company included \$81,118 (2017 - \$nil) in income for the premium paid on flow-through shares issued in the year. The premium on flow-through shares represents the estimated premium investors paid for flow-through shares and as the flow-through funds are expended the premium is recognized as other income.

Expenditures

For the year ended December 31, 2018, total geological expenses decreased to \$2,479,248 (2017 - \$2,534,492) in direct relation to the decrease in revenue.

Operating expenses for the year were \$1,530,236 (2017 – \$1,197,162). Administration costs increased due to more wage costs related to GIS projects allocated to administration by TerraLogic, resulting in an increase in wage and related costs of \$101,530 included in administration. Consulting fees of \$75,500 paid to a third party, which were a one-time cost, were also a part of the increase in administration costs. Professional fees increased due to the Company incurring legal and consulting costs of approximately \$159,300 related to the spin-out of Taiga Gold Corp. Public company costs increased by \$11,000 due to the financing completed in February and by \$12,400 for two AGM's held in the year (an additional AGM had to be held for the Taiga Plan of Arrangement).

The Company recorded share-based payments of \$162,281 (2017 - \$182,115) for options granted and/or vested in the year.

The Company wrote down \$322,379 (2017 - \$14,298) of deferred exploration expenditures on properties determined to be impaired as pronounced in IFRS 6. A major factor for the impairment charge was the current economic climate in which there was little capital available for exploration. As a result, fewer planned exploration programs are proposed which causes impairment per IFRS 6 (see note 3(d) in the consolidated financial statements).

A bad debt allowance of \$3,282 (2017 - \$26,512) was recorded in respect of an amount receivable from a former related party. In the prior year, a recovery of bad debts was recorded of \$32,038 due to TerraLogic negotiating share debt settlements of \$15,750 and cash settlements of \$16,325 with respect to amounts receivable from third party companies previously written off.

Liquidity and Financial Resources

At December 31, 2018, the Company had working capital of \$4,671,880 (2017 - \$4,072,443). Working capital increased due to proceeds from securities sold throughout the year and income received on sales by TerraLogic offset by ongoing operating and exploration costs. The increase in working capital, however, is due principally to the receipt of Taiga shares in the year from the Plan of Arrangement. The Company held cash and cash equivalents of \$2,931,285 (2017 - \$3,199,060).

The Company held receivables of \$415,188 (2017 - \$256,060) primarily for work performed by TerraLogic on third party contracts.

At December 31, 2018, the Company held investments comprised of publicly traded securities having a market value of \$1,506,948 (2017 - \$939,533). The increase in investments is due principally to the receipt of Taiga shares in the year from the Plan of Arrangement. Market value is based on closing quoted bid prices for publicly traded shares and may not approximate trading prices at the time of disposition. Management regularly reviews the portfolio and makes decisions for trading based on current market trends and requirements of the Company.

The Company holds term deposits with maturity dates of greater than three months, classified as long-term, in the amounts of \$60,100 (2017 - \$59,736) as reclamation bonds and term deposits of \$271,154 (2017 – \$267,825), included in the cash and cash equivalents balance of \$2,931,285 (2017 - \$3,199,060), for the guarantee of company credit cards. Term deposits classified as cash and cash equivalents are cashable on demand, as long as credit cards are cancelled.

The Company owns its own office facilities and acreage outside of Cranbrook, complete with house, work shop and drill-core logging facility. Revenue is generated from the rental of these facilities when not used in on-going operations.

The Company is committed to incur exploration expenditures of \$7,760 in 2019 to meet the renouncement requirements from the issuance of flow-through shares in February 2018.

The Company has no other long term debt obligations or other commitments for capital expenditures.

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Liquidity and Financial Resources - continued

The Company's continuing operations can be financed by cash on hand and/or the liquidation of marketable securities. Expanded operations or aggressive exploration programs would require additional financing, primarily through the public equity markets, or through joint venture partnerships. Circumstances that could affect liquidity are significant exploration successes or lack thereof, new acquisitions, changes in metal prices and the general state of the equity markets for junior exploration companies. The exploration and development programs of the Company are determined by management with all of the above taken into consideration.

Investments

The Company held public traded securities having a market value of \$1,506,948 (2017 - \$939,533) comprised of common shares of current and former third party optionees, issued to the Company in accordance with the terms of certain option agreements. Management sold investments during the year realizing proceeds of \$540,358 (2017 - \$716,804) with resultant losses on sales recorded of \$534,633 (2017 – gain - \$492,833). The increase in market value is primarily due the receipt of securities in the year.

The Company holds term deposits of \$1,939,187 (2017 - \$1,961,082) for terms of less than 90 days, cashable on demand, and \$271,154 (2017 – \$267,825), for the guarantee of company credit cards, which are cashable on demand, as long as credit cards are cancelled. All are classified as cash and cash equivalents.

During the year the Company:

- a) received 252,500 (2017 – 1,250,000) shares for various option and property purchase agreements in effect with an attributed value of \$36,562 (2017 - \$212,500).
- b) Received nil (2017 - \$262,500) shares for debt settlements on accounts receivable with an attributed value of \$nil (2017 - \$15,750).
- c) purchased nil (2017 - 400,000) shares on the exercise of warrants for \$nil (2017 - \$36,000).
- d) purchased 11,162,716 (2017 – nil) shares for \$300,000 and transfer of certain mineral properties (2017 - \$nil) per the Plan of Arrangement completed in the year by the Company.
- e) received 1,000,000 (2017 – nil) shares for the sale of an NSR with an attributed value of \$110,000 (2017 – \$nil).
- f) received 501,250 (2017 – nil) shares from a Plan of Arrangement completed by Blind Creek Resources Ltd.

The market value is based on closing bid prices for publicly traded shares and may not approximate trading prices at the time of disposition. Management regularly reviews the portfolio and makes decisions for trading based on current market trends and requirements of the Company.

Exploration and Evaluation Assets

The required detailed schedule of Exploration and Evaluation Assets for the year is included in the Company's consolidated financial statements. For details of option agreements on properties refer to Note 7 in the consolidated financial statements.

During the year ended December 31, 2018, the Company made acquisition and exploration expenditures of \$706,369 (2017 - \$577,237) and received option payments of \$116,545 (2017 - \$347,500). As a result of option payments received, the Company recorded in income, option proceeds in excess of carrying value of \$81,803 (2017 – \$220,000). The Company wrote down properties of \$322,379 (2017 - \$14,298) as, per IFRS 6, there were no substantive expenditures on further exploration for and evaluation of mineral resources planned on certain properties at this time. A mineral tax credit claim of \$9,226 (2017 - \$104,461) is being claimed for the year. The Company completed a Plan of Arrangement in April 2018, transferring properties valued at \$217,148 (note 16). As a result of the foregoing, exploration and evaluation assets totaled \$1,163,746 at December 31, 2018, up from \$1,040,871 at December 31, 2017. See Schedule 1 – Exploration and evaluation and Schedule 2 – Acquisition and exploration additions to the consolidated financial statements.

During the year the Company continued working on compilation and digitizing of data on several Company projects and completed adripping program on its Iron Range property in BC. The Company, with its option partner, Roughrider Exploration Ltd., completed exploration programs on its Brownell and Olson properties in Saskatchewan. The Company also made a number of land acquisitions to consolidate its land holdings in Saskatchewan, acquiring additional Knife Lake claims and acquiring Schotts Lake claims. During the year the Company entered into option agreements on the Acacia project in BC and the Brownell, Olson and Knife Lake projects in Saskatchewan.

Following are synopses of current Eagle Plains' properties with activity under option agreements:

British Columbia

Acacia (Au,Ag)

The Acacia Property is located approximately 60 km NE of Kamloops. The 4715 ha property was staked by Eagle Plains in 1999 covering a fertile stratigraphic package that hosts a number of base- and precious-metal deposits. The claims are owned 100% by Eagle Plains with no royalties or other encumbrances. Access is by a network of all-weather logging and historical roads.

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Exploration and Evaluation Assets - continued

Acacia (Au,Ag) - continued

Project Highlights

- Adjacent to the past producing Homestake and Samatosum Mines
- Numerous high-grade showings, geochemical and geophysical anomalies
- Excellent geology/alteration favorable for polymetallic VMS deposits
- Excellent infrastructure including numerous forestry roads and nearby hydro & rail
- Encouraging exploration to date

On January 11, 2018, the Company executed an option agreement with CRC Minerals Inc. (a private B.C. company), ("CRC") whereby CRC may earn up to a 75% interest in the Acacia property located in central British Columbia. The property area has been held by Eagle Plains since 2001 and carries no underlying royalties or encumbrances. Under terms of the agreement, CRC may earn a 60% interest by completing \$2,500,000 in exploration expenditures, make cash payments totalling \$250,000 and issue 1,000,000 voting-class common shares to Eagle Plains over 5 years. To increase its earn-in interest to 75%, CRC agrees to make a one-time election within 90 days of exercising the First Option in full, by committing to the completion of a bankable feasibility study within a 5-year period following this election. On August 7, 2018, the agreement was amended whereby the dates that option commitment expenditures were required were extended by one year in exchange for an additional 100,000 shares of CRC once listed.

The Acacia property is considered to have excellent potential for hosting volcanogenic massive sulphide ("VMS") deposits. These deposits typically contain both base and precious metals, and occur in clusters and/or stacked lenses. The property covers a fertile stratigraphic assemblage which hosts a number of nearby, on-strike base and precious-metal VMS deposits including the Rea Gold, K7, Twin 3 and past-producing Samatosum Mine, located approximately 2.5 km northwest of current property boundary. Past drilling within target stratigraphy northwest of current property boundary returned values from trace quantities up to 10.6 g/t Au, 335.3 g/t Ag, 3.13 % Zn, 2.74% Pb, and 0.55% Cu over 2.37 m. *Management cautions that past results or discoveries on proximate land are not necessarily indicative of the results that may be achieved on the Acacia property.*

A comprehensive compilation and target generation exercise was completed by Eagle Plains in early 2017 which included 13,461 soil, 1023 rock and 51 silt samples, 45 trenches, 26 drill-holes and numerous geological and geophysical surveys from past operators Homestake Minerals, Omni Resources, Falconbridge Copper and Esso Minerals.

CRC intends to carry out fieldwork on the property during 2019, with budgets and program scope to be determined.

Coyote Creek (Gypsum)

The 2,048 hectare property is located approximately 50 km NE of Cranbrook, BC. The claims were acquired to cover a package of black shales and carbonates associated with highly-elevated base- and precious-metal geochemistry and a number of gypsum occurrences.

On July 1, 2014, the Company entered into an agreement with Secure Minerals Inc. (subsequently amalgamated with Secure Energy (Drilling Services) Inc.) ("Secure"), whereby Secure will reserve the exclusive option over a five year period to purchase the Coyote Creek mineral tenures. In order to exercise the option and acquire a 100% interest in the property Secure is required to make cash payments totaling \$250,000 over the five year period plus a production royalty on material extracted. All payment commitments have been met to date.

Donna (Au,Ag,Cu,Mo)

The Donna Property is located in south central British Columbia approximately 63 km east of Vernon and is accessed by a network of well-maintained logging roads. The 9,421 ha project was acquired in 2016 by way of agreement with ALX Uranium Corp. and is 100% controlled by Eagle Plains with an underlying 2% NSR. The project area is considered to hold good potential to host intrusive-related gold mineralization. The most recent drilling on the property returned intercepts of up to 2.0 m of 8.72 g/t gold.

On January 24, 2019, the Company executed an option agreement with 1149781 BC Ltd. (a private B.C. company) ("1149781") whereby 1149781 may earn up to a 60% interest in the Donna property. Under terms of the agreement, 1149781 may earn up to a 60% interest by completing exploration expenditures of \$3,000,000, making cash payments of \$250,000 and issuing 1,000,000 voting class common shares to EPL over a 5 year period.

Geology

The Property is underlain by a sequence of marine sediments comprising carbonaceous black argillite, limestone, and volcanic rocks of an unassigned unit of Permian – Lower Triassic age. The Dona showing lies within a sill-like diorite plug which intrudes NW trending, interbedded limy argillite and tuffs. The diorite is fine- to medium-grained, equigranular and forms a NW striking elongate pluton. It is partially conformable with the enclosing metasedimentary rocks. Fine-grained biotite-rich diorite commonly occurs as narrow dykes cutting both sedimentary rocks and hornblende diorite. Small equigranular, medium grained granite dykes have been recognized to the west of the hornblende diorite body. The age of these intrusive rocks and their relationship, if any, to the mapped Spruce Grove Batholith to the south is unknown.

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Exploration and Evaluation Assets - continued

British Columbia - continued

Donna Project (Au,Ag,Cu,Mo) – continued

Project Highlights

- Underexplored intrusion-related gold targets with drill results of 2.0m @ 8.7 g/t Au
- Encouraging exploration to date including mineralized drill intercepts
- Numerous mineralized occurrences potentially related to a larger system
- Untested high-priority targets with coincident geochemical and geophysical anomalies
- Excellent infrastructure – road-accessible, nearby hydro, railhead within 50km, 97 km to Vernon

2017 exploration work includes a recently-completed comprehensive compilation of all historical work to create a GIS database consisting of rock, soil, silt, till, trench and drill-hole results within and adjacent the property area. Precision GeoSurveys of Vancouver completed a 470 line-km helicopter-supported magnetometer survey over the property in order to better understand the geology and identify potential zones of mineralization in proximity to the Dona prospect. Preliminary results from this work have been received and will aid in exploration of the property.

Saskatchewan

Brownell Lake (Cu,Zn,Au)

The Brownell Lake Project, located approximately 100km east of La Ronge and 75km south of SSR Mining's Seabee Gold Operation, is host to regionally-sheared, highly-strained meta-volcanic rocks which are considered to be prospective for volcanogenic massive sulphide ("VMS") mineralization. The claims are 100% owned by Eagle Plains with no underlying royalties or encumbrances. Highlight drilling results include 3.35 m of 0.48% Cu, 2.28% Zn, 1.46 g/t Au; 2.2 m of 6% Zn; and 20.5 m of 0.49% Cu. Historic work has delineated a 2600m mineralized EM/magnetic anomaly, with an additional 1700 m of prospective magnetic anomaly that remains untested by electromagnetics and diamond drilling.

Project Highlights

- Excellent geology favourable for poly-metallic deposits
- Significantly underexplored with encouraging early results
- Mineralization open in both directions along strike and to depth
- Encouraging exploration to date including multiple mineralized drill intercepts
- Multiple untested geophysical anomalies associated with mineralization

On June 8, 2018, the Company executed an option agreement with Roughrider Exploration Ltd. ("Roughrider") whereby Roughrider may earn up to an 80% interest in the Brownell Lake exploration property. Under the terms of the Brownell Lake Option Agreement, Eagle Plains will grant Roughrider the right to acquire up to an 80% interest in and to Brownell Lake (subject to a 2% NSR) by making aggregate cash payments of up to \$2,500,000 and incurring exploration expenditures of up to \$7,000,000 over a period of up to six years as follows:

To earn an initial 60% interest:

- aggregate cash payments of \$500,000 on or before March 31, 2022 and aggregate exploration expenditures of \$3,000,000 on or before December 31, 2021

To earn an additional 20% interest (total 80%):

- additional \$2,000,000 cash payment (\$2,500,000 total) and an additional \$4,000,000 in exploration expenditures (\$7,000,000 total) within 2 years of the date of election to exercise the initial option

The Company and its option partner commenced a field exploration program in June 2018 and completed in October 2018. Work consisted of re-logging and sampling of historic drill core, a 15 line-km VLF-EM geophysical survey, soil geochemical sampling, prospecting and geological mapping and sampling. Results are pending.

On February 28, 2019, the Company received notification from Roughrider that they are terminating the option agreement.

Chico (Au)

On December 9, 2016, the Company entered into an option agreement with Aben Resources Ltd. ("Aben") whereby Aben has the exclusive right to earn an undivided 80% interest in the Chico Gold Project located in Saskatchewan and south of SSR Mining Inc.'s Seabee/Santoy mine complex. Aben may earn an initial 60% interest by incurring \$1,500,000 in exploration expenditures, issuing 1,500,000 common shares and making cash payments totalling \$100,000 over 4 years. Upon earning this 60% interest, Aben may elect to exercise a second option to earn a further 20% interest by incurring an additional \$2,000,000 in exploration expenditures, issuing 1,000,000 common shares, and making \$50,000 cash payments within two years of the date of election.

On April 11, 2018, the Company transferred the property to Taiga Gold Corp. pursuant to the Plan of Arrangement completed on this date.

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Exploration and Evaluation Assets - continued
British Columbia - continued

Fisher Gold Project (U, Au)

On October 5, 2016, the Company entered into an option agreement with Silver Standard Resources Inc. (subsequently renamed SGO Mining Inc.) ("SGO") whereby SGO could earn up to a 80% interest in the property, located in Saskatchewan. To earn a 60% interest over four years, SGO agreed to complete \$4,000,000 in exploration expenditures, make an initial cash payment to Eagle Plains of \$100,000 and make annual cash payments of \$75,000 (the October 2017 payment has been received). SGO also agreed to fund the \$400,000 2016 exploration program by Eagle Plains, which will be included in the \$4,000,000 exploration expenditures.

Once the 60% earn-in has been completed, SGO has a 90-day, one-time option to earn an additional 20% interest (for a total of 80%) by making a cash payment of \$3,000,000 to Eagle Plains, at which time an 80/20 joint-venture will be formed to further advance the property. Eagle Plains will retain a Net Smelter Return ("NSR") ranging from 0.5% to 2.0% depending on the location of the claims as set out in the agreement, subject to reduction on certain claims by underlying NSR agreements. Eagle Plains' NSR may be reduced by 1% at any time upon payment of \$1,000,000 by the joint venture. In addition, Eagle Plains will receive advance royalty payments of \$100,000 annually from the joint venture until commencement of commercial production.

On April 11, 2018, the Company transferred the property to Taiga Gold Corp. pursuant to the Plan of Arrangement completed on this date.

The Company entered into an agreement with Taiga Gold Corp. ("Taiga") (a company related through certain common directors) whereby Taiga agreed to purchase the conditional right to be granted in the future, a variable 0.5% to 2.5% net smelter returns royalty ("NSR") relating to any future production at the Fisher gold property located in Saskatchewan which rights were held by Eagle Plains. The NSR will be granted pursuant to the option agreement dated effective October 5, 2016 between Eagle Plains and Silver Standard Resources Inc. (whose rights and interests therein were assigned by Silver Standard Resources Inc. to Claude Resources Inc. (which subsequently changed its name to SGO Mining Inc.)), as amended by an amending agreement dated January 22, 2018 and by an agreement dated as of October 15th, 2018 (the "Option Agreement"). Eagle Plains will receive purchase consideration of \$110,000, payable through the issuance of 1,000,000 common shares of Taiga at a deemed price of \$0.11 per share. This NSR transaction follows the plan of arrangement effective April 12, 2018 whereunder Taiga was spun-out of Eagle Plains, and is an exempt 'related party transaction' under Multilateral Instrument 61-101.

Knife Lake (Au, Cu)

On January 31, 2018, the Company acquired by staking and purchase, a significant block of claims that cover a regional VMS target area centered northwest of Fliin Flon, Manitoba. The recently staked claims consist of 85,197 ha surrounding the historic Knife Lake Cu-Zn-Au-Ag-Co VMS deposit, which saw extensive exploration from the late 1960's to the 1990's, with the last documented work program completed in 2001 (see EPL news release December 6, 2017). The recently-staked claims are 100% owned by Eagle Plains and carry no underlying royalties or encumbrances with the exception of two mineral claims that carry a 1% NSR.

Eagle Plains also purchased 2 dispositions in January 2018 comprising 1821.7 ha located adjacent to and directly west of the Knife Lake deposit from C. Knudsen, an arms-length third-party. Consideration for this purchase is \$1,093 cash and 125,000 voting class common shares of Eagle Plains. Mr. Knudsen will retain a 1% NSR which may be purchased by Eagle Plains at any time.

On October 31, 2018, the Company executed an agreement to grant an option to Rockridge Resources Ltd. ("Rockridge") whereby Rockridge may earn a 100% interest in the Knife Lake property located in north eastern Saskatchewan. Under terms of the agreement, Rockridge may earn a 100% interest by making a cash payment of \$150,000, issue up to 5,250,000 voting-class common shares to Eagle Plains and incur exploration expenditures totalling \$3,250,000 over a period of up to four years. The Knife Lake Project has a drill permit in place and Rockridge is planning for an initial diamond drill program in early 2019.

Project Highlights

- Host to shallow VMS mineralization with a historic resource* and potential for structural repeats
- Excellent regional geology highly prospective for VMS mineralization
- Untested regional geophysical targets with potential for VMS style mineralization
- Significantly underexplored region with encouraging early results
- High-voltage Hydro Transmission line located 8km south of property

**Eagle Plains' management considers the mineral resource estimates to be historical in nature and cautions that a Qualified Person has not done sufficient work to classify the historical estimates as current mineral resources or mineral reserves in accordance with National Instrument 43-101. These estimates do not comply with current definitions prescribed by National Instrument 43-101 or the Canadian Institute of Mining, and are disclosed only as indications of the presence of mineralization and are considered to be a guide for additional work. The historical models and data sets used to prepare these historical estimates are not available to Eagle Plains, nor are any more recent resource estimates or drill information on the Property.*

Olson Lake (Au)

The Olson project, located approximately 100km east of La Ronge and 80km south of SSR Mining's Seabee Gold Operation, is host to regionally-sheared, highly-strained meta-volcanic rocks which are considered to be prospective for orogenic gold

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Exploration and Evaluation Assets - continued

Saskatchewan - continued

Olsen Lake (Au) - continued

mineralization. The claims are 100% owned by Eagle Plains with no underlying royalties or encumbrances. The Olson project area is host to 29 mineral occurrences defined by historical geological mapping, prospecting, trenching, and 4700 m of diamond drilling. Drilling has intersected 7.5 m of 2.07 g/t Au including 13.00 g/t Au over 0.65 m and grab samples of up to 105.52 g/t Au. The project is underexplored, with known gold occurrences open at depth and along strike.

Project Highlights

- Excellent geology highly prospective for orogenic gold and VMS mineralization
- Mineralization open in both directions along strike and to depth
- Encouraging exploration to date including multiple mineralized drill intercepts
- Prospective geophysical and geologic targets based on known mineralization are underexplored
- Historic success targeting gold mineralization on IP-R anomaly

On June 8, 2018, the Company executed an option agreement with Roughrider Exploration Ltd. ("Roughrider") whereby Roughrider may earn up to an 80% interest in the Olson exploration property located east of La Ronge, Saskatchewan. Under the terms of the Olson Option Agreement, Eagle Plains will grant Roughrider the right to acquire up to an 80% interest in and to Olson (subject to a 2% NSR) by making aggregate cash payments of up to \$2,500,000 and incurring exploration expenditures of up to \$7,000,000 over a period of up to six years as follows:

To earn an initial 60% interest:

- aggregate cash payments of \$500,000 on or before March 31, 2022 and aggregate exploration expenditures of \$3,000,000 on or before December 31, 2021

To earn an additional 20% interest (total 80%):

- additional \$2,000,000 cash payment (\$2,500,000 total) and an additional \$4,000,000 in exploration expenditures (\$7,000,000 total) within 2 years of the date of election to exercise the initial option

The Company and its option partner commenced a field exploration program in June 2018 and completed in October 2018. Work completed on the property was carried out in 2 phases, with a second-follow-up program conducted following receipt of encouraging results from Phase 1. Exploration work consisted of geological mapping and prospecting and the collection of a total of 862 soil samples and 131 rock samples. Phase 1 results reported a strong, continuous multi-element soil geochemical anomaly outlined over a distance exceeding 1.0 km, with numerous samples returning values of over 1.0 g/t gold. This newly-discovered anomalous zone is coincident with historical airborne geophysical (EM and magnetic) features reported by past operators. Numerous high grade gold values were returned from rock samples collected from both documented occurrences and newly discovered showings outlined during 2018. Representative rock samples ranged from trace values to highs of 45.1 g/t Au; with notable samples returning 8.2 g/t Au, 9.8g/t Au, 13.0 g/t Au and 16.9 g/t Au from various occurrences reported over a 3 km² area. Phase 2 results are pending.

On February 28, 2019, the Company received notification from Roughrider that they are terminating the option agreement.

Following are synopses of current Eagle Plains' properties with activity but not under option agreements:

British Columbia

Iron Range (Au,Ag,Pb,Zn)

The Iron Range Property is located in SE British Columbia 1 km NE of the town of Creston. This 70,473 ha property overlies the same Lower/Middle Aldridge Formation stratigraphy that hosts the world-class Sullivan sedimentary-exhalative ("SEDEX") deposit which contained 160 million tons grading 12% Pb/Zn and 67 g/t Ag. Located in Kimberley, the Sullivan had a mineable lifetime of 92 years and contained metal value in present dollars exceeding \$35 billion. The Iron Range property is owned 100% by Eagle Plains Resources with a 1% underlying NSR.

Infrastructure on the property is excellent. A well-developed transportation and power corridor transects the southern part of the property, where a high-pressure gas pipeline and a high-voltage hydro-electric line follow the CPR mainline and Highway 3 South. The rail-line provides efficient access to the Teck smelter in Trail, B.C.

The Iron Range property covers a deep-seated regional fault known as the Iron Mountain Fault Zone (IMFZ) which contains significant iron oxide and iron sulphide mineralization. The Iron Range was originally staked in 1897 and was covered by Crown Grants held by Cominco and the CPR. When the grants reverted in 1999 Eagle Plains immediately staked the ground. Past work by Cominco, focused on defining the considerable iron resource, consisted of trenching and very shallow (20 m depth) diamond-drilling in a small area along the IMFZ.

Since acquisition, Eagle Plains' efforts have focused on exploring for both sedimentary-exhalative ("SEDEX") Ag-Pb-Zn and iron-oxide-copper-gold ("IOCG") mineralization.

December 31, 2018

Exploration and Evaluation Assets - continued

British Columbia - continued

Iron Range (Au,Ag,Pb,Zn) - continued

Prior to the acquisition and initial involvement of Eagle Plains in 2001, the property had seen little systematic exploration for other than iron resources known to exist on the property since the late 1800s. Since 2001, Eagle Plains and its partners have completed over 21,000 in diamond drilling in 80 holes, collected 4,400 line-km of airborne and surface geophysical data and analysed over 20,000 soil geochemical samples, 600 rock samples and 5,749 drill core samples.

Management of Eagle Plains consider the Iron Range project to hold excellent potential for the presence of both iron-oxide copper-gold ("IOCG") and Sullivan-style lead-zinc-silver sedimentary-exhalative ("sedex") mineralization. The Sullivan Mine was discovered in 1892 and is one of the largest sedex deposits in the world. Over its 100+ year lifetime, Sullivan produced almost 300 million ounces of silver, 36 billion pounds of lead, zinc and other associated metals, collectively worth over \$40B at current metal prices. *Management cautions that past results or discoveries on proximate land are not necessarily indicative of the results that may be achieved on the Iron Range property.*

The Iron Range Property contains over 50 km strike-length of the 90 km long IMFZ: a N-S striking fault corridor with an E-W extent of up to 3 km. The central core of the IMFZ outcrops as hydrothermal breccia up to 150 m wide containing iron oxide and iron sulphide mineralization. The IMFZ also cross-cuts the Proterozoic Lower – Middle Aldridge Formation ("LMC"), which is the stratigraphic host for the world-class Sullivan deposit.

The Talon/Canyon Zone has been the focus of the majority of exploration efforts where drilling has intersected Ag-Au-Pb-Zn sulphide/sulphosalt mineralization typical of an intermediate sulphidation epithermal system. Mineralization is hosted in a steeply west dipping shear zone located approximately 400 m west of the IMFZ.

Sample Type	Results	Description of mineralization
Drill	14m* @ 5.1 g/t Au, 1.86% Pb, 2.1% Zn, 75.3 g/t Ag	massive sulphide
Drill	56.5m* @ 1.9 g/t Au, 0.44% Pb, 0.59% Zn, 21.5 g/t Ag	disseminated to net-textured mineralization
Drill	2m* @ 12.8 g/t Au, 4.18% Pb, 5.06% Zn, 122.5 g/t Ag	massive-sulphides then truncated by a fault

* the intersections are not representative of true thickness

At the Golden Cap/O-Ray Zone drilling intersected high-grade Au-Ag in a strongly altered shear-zone in the hanging wall of the IMFZ.

Sample Type	Results	Description of mineralization
Drill	7m of 51.5 g/t Au, 2.4 g/t Ag	strongly altered shear-zone of the IMFZ

* the intersections are not representative of true thickness

Exploration at the Car Zone has determined that the style of mineralization, geologic and tectonic settings are similar to the Sullivan deposit. Geochemically anomalous sedimentary fragmentals are coincident with a broad elongate geophysical anomaly are the focus of ongoing exploration efforts.

In 2017, a drill targeting model was developed integrating historical drill results, surface mapping, structural interpretation and 3-D induced polarization geophysics. Three targets were identified, one of which was downplunge of the known body of mineralization discovered at the Talon Zone in 2010.

In June 2018, a two-hole drill program was conducted to test the targets developed in 2017 and extend the Talon structural zone. The first hole successfully intersected the Talon zone approximately 275m downplunge of the 2010 discovery area and 500 m below where the zone outcrops at surface. Anomalous, but not economically significant gold-silver plus or minus lead-zinc values were encountered at several intervals. The drill hole confirmed the structural geologic model and the effective nature of induced polarization surveys to delineate the shear zone. The second drill hole was designed to test an IP chargeability anomaly and coincident soil anomaly southeast of the Talon zone and intersected a zone of weakly anomalous mineralization interpreted to be a fault-offset or subparallel splay of the Talon zone. A third anomaly located approximately 1km to the northwest and at an interpreted depth of approximately 500m is permitted and drill ready but remains untested.

All components of future exploration programs are scalable, and will be revised according to available budget resources and exploration goals.

Slocan Graphite Project (Graphite)

The Company acquired by staking a high-quality graphite project in April 2018. The 711 ha, road-accessible Slocan Graphite Project is located approximately 32km northeast of Nelson, British Columbia and is owned 100% by Eagle Plains with no underlying royalties

December 31, 2018

British Columbia - continued

Slocan Graphite Project (Graphite) - continued

or encumbrances. The property hosts several large flake graphite-bearing outcrops and float occurrences known as the Tedesco Zone, which is interpreted to extend over 2.0km.

Graphite is a naturally occurring form of carbon and is an excellent conductor of both electricity and heat. It is becoming increasingly important as a critical strategic component in advancing alternative energy solutions including wind and solar power, hybrid vehicles and other alternative energy uses. It is also a mainstay of the steel production industry. Canada is currently ranked as the 5th largest supplier of graphite.

The Slocan Graphite Project benefits from excellent infrastructure including a high-voltage transmission line within 1.2 km of the property boundaries, an extensive network of forestry roads on and around the property, and an existing graphite processing plant and facilities located 1.5 km west of the property, owned by Eagle Graphite Corporation.

Eagle Plains geologists are of the opinion that the high-quality, large flake character of the graphite mineralization found to date, spatial extent of conductivity from the 2010 airborne EM survey, minimal historic exploration activity, excellent proximity to infrastructure and the favorable economic outlook for graphite as a strategic commodity make Slocan Graphite a compelling project for continued exploration.

Saskatchewan

Schotts Lake (Cu, Zn)

On September 12, 2018, the Company acquired by staking, a block of claims that cover the historic Schotts Lake Cu-Zn VMS deposit. The claims cover an area of 1160ha and are located approximately 40 km northwest of Flin Flon, Manitoba. The claims are 100% owned by Eagle Plains and carry no underlying royalties or encumbrances.

The Schott's Lake deposit is interpreted to be a typical exhalative massive sulphide zone. The mineralized zone has an average thickness of 20.4m, is overturned and lies on the eastern limb of a major north-easterly plunging fold.

A number of different historical resources have been estimated for the Schott's Lake Deposit (SMDI 0320). They range from 925,000 tons averaging 0.64% Cu, 1.16% Zn (Hudson Bay Exploration and Development 1954) to 4.5 million tonnes of 0.41% Cu, 1.26% Zn (Aur Resources 1998). The most recent resource estimate was by Aur in 2003 who estimated a Geological Resource of 1,985,850 tonnes grading 0.61% Cu and 1.35% Zn. *Eagle Plains' management considers these estimates to be historical in nature and cautions that a Qualified Person has not done sufficient work to classify the historical estimates as current mineral resources or mineral reserves in accordance with National Instrument 43-101.*

NSR Royalties

Eagle Plains holds valuable royalties on a number of projects in western Canada covering a broad spectrum of metals and industrial mineral projects including gold, silver, base-metals, uranium, diamonds and gypsum.

On December 13, 2018, Eagle Plains completed a tri-party agreement with Tarku Resources Ltd. and Denison Mines Corp. whereby Denison Mines has purchased the 1,334 hectare Virgin River property which is contiguous with Denison's South Dufferin Project located immediately south of the Athabasca Basin in northern Saskatchewan. As per the terms of the agreement, Denison will reserve in Eagle Plain's favour a 2% Net Smelter Return ("NSR") royalty on all future production relating to the disposition. This royalty can be reduced at any time to a 1% NSR royalty by paying Eagle Plains \$1,000,000.

Financing

On February 8, 2018, the Company closed a brokered and non-brokered public offering. The financing was offered to arms-length and non-arm's length investors and was comprised of 2,084,000 non-flow-through units and 2,350,000 flow-through units for a total issuance of 4,434,000 shares and gross proceeds of \$980,800. Non-flow-through units were sold at a price of \$.20 per unit, each unit consisting of a non-flow-through common share and one non-flow-through common share purchase warrant, each whole warrant exercisable at \$.40 for a 24 month period. Flow-through units were sold at a price of \$.24 per unit, each unit consisting of a flow-through common share and a non-flow-through common share purchase warrant, each whole warrant exercisable at \$.40 for a 24 month period. All issued securities are subject to a hold period expiring June 8, 2018.

The Company was involved in the following related party transactions during the year:

- (a) The Company was related to Apex Diamond Drilling Ltd. ("Apex") through ownership of 10% of the shares of Apex. At December 31, 2018 and 2017 Eagle Plains' interest in Apex is as follows:

December 31, 2018

Transactions with Related Parties

	2018	2017
Shareholder loan, interest free, no specific terms of repayment	\$ -	\$ 20,000
Shares in Apex	-	20
	\$ -	\$ 20,020

In September 2018, the shares were redeemed by Apex for \$100,000 and the shareholder loan was repaid.

- (b) The Company was related to Omineca Mining and Metals Ltd. (“OMM”) through common directors until May 11, 2017. During the year the Company had the following transactions with the related company:

	2018	2017
Administrative services provided by EPL and TL	\$ -	\$ 9,833
Investor relations services provided by EPL	-	9,400

At December 31, 2018, \$148,915 (2017 - \$148,887) is included in accounts receivable. The Company recorded an allowance for lifetime expected credit losses of \$148,915 (2017 - \$147,130) in respect of the amount receivable from OMM.

- (c) The Company is related to Taiga Gold Corp. (“Taiga”) through common directors. During the year the Company had the following transactions with the related company:

	2018	2017
Administrative services provided by EPL	61,112	-
Costs reimbursed to EPL	138,920	-
Exploration services provided by EPL	236,933	-
Share of proceeds from EPL options exercised	(13,880)	-

At December 31, 2018, \$47,914 (2017 - \$nil) is included in accounts receivable.

- (d) Included in professional fees is \$125,714 (2017 - \$38,140) paid or accrued for legal fees to a law firm of which one of the directors, Darren Fach, is a partner. At December 31, 2018, \$nil (2017 - \$9,141) is included in accounts payable and accrued liabilities.

- (e) Compensation to key management

Compensation to key management personnel in the year:

	2018	2017
Administration expenses		
Management fees	\$ 112,500	\$ 142,167
Wages and benefits	99,884	102,878
Professional fees	47,000	44,400
Share-based payments	56,541	114,166
	\$ 315,925	\$ 403,611

- (f) Included in administration expenses is \$112,500 (2017 - \$142,167) paid or accrued for management services to a company owned by a director and officer of the Company.
- (g) Included in administration expenses is \$99,884 (2017 - \$102,878) paid or accrued for wages and benefits to a director and officer of the Company.
- (h) Included in professional fees is \$47,000 (2017 - \$44,400) paid or accrued for accounting services to a director and officer of the Company.
- (i) On February 19, 2018, the Company granted 570,000 (2017 – 1,250,000) options, with exercise prices of \$0.25 (2017 - \$0.30 and \$0.20) and expiry dates of February 19, 2023 (2017 - March 13, 2022 and June 15, 2022), to directors of the Company and recorded share-based payments of \$56,541 (2017 - \$114,166).

All related party transactions in the normal course of business have been measured at the agreed upon exchange amounts, which is the amount of consideration established and agreed to by the related parties. Amounts due to/from the related parties are non-interest

December 31, 2018

Transactions with Related Parties – continued

bearing, unsecured and have no fixed terms of repayment unless otherwise specified.

Disclosure of Management Compensation

The Company has standard compensation agreements with certain Officers to pay a total of \$25,167 (2017 - \$25,167) per month as compensation for services as an officer of the Company. Payments, including bonuses, totaling \$265,396 (2017 - \$289,060) were paid out in the year. Management had been on 3-day and 4-day per week work schedules as a cost saving measure for 2017, returning to full time June 2017.

The Company has a Stock Option Plan (the “Plan”) to provide an incentive for directors and officers of the Company to directly participate in the Company’s growth and development by providing them with the opportunity through options to purchase common shares to acquire an increased financial interest in the Company. At the discretion of the Corporate Governance and Compensation Committee (“CGCC”) options are granted to individuals taking into account the Company’s long-range objectives, comparing and matching in most cases option grants and holdings for similar positions in the comparator group, and previous grants to such individuals.

Summary of Quarterly Results

Year Quarter	2018 Dec 31	2018 Sep 30	2018 Jun 30	2018 Mar 31	2017 Dec 31	2017 Sep 30	2017 Jun 30	2017 Mar 31
Revenues ¹	\$597,749	\$1,874,420	\$279,970	\$323,372	\$1,060,192	\$1,036,251	\$647,887	\$363,191
Investment Income	6,524	4,333	6,375	6,647	7,169	6,312	5,419	5,632
Gain (loss) on sale of investments ²	99,980	340,903	16,230	77,520	155,003	152,843	15,849	169,138
Net Profit (Loss) ³	(511,359)	805,785	(231,457)	(500,373)	(244,015)	392,067	(68,405)	(119,097)
Earnings (Loss) per Share - Basic	(0.01)	0.01	(0.00)	(0.01)	(0.00)	0.00	(0.00)	(0.00)
Diluted earnings (loss) per share	(0.01)	0.01	(0.00)	(0.01)	(0.00)	0.00	(0.00)	(0.00)
Assets	7,482,377	8,237,926	8,447,060	7,591,499	6,902,337	7,603,488	7,402,511	6,646,322

¹Revenues

Revenues per quarter vary depending on the level of exploration activity on projects held by Eagle Plains and under option to third parties and independent projects contracted by TerraLogic.

²Gain (loss) on sale of investments

Sales of investments occur throughout the year as determined by management based on market conditions and corporate developments.

³Net Profit (Loss)

Profit (loss) for the quarter can be affected significantly by non-operating expenses such as share-based payments, write down of exploration and evaluation assets, depreciation and non-operating income items such as option proceeds in excess of carrying value, impairment charges on investments and gain or losses on sale of investments.

- The loss in Mar 31, 2017 includes share-based payments of \$120,366 and gain on sale of investments of \$169,138.
- The loss in Jun 30, 2017 includes share-based payments of \$57,867, income for option proceeds in excess of carrying value of \$135,000 and gain on sale of investments of \$15,849.
- The net profit in Sep 30, 2017 includes gains on sale of investments of \$152,843 and disposition proceeds on exploration and evaluation assets of \$185,000 and a recovery of bad debts of \$32,028.
- The loss in Dec 31, 2017 includes share-based payments of \$1,941, a write down of exploration and evaluation assets of \$14,298 and gain on sale of investments of \$155,003.
- The loss in Mar 31, 2018 includes share-based payments of \$152,995, gain on sale of investments of \$77,520 and premium on flow-through shares of \$4,759.
- The loss in June 30, 2018 includes share-based payments of \$3,095, gain on sale of investments of \$16,230, premium on flow-through shares of \$61,326 and gain on sale of equipment of \$24,279.
- The income in Sep 30, 2018 includes share payments of \$3,095, option proceeds in excess of carrying value of \$35,313, gain on sale of investments of \$340,903 and premium on flow through shares of \$8,208.
- The loss in Dec 31, 2018 includes share-based payments of \$3,096, write down of exploration and evaluation assets of \$322,379, option proceeds on excess of carrying value of \$46,490, gain on sale of investments of \$99,980 and premium on flow-through shares of \$6,825.

RESULTS OF OPERATIONS – Fourth Quarter

For the quarter ended December 31, 2018, the Company recorded a net loss of \$511,359 compared to net loss of \$244,015 in 2017.

Revenue

Revenue from exploration services provided by the Company’s wholly-owned subsidiary, TerraLogic Exploration Inc., on optioned and third party properties was \$597,749 (2017 - \$1,060,192) and resulted in a gross profit for geological services of \$80,645 (2017 –

December 31, 2018

RESULTS OF OPERATIONS – Fourth Quarter - continued

\$171,400). The 2018 gross profit of 13.5% (2017 – 16.2%) is due to rates not having to be adjusted as much in 2017 to compensate for the poor economic climate as had to be done in 2016.

Investment income of \$6,524 (2017 - \$7,169) is comprised of interest earned on deposits.

Other income (expense) of \$138,130 (2017 - \$28,563) is comprised of rental income of \$7,227 (2017 – \$7,048), finance charges of \$(5,026) (2017 – (24)), sales of claims and NSR of \$110,000 (2017 - \$20,000), services of \$23,971 (2017 - \$2,717) and other miscellaneous income of \$1,958 (2017 – \$((1,178))).

The Company sold securities during the quarter, receiving proceeds of \$nil (2017 - \$243,885) with resultant gains on sales recorded of \$nil (2017 - \$155,003). The Company had its shares in Apex Diamond Drilling Ltd. redeemed in the quarter, receiving proceeds of \$100,000 with a resultant gain on sale of \$99,980.

The company included in income, option proceeds in excess of carrying value of \$46,490 (2017 - \$nil). These excess proceeds are the result of shares and cash received pursuant to various option agreements during the quarter in excess of the carrying value of the respective exploration and evaluation assets.

The Company included \$6,825 (2017 - \$nil) in income for the premium paid on flow-through shares issued in the quarter. The premium on flow-through shares represents the estimated premium investors paid for flow-through shares and as the flow-through funds are expended the premium is recognized as other income.

Expenditures

For the quarter ended December 31, 2018, total geological expenses were \$517,104 (2017 - \$888,792), the decrease in direct relation to the decrease in revenue.

Operating expenses for the quarter were \$362,187 (2017 – \$483,402). Administration costs of \$275,867 (2017 - \$301,610) decreased due to wages and administration costs apportioned to Taiga Gold Corp., offset by more wage costs allocated to administration by TerraLogic. Professional fees of \$58,010 (2017 - \$94,697) decreased due to legal, regulatory and accounting fees related to the proposed spin out of Taiga Gold Corp. in 2017. Public company costs of \$3,656 (2017 - \$17,148) decreased due to the costs of holding an AGM in 2017. Trade shows, travel and promotion of \$24,654 (2017 - \$69,947) decreased as the Company had made commitments in 2017 to attend trade shows in an effort to increase its presence in the market and contracted out analyst promotion in order to promote their projects.

Non-cash expenses included share-based payments of \$3,095 (2017 – \$1,941) for options vested in the quarter and depreciation of \$5,973 (2017 - \$25,749). The company wrote down \$322,379 (2017 - \$14,298) of deferred exploration expenditures per company policy stating projects that are not currently active or have been determined to be impaired are written down.

Investments

The Company held public traded securities having a market value of \$1,506,948 (2017 - \$939,533) comprised of common shares of current and former third party optionees, issued to the Company in accordance with the terms of certain option agreements.

Management sold investments during the quarter realizing proceeds of \$nil (2017 - \$243,885) with resultant losses on sales recorded of \$nil (2017 - \$155,003).

During the quarter the Company received 1,000,000 (2017 – nil) shares for the sale of an NSR with an attributed value of \$110,000 (2017 – \$nil).

The market value is based on closing bid prices for publicly traded shares and may not approximate trading prices at the time of disposition. Management regularly reviews the portfolio and makes decisions for trading based on current market trends and requirements of the Company.

Exploration and Evaluation Assets

The Company had acquisition and exploration expenditures of \$16,783 (2017 - \$126,256) on exploration and evaluation properties in the quarter and received option payments of \$10,000 (2017 - \$102,500) in fulfilment of various option agreements. As a result of option payments received in the year, the Company recorded in income, option proceeds in excess of carrying value of \$46,490 (2017 - \$ nil). The Company wrote down exploration and evaluation assets of \$322,379 (2017 - \$14,298). The Company accrued a BCMETC claim of \$9,226 (2017 - \$14,730). As a result of the foregoing, exploration and evaluation assets totaled \$1,163,746 at December 31, 2018, down from \$1,476,167 at September 30, 2018.

December 31, 2018

Exploration and Evaluation Assets - continued

Work done on Eagle Plains' properties in the quarter consisted of report writing on its BC Donna, Iron Range and Panda Basin properties. The Company completed field work and commenced report writing on its optioned Knife Lake, Olson and Brownell projects in Saskatchewan. The company continued with the Frist Nations consultation process in Saskatchewan as well as acquiring additional claims in Saskatchewan to complement its current holdings.

Off-Balance Sheet Arrangements

Per the Plan of Arrangement, the Company has agreed to give Taiga 1/3 of future proceeds upon the exercise of options and/or warrants on the basis of one Taiga share for every 2 Eagle Plains shares issued. As at December 31, 2018 the total commitment is for 4,147,500 options exercisable at \$0.10 - \$0.30 with expiry dates of June 5, 2020 to February 19, 2023 and 2,217,000 warrants exercisable at \$0.40 and expiring February 7, 2020.

Critical Accounting Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Financial results as determined by actual events could differ from these estimates.

The estimates and underlying assumptions are continuously evaluated and reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the revision affects both current and future periods.

Significant areas requiring the use of management estimates include impairment of exploration and evaluation assets; provision of reclamation and environmental obligations, if any; impairment of property and equipment; useful lives for depreciation of property and equipment; and inputs used in accounting for share-based payments in profit or loss; and determination of the fair value of the investment of Taiga acquired in the Plan of Arrangement.

Areas of significant judgment include the classification of financial instruments; recognition of deferred income taxes and contingencies reported in the notes to the consolidated financial statements; and the classification of exploration and evaluation expenditures, which requires judgment in determining whether it is likely that future economic benefits will flow to the Company as this would result in the properties being shown as mines under construction instead of exploration and evaluation assets.

Financial Instruments

The Company carries various financial instruments and it is management's opinion that the Company is not exposed to significant risks arising from these financial instruments. Substantially all of the Company's cash is held at two recognized Canadian National financial institutions. As a result, the Company is exposed to all of the risks associated with these institutions. See Note 12 in the consolidated financial statements.

Disclosure of Outstanding Share Data

The Company has an unlimited number of common shares without nominal or par value authorized for issuance.

At April 26, 2019, the Company had 90,347,669 (2017 – 84,513,669) common shares issued and outstanding. There are no other classes of shares outstanding.

During the year the following share transactions occurred:

- On February 8, 2018, the Company completed a flow-through financing, issuing 2,350,000 shares for proceeds of \$564,000
- On February 8, 2018, the Company completed a non-flow-through financing, issuing 2,084,000 shares for proceeds of \$416,800
- On February 16, 2018, the Company issued 790,000 shares for the exercise of options, receiving proceeds of \$114,750.
- On February 16, 2018, the Company issued 125,000 shares valued at \$25,000 to acquire mineral claims in Saskatchewan.
- On March 1, 2018, the Company issued 100,000 shares for the exercise of options, receiving proceeds of \$15,000.
- On April 16, 2018, the Company issued 90,000 shares for the exercise of options, receiving proceeds of \$6,270
- On May 24, 2018, the Company issued 150,000 shares for the exercise of options, receiving proceeds of \$10,449.
- On July 11, 2018, the Company issued 145,000 shares for the exercise of options, receiving proceeds of \$15,151.

December 31, 2018

Disclosure of Outstanding Share Data - continued

Options

At April 26 2019, the Company has 8,295,000 (2017 – 8,125,000) stock options outstanding with expiry dates from June 5, 2020 to February 19, 2023. On February 19, 2018, the Company granted 1,650,000 options to directors, employees and key consultants of the Company at an exercise price of \$0.25 per share, expiring February 19, 2023. During the year, 1,275,000 options were exercised for net proceeds of \$171,030, 10,000 options were cancelled and 195,000 options expired.

Warrants

At April 26, 2019, the Company has 4,434,000 (2017 – nil) warrants outstanding with expiry dates of February 7, 2020.

A detailed schedule of Share Capital is included in Note 8 to the Company's consolidated financial statements.

Accounting Policies

The consolidated financial statements for the Company for the year ending December 31, 2018 are prepared in accordance with accounting policies which are consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC"). Refer to Note 3 to the consolidated financial statements for information pertaining to accounting changes effective January 1, 2018 and future accounting changes not mandatory for the December 31, 2018 reporting period.

Risk Factors

Exploration and Development

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The Company's properties are in the exploration stage. There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of minerals. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration and development programs, which may be affected by a number of factors.

Development of the Company's properties will only be potentially pursued if favourable exploration results are obtained that demonstrate that potential economic extraction of minerals is justified.

The business of exploration for minerals and mining involves a high degree of risk. Whether a mineral deposit can be commercially viable depends upon a number of factors, including, but not limited to, the particular attributes of the deposit, including size, grade and proximity to infrastructure; metal prices, which can be highly variable; and government regulations, including environmental and reclamation obligations. Few properties that are explored are ultimately developed into profitable, producing mines.

Substantial expenditures are required to establish the continuity of mineralized zones through drilling and to develop and maintain the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that funds required for any proposed development of the Company's properties can be obtained on a timely basis, if at all.

The marketability of any minerals acquired or discovered by the Company in the future may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which may result in the Company not receiving an adequate return on investment capital.

There is no assurance that the TSX-V or any regulatory authority having jurisdiction will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise.

Financial Capability and Additional Financing

The Company has limited financial resources, with its only source of operating income being cash and share payments from current option agreements and revenues generated from the exploration work of its wholly-owned subsidiary, TerraLogic Exploration Inc., and have no assurance that additional funding will be available to it for further exploration and development of its projects. There can be no assurance that it will be able to obtain sufficient financing in the future to carry out exploration and development work on its projects. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Company.

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Risk Factors - continued

Mining Titles

There is no guarantee that the Company's title to or interests in the Company's property interests will not be challenged or impugned. The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to the area of mineral properties may be disputed. There is no guarantee of title to any of the Company's properties. The Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. With the exception of certain Crown Granted Mineral Claims and legacy tenures, the Company has not surveyed the boundaries of its properties and consequently the boundaries may be disputed.

There can be no assurance that the Company's rights will not be challenged by third parties claiming an interest in the properties.

Management

The success of the Company is currently largely dependent on the performance of its officers. The loss of the services of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to the applicable corporate and securities legislation, regulation, rules and policies.

Dilution

There are a number of outstanding options and warrants pursuant to which additional common shares of the Company may be issued in the future. Exercise of such options and warrants may result in dilution to the Company's shareholders. In addition, if the Company raises additional funds through the sale of equity securities, shareholders may have their investment further diluted.

History of Losses and No Assurance of Profitable Operations

The Company has incurred a loss since inception. There can be no assurance that the Company will be able to operate profitably during future periods. If the Company is unable to operate profitably during future periods, and is not successful in obtaining additional financing, the Company could be forced to cease its exploration and development plans as a result of lacking sufficient cash resources.

The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions may occur. These unexpected or unusual conditions may include rock bursts, cave-ins, fires, flooding and earthquakes. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may adversely affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. Furthermore the permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety, or even permanently in the case of extreme breaches.

Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or non-compliance with environmental laws or regulations.

Fluctuating Mineral Prices

The Company's revenues, if any, are expected to be in large part derived from the sale of gold, copper, and possibly other metals. The prices of gold, copper, and other commodities have fluctuated widely in recent years and are affected by factors beyond the control of the Company including, but not limited to, economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply of gold and copper due to new mine developments, mine closures, and advances in various production and technological uses for gold and copper. All of these factors will have impacts on the viability of the Company's exploration projects that are impossible to predict with certainty.

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Risk Factors - continued

Competitive Conditions

The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have significantly greater financial resources and technical facilities. Competition in the precious metals mining industry is primarily for mineral rich properties which can be developed and produced economically; the technical expertise to find, develop, and produce such properties; the labour to operate the properties; and the capital for the purpose of financing development of such properties. Many competitors not only explore for and mine precious metals, but conduct refining and marketing operations on a world-wide basis and some of these companies have much greater financial and technical resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these mineral deposits could have a material adverse effect on the Company's results.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced high levels of price and volume volatility, and the market prices of securities of many 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. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings.

Inadequate Infrastructure May Affect the Company's Operations

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, community, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Risks and Uncertainties

Management's estimates of mineral prices, mineral resources and operating costs are subject to certain risks and uncertainties which may affect the Company's operation. Although management has made its best estimate of these factors, it is possible that material changes could occur which may adversely affect management's estimate of operating requirements. The Company's success will be dependent upon the extent to which it can discover mineralization or acquire mineral properties and the economic viability of developing its properties. Substantially all of the Company's operating and exploration funding must be derived from external financing. Should changes in equity market conditions prevent the Company from obtaining additional external financing; the Company will need to review its exploration and development programs and future planning.

Other MD & A Requirements

Additional information relating to the Company is available on the SEDAR website: www.sedar.com under "Company Profiles" and "Eagle Plains".

Forward Looking Statements

"All statements other than those of a historical nature are 'forward-looking statements' that may involve a number of unknown risks, uncertainties and other factors. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements."

Subsequent Events

On January 8, 2019, the Company received \$150,000 cash and 2,000,000 shares of Rockridge Resources Ltd. pursuant to the option agreement on the Knife Lake project, with an attributed value of \$460,000.

On January 24, 2019, the Company executed an option agreement with 1149781 BC Ltd. (a private B.C. company) ("1149781") whereby 1149781 may earn up to a 60% interest in the Donna property located in central British Columbia. Under terms of the agreement, 1149781 may earn up to a 60% interest by completing exploration expenditures of \$3,000,000, making cash payments of \$250,000 and issuing 1,000,000 voting class common shares to EPL over a 5 year period.

On February 28, 2019, the Company received notification from Roughrider that they are terminating the option agreement on the Brownell property.

On February 28, 2019, the Company received notification from Roughrider that they are terminating the option agreement on the Olson property.

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Outlook

Eagle Plains' management has maintained its strategy of continuing research and acquisitions and anticipates continued success in attracting joint-venture participation to further advance its many projects. By doing so, the Company maintains a very healthy treasury and minimizes exploration risk. Continuing negative mining market sentiment over the past few years has resulted in many unprecedented opportunities for companies healthy enough to act on them. Management remains poised to seize these opportunities. The successful merger in 2011 of NovaGold Resources and Copper Canyon Resources (an EPL spin-out company) and the discovery of significant mineralization at Iron Range in late 2010 are reminders that the methodology employed by management is sound. We will continue to hold the course.

TerraLogic Exploration Inc., a 100%-owned subsidiary of Eagle Plains continues to successfully market its experienced personnel, technical abilities and equipment to third-parties, and is functioning well as an independent contracting unit. This serves two important purposes - it not only avails a full complement of technical capabilities to Eagle Plains, but also provides substantial revenues through operations.

With the successful spin-out and listing of Taiga Gold Corp. now complete, the Company will endeavour to enhance shareholder value through new acquisitions and joint-ventures with third-parties. Ultimately our biggest reward will be in discovery itself.

Despite an industry downturn now extending into its seventh year, recent commodity price increases and financing opportunities have been encouraging signals to the mining and exploration industry. TerraLogic has had a very successful 2018 field season, carrying out effective exploration programs for both Eagle Plains and unrelated third-parties resulting in an increasingly expanding depth of knowledge and experience of its employees, and continued revenues. The Board would like to thank our shareholders for their continuing support and our employees and contractors for helping to ensure the health of the company. We look optimistically to what the future may bring.

On behalf of the Board of Directors

“Timothy J. Termuende”

Timothy J. Termuende, P.Geo.
President and CEO