LION ONE METALS LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE PERIOD ENDED MARCH 31, 2019

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Set out below is a review of the activities, results of operations and financial condition of Lion One Metals Limited ("LIO", "Lion One", or the "Company") and its subsidiaries for the period ended March 31, 2019. The discussion below should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the period ended March 31, 2019 and the audited consolidated financial statements for the year ended June 30, 2018. Those financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. All dollar figures included in the following Management Discussion and Analysis ("MD&A") are quoted in Canadian dollars unless otherwise indicated. This MD&A has been prepared as at May 14, 2019.

The Company is listed on the TSX Venture Exchange ("TSX-V") under the symbol LIO, on the Australian Securities Exchange ("ASX") under the symbol LLO, and on the OTCQX market under the symbol LOMLF.

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

BACKGROUND AND CORE BUSINESS

Lion One Metals Limited was incorporated on November 12, 1996 under the name X-Tal Minerals Corp. ("X-Tal") under the laws of the Province of British Columbia, Canada. On January 28, 2011, the Company executed a reverse takeover ("RTO") of X-Tal by American Eagle Resources Inc. ("AME") and changed its name to Lion One Metals Limited. Lion One is a reporting issuer in British Columbia and Alberta, with its common shares listed on the TSX Venture Exchange under the symbol "LIO", and a secondary listing of Chess Depository Interests "CDI's" on the Australian Stock Exchange "the ASX" under the symbol "LLO". The Company's head office and principal address is 306 - 267 West Esplanade, North Vancouver, BC, V7M 1A5.

The Company's primary asset is the 100% held Tuvatu Gold Project ("Tuvatu"), located 17 km from the Nadi International Airport on the main island of Viti Levu in Fiji. Discovered in 1987, Tuvatu is a high grade underground gold project situated upon the Viti Levu lineament, Fiji's own corridor of high grade alkaline gold deposits. Tuvatu is situated upon a 5 hectare footprint inside a larger 384 hectare mining lease. The project contains numerous high grade prospects proximal to Tuvatu, at depth, and up to 1.50 km along strike from the resource area, giving near-term production potential and further discovery upside on one of Fiji's largest and underexplored alkaline gold systems. Tuvatu was advanced by previous owners through underground exploration and development from 1997 through to the completion of a feasibility study in 2000. Acquired by Lion One in 2011, the project has over 100,000 meters of drilling completed to date in addition to 1,600 meters of underground development.

In January 2016, the Hon. Prime Minister of Fiji, Mr. V. Bainimarama, formally presented the previously granted Tuvatu Mining Lease to Lion One in a ceremony at Tuvatu, concluding the permitting process for the development of an underground gold mine and processing plant at Tuvatu, demonstrating strong government support for Fiji's 85 year-old gold mining industry.

The Company envisages a high grade, low cost, high margin underground gold mining operation at Tuvatu with estimated cash costs of US$567 per Au ounce and all-in-sustaining costs of US$779 per Au ounce over the first seven years of its initial mine life. Projected production of 352,931 ounces of gold at head grades of 11.30 g/t Au includes 226,000 Au ounces at 15.30 g/t Au through year three. Total capex of US$48.6 million includes a contingency of US$6.1 million with an 18-month preproduction schedule and 18-month payback on capital. At a US$1,200 per ounce gold price, the project generates net cash flow of US$112.5 million over its 6 year production life and an IRR of 52% (after tax). The Company has not based a production decision on a feasibility study of mineral reserves demonstrating economic and technical viability; as a result, there is increased uncertainty and economic and technical risks associated with its production decision. For more information please view the technical report dated June 1, 2015 "Tuvatu Gold Project Preliminary Economic Assessment", available for download on the Company website.

In November 2017, the Company became the successful tenderer to acquire the Navilawa exploration tenement directly adjoining the northern boundaries of Lion One's Special Prospecting License and Mining Lease areas covering the Tuvatu gold project. The Navilawa prospect area directly adjoins the northern boundary of Lion One's tenements at Tuvatu, which would consolidate ownership of the entire Navilawa mineral complex under a tenement package with Tuvatu's 384.5 hectare Mining Lease (SML 62) at its center. The Company is currently planning to undertake specialized stream sediment sampling using a technique called bulk leach extractable gold ("BLEG") over the entire concession area.

In April 2019, the Company announced the commencement of drilling in an area adjacent to the current delineated Tuvatu gold resource area. The initial drilling program aimed to test the multiple dipping lodes in the HT Corridor; a mineralized zone cross-cutting the principal vein system of the Tuvatu resource, inside the mining lease (SML 62), in close proximity to the planned mill site.

COMPANY HIGHLIGHTS

During the three and nine month period ending March 31, 2019, the Company continued to advance project development activities at Tuvatu. The development work included civil earthworks construction, road works, and bridge construction at the project site and the construction of a new geochemical assay laboratory. The Company has also commenced drilling the various lodes in the HT Corridor; a mineralized zone cross-cutting the principal vein system of the Tuvatu resource. Additional sampling, resampling and relogging of earlier diamond drill holes is ongoing.

Acquisition of Drilling Company Assets

On January 15, 2019, the Company announced that it has purchased all of the equipment from Geodrill, a Fijian drilling company, which included one surface diamond drilling rig and one underground drilling rig, with a full parts inventory and vehicle fleet. The Company previously utilized Geodrill's equipment and personnel for the majority of the diamond drilling and geotechnical drilling undertaken at Tuvatu since 2012. Lion One has also employed several experienced drillers from Geodrill. This strategic acquisition will ensure the Company has available, cost effective diamond drilling capabilities well into the future.

Assay Laboratory Commissioning

On January 24, 2019, the Company announced that the construction of the new geochemical assay and metallurgical laboratory ("laboratory") was nearing completion. The construction of the laboratory was initiated to compensate for the lack of any similar laboratories in Fiji and will ensure same-or-next-day turnaround times for assays for exploration, mine planning, grade control and metallurgical testing. Historically, the Company's turnaround times for sampling results from overseas laboratories have taken up to two months. Commissioning of the laboratory is expected to take place in mid 2019. In December 2018, the Company also hired an experienced team of laboratory technicians to manage and operate this laboratory. The new laboratory will be equipped to conduct gold analysis by fire assay with atomic absorption spectrometry (AAS) finish, and multi-element analysis by Inductively Coupled Plasma Optical Emission Spectrometry (ICP-OES), as well as metallurgical test work.

Appointment Dr. Quinton Hennigh as Technical Advisor

On March 1, 2019, the Company announced that Dr. Quinton Hennigh has been appointed as Technical Advisor for the Company's 100% owned and fully permitted high grade Tuvatu Gold Project. Dr. Hennigh holds a Bachelor of Science from the University of Missouri, and M.Sc. and a Ph.D. in geology and geochemistry from the Colorado School of Mines. He is a member of the Society of Economic Geologists, the Mining and Metallurgical Society of America and the Association of Professional Geoscientists of Ontario.

Dr. Hennigh is an internationally-renown economic geologist, with over 25 years of exploration experience and expertise with major gold mining companies such as Homestake Mining Company, Newcrest Mining Limited, and Newmont Mining Corporation where he last served as senior research geologist in 2007. He has since made a number of significant gold discoveries for Canadian exploration companies such as the 5 million oz. Springpole alkaline gold deposit near Red Lake, Ontario, for Gold Canyon Resources, and the Rattlesnake Hills gold project for Evolving Gold. He is currently Chairman and President of Novo Resources Corporation, which he helped start in 2010.

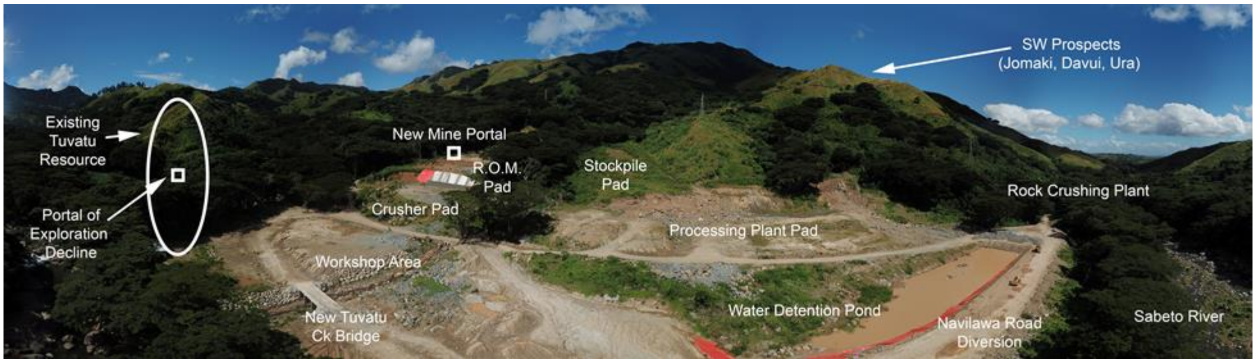
Sale of Olary Creek Joint Venture Interest

On April 11, 2019, the Company announced it has agreed to sell its interests in the Olary Creek magnetite project in South Australia including its 51% tenement interest, a 47% interest in iron ore and manganese rights, and a 100% interest in all other commodities. Lion One considers this sale as a means to realise value from this non-core asset. The Company will receive payments at certain stages during the course of time including: 10% of all funds raised by the purchaser be paid to the Company until funding specifically designated as funding for a Bankable Feasibility Study has been raised, AUD $1 million to be paid to upon funding designated for a Bankable Feasibility Study, AUD $3 million to be paid upon a Decision to Mine, and AUD $3 million to be paid 18 months after a Decision to Mine.

Additionally, Lion One will retain a royalty of 1% FOB plus AUD$ 0.75 per tonne sold, or a 2% FOB royalty, on all iron ore and manganese concentrates extracted and sold from the Olary Creek tenement. This agreement has the potential to deliver considerable future income to the Company through this royalty stream. The Olary Creek project currently contains a JORC and 43-101 compliant resource of 510 million tonnes of high grade magnetite with low impurities, but the Company considers only about 35% of the 7.5km highly magnetic mineralized target has been drilled to date.

Lion One has notified its current Joint Venture partner, Yukuang of its agreement to sell its interest in the project. Yukuang has a pre-emptive right, and has 45 days to inform Lion One whether it will exercise this right.

Tuvatu Plant Site Photo 2019



Surface Development

Civil earthworks at the Tuvatu site continued during the current period. The program commenced in November 2017 which included bulk earthworks, construction of three gabion retaining walls, a storm water detention pond, two new culvert bridges, and a 400 meter diversion of the local access road around the site. As the designated area for the construction of the plant site and surface infrastructure consists of deeply incised valleys and associated ridges, the objective of the plant site civil earthworks construction program is to prepare platforms on five levels of terrain for the foundations of this mine site infrastructure.

During the period ended March 31, 2019, the Company continues to blast and level platforms for the future processing plant site, with the crushing plant pad and ore stockpile pad substantially complete. The main portal platform and detention pond is expected to be completed in mid-2019. The crushing plant platform retaining wall is midway through completion. The final grading and surfacing for the main access road reroute is also underway. The Company has continued earthworks sporadically as weather permits at Tuvatu through Fiji's annual wet season, which is expected to end in May. The Company expects the civil earthworks to be substantially complete by October 2019.

Mine Development Optimization

During the period ended March 31, 2019, the Company continued to optimize the underground mine plan to incorporate mineralization extending north of the Core Shed Fault, and the NW-SE striking HT corridor. The Company's strategy is to initiate preproduction mining and build a significant run of mine ore stockpile, to ensure there is sufficient high grade mill feed at all times for the processing plant. The Company plans to utilize both new and refurbished underground mining equipment. In July 2018, the Company ordered a refurbished mining equipment fleet, which includes single and twin-boom jumbos, underground loaders, a grader, and miscellaneous ancillary equipment. The first shipment of refurbished mining equipment is expected to arrive in Fiji in mid-2019.

The Company completed further detailed metallurgical test work on primary and regrind size ore in an effort to improve gold recovery, with results indicating that recoveries will improve with a finer primary ore grind down to 60 microns. Confirmatory leach pretreatment test work was also conducted. Results from these tests highlight an improvement in the overall metallurgical recovery.

Following the completion of additional geotechnical drill holes, test pits, and monitoring bores at the proposed tailings storage facility site, the tailings design was completed during the period. Additional geochemical test work on the tailings dam construction materials is being undertaken, to be followed up by detailed tailings storage facility design by the Company's consultants.

Hybrid Solar Plant Partnership

On February 4, 2019, the Company announced a partnership with Swiss-based clean energy provider "the meeco Group" ("meeco") for the construction and installation of a hybrid solar diesel power plant. Under the partnership agreement term sheet, the Company will be a 50% shareholder of a Special Project Vehicle ("SPV") through an agreed buy-in structure. In accordance with the term sheet, meeco proposes to build a 7 Megawatt ("MW") peak "sun2live" solar power generation system coupled with diesel generators to generate up to 11 MW peak power production providing a continuous 24-hour source of power for the Tuvatu gold mine and processing plant. The solar panel installation will be built on 4.1 hectares of unused land 3.5 km from the Tuvatu Gold project and 14 km from the Nadi International Airport. The new eco-friendly solar power system will have an estimated annual energy production of approximately 10.31 Gigawatts displacing more than 6,000 tonnes of CO_2 emissions per year.

Stock Option Grant

On March 1, 2019, the Company announced it has granted a total of 3,285,000 stock options exercisable at a price of $0.75 and 100,000 stock options exercisable at a price of $1.00 for a period of 5 years from the date of grant to various advisors, directors, officers, employees, and consultants.

Exploration – 2019 Drilling Program

In April 2019, the Company announced the commencement of drilling in an area adjacent to the current delineated Tuvatu gold resource area. The initial drilling program aimed to test the multiple dipping lodes in the HT Corridor; a mineralized zone cross-cutting the principal vein system of the Tuvatu resource, inside the mining lease (SML 62), in close proximity to the planned mill site.

The HT Corridor is a zone in excess of 25m wide and consists of up to four separate lodes and currently drill tested to a depth of approximately 200m. It is characterized by wide, highly fractured zones containing biotite and potassium feldspar alteration and high-grade gold mineralization. The zone remains open along strike and down dip of previous drilling. At surface the structures of the HT Corridor have been mapped for over 1 km to the northeast and 2 km to the southwest of the resource area.

Previous drilling in the HT Corridor (news release dated October 16, 2017) encountered numerous intervals of near surface high grade mineralization, including the following results:

TUDDH 463: 9.08 g/t Au over 11.01 m from 80.79m, including 15.30 g/t Au over 5.18m
TUDDH 469: 20.29 g/t Au over 4.77 m from 21.50m, including 51.84 g/t Au over 1.83m
TUDDH 467: 7.13 g/t Au over 4.45 m from 214.45m, including 14.96 g/t Au over 1.75m
TUDDH 442: 35.02 g/t Au over 2.77m from 49.20m, including 6.83 g/t Au over 3.22m

The Company intends to follow up on this close proximity drilling with more ambitious step out drilling within 500m of the existing resource, where at least 6 areas appear to potentially host extensions of this expansive vein system. Further drilling away from the existing Tuvatu resource, particularly at Banana Creek in the upper reaches of the Navilawa Caldera will be planned following the results of the planned BLEG geochemistry sampling program and a CSAMT geophysical survey to be carried out in coming months (news release dated April 8, 2019). The exploration work described herein will be carried out under the guidance of Lion One's technical advisor Dr. Quinton Hennigh.

The majority of previous drilling on Tuvatu was completed within 300m from surface, with very little drilling completed below vertical depths of 400m. The Tuvatu deposit extends along an 800m north-south strike and is considered to be open in each direction and at depth. Notable intervals from some of the deepest holes drilled to date include the following results:

TUDDH 160: 1,614 g/t Au over 0.50m from 335m (vertical depth of 290m)
TUDDH 160: 19.60 g/t Au over 4.10m from 403m (vertical depth of 350m)
TUDDH 207: 17.60 g/t Au over 6.00m from 302m (vertical depth of 340m)
TUDDH 212: 24.00 g/t Au over 2.00m from 523m (vertical depth of 420m)

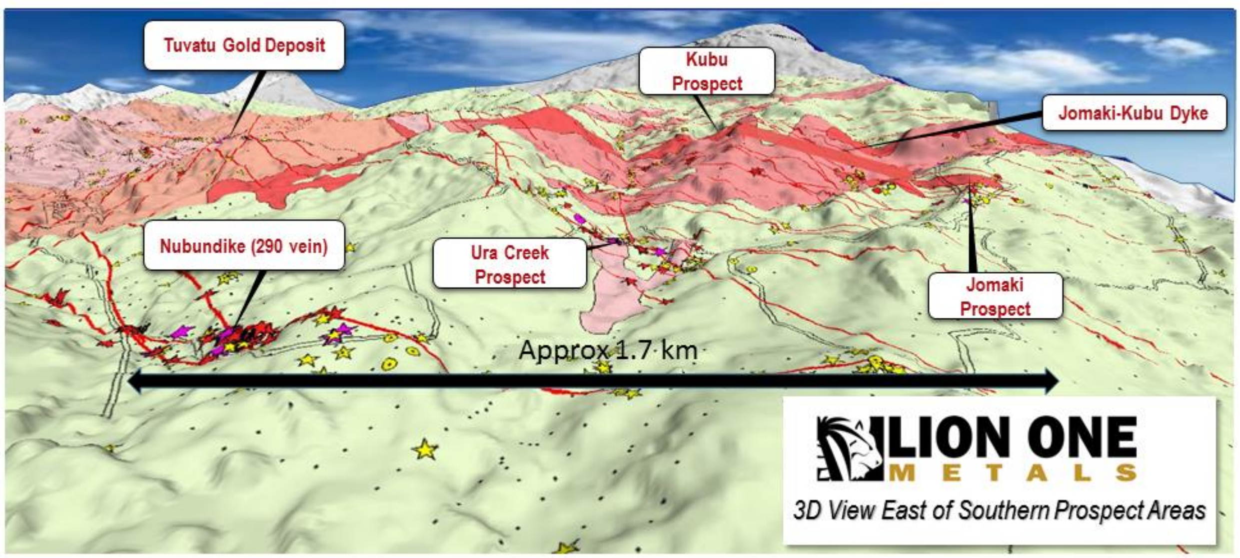
Exploration - 2018 Surface Program

The 2018 surface exploration program was carried out within the permitted area of the Tuvatu Mining Lease (SML 62) and on adjacent tenements (SPL1283, SPL1296 and SPL1465). Exploration included excavator benching with detailed mapping and geochemical sampling.

This first part of the exploration program focused primarily on delineating southern extensions of the mineralized zones identified at the Tuvatu itself, as well as complementary zones located within easy trucking distance to a centralized process plant. Three priority prospects have been recognized in the area to date, including Ura Creek, Jomaki, and Kubu.

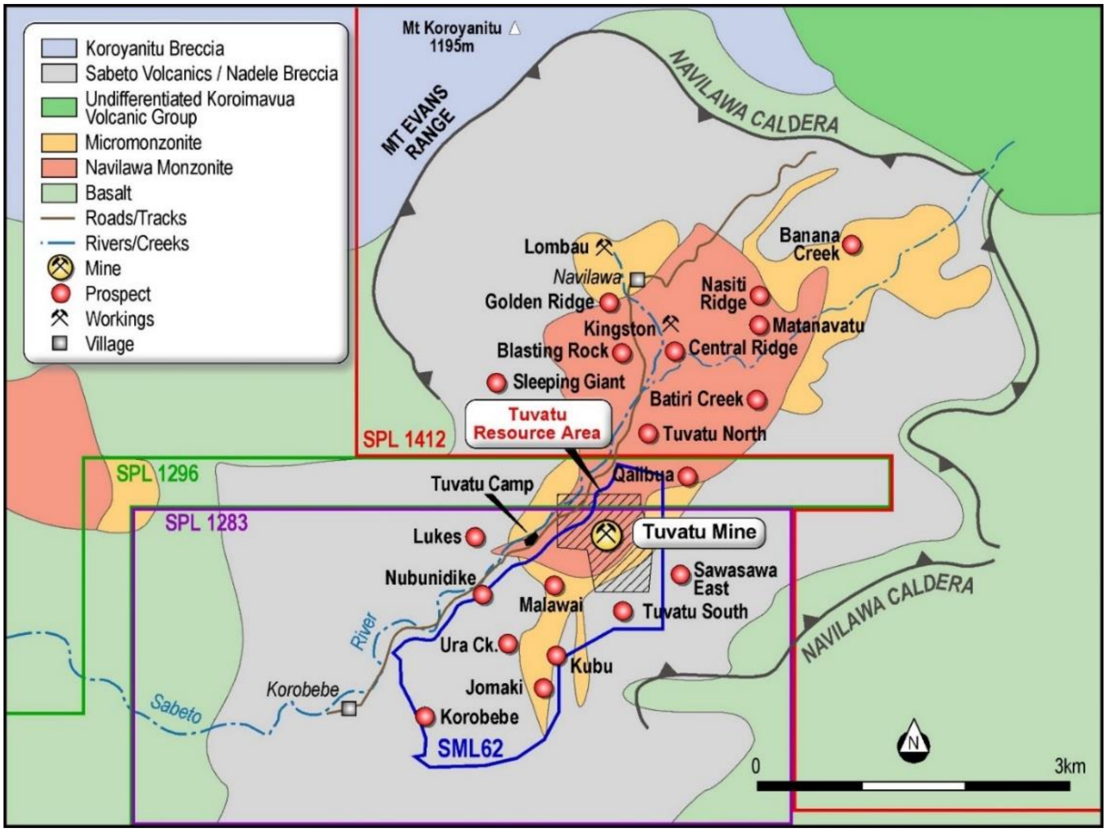
The Company announced (news release dated February 28, 2018) the return of a high grade gold result of 502 g/t gold over 0.70 meters from a surface sample taken from trenching from the Jomaki prospect (see figure below). Following this discovery of the new mineralized lode from benching (news release dated March 5, 2018), Lion One's Fiji exploration team mapped more than 20 previously undefined mineralized structures at the Jomaki-Ura Creek prospect areas and identified potential geological extensions on the main mineralized zones inside the Tuvatu Mining Lease (SML 62). The results from those mineralized veins also contained a strong multi-element anomalism suggesting a potential scale and signature comparable, and possibly larger than the main resource area at Tuvatu. The upcoming exploration programs, including the BLEG geochemical program and the CSAMT geophysical survey will incorporate this area in addition to all other prospective areas of the Navilawa Caldera.

3D view east of the southern prospects



The figure above highlights the regional prospects to the south and west of the main Tuvatu mineralization. The pink and brown colours represent outcropping areas of the primary prospective monzonite host rock, whilst the red lines represent the main mineralized structures away from Tuvatu itself. Coloured stars represent the highest grade rock chip sample results.

The Tuvatu Project Area Schematic Project Map



Navilawa Tenement Tender

The Company was notified in November 2017 by Fiji's Ministry of Lands and Natural Resources that it was the successful tenderer to acquire the Navilawa exploration tenement directly adjoining the northern boundaries of Lion One's Special Prospecting License and Mining Lease areas covering the Tuvatu gold project. The Navilawa prospect area directly adjoins the northern boundary of Lion One's tenements at Tuvatu, which if combined, would consolidate ownership of the entire Navilawa mineral complex under a tenement package with Tuvatu's 384.5 hectare Mining Lease (SML 62) and mining and processing operation, currently under development, at its center.

The Navilawa area has at least 10 well defined prospects including the Kingston Mine, Banana Creek, and Tuvatu North. The most significant historic results returned were surface rock chip samples of 46.30 g/t Au from Banana Creek; 176.27 g/t Au from the Kingston Mine, and 8.50 g/t Au from Tuvatu North, where a rock chip sample was taken from just inside Lion One's existing tenement SPL 1296 and adjacent to the Tuvatu resource. Although little systematic historical exploration has been undertaken in the area, six of the prospects have historic workings with short shafts or adits up to 15 meters deep or manual workings on copper and gold bearing rocks as is the case at the Central Ridge prospect. Mapping, sampling and geophysics clearly demonstrates that the Tuvatu gold deposit extends north into the Navilawa tenement area.

Exploration – Navilawa

The Company is planning to carry out a BLEG geochemistry sampling program over the entire prospective Navilawa Caldera. The BLEG sampling produces highly sensitive low level anomalisms that can help define and prioritize mineralized areas. Work will commence after the current wet season has concluded. Results will help guide further prospecting and target identification. To better define the underlying structural controls that hosts the high-grade vein network in the Navilawa Caldera, an initial CSAMT (controlled-source audio-frequency magnetotellurics) program will also be undertaken. CSAMT is the lead targeting tool utilized in other world class alkaline systems such as at Cripple Creek, Colorado, where it is used to identify mineralized structural zones to depths of up to 1,000m. Lion One also plans to collect closed-spaced gravity measurements to help elucidate structural controls. Geophysical surveys can commence following the rainy season. CSAMT and gravity surveys will help identify potentially mineralized structures to enable Lion One to better target future drill holes.

The Company's team of geologists will continue their ongoing prospecting and mapping program while the BLEG sampling and geophysical programs are underway. Numerous areas where historic high-grade rock chip samples have been collected are ready for immediate follow-up rock chip sampling. Return of BLEG results is expected to generate further areas for follow-up prospecting. Lion One's immediate goal is to generate a pipeline of new drill targets.

EXPLORATION AND EVALUATION ASSETS

PROPERTIES - FIJI
Tuvatu Gold Project, Viti Levu

The Company's primary asset is the Tuvatu Gold Project located near Nadi on the island of Viti Levu, Fiji. The Tuvatu Gold Project has been fully permitted for development, construction and mining by the Government of Fiji with the grant of a Special Mining Lease (SML 62) in 2015, and prior Department of Environment approvals for the Tuvatu Environmental Impact Assessment and the Construction and Operational Environmental Management Plans. The Company signed a 21-year Surface Lease agreement with local landowners and the iTaukei Land Trust in 2014.

SML 62 is a designated area within the original boundaries of the Company's SPL's 1283 and 1296. SML 62 provides exclusive rights for the potential development, construction, and operation of mining, processing, and waste management infrastructure at Tuvatu. The Mining Lease area covers 384.5 hectares and contains all of the current NI 43-101 resource and multiple high grade prospects in the southern part of the Navilawa goldfield, one of Fiji's major volcanic intrusive complexes. The Tuvatu camp is located 16 km by road from the Lion One Fiji head office adjacent to the International Airport in Nadi, and 35 km from the Port of Lautoka.

The terms of SML 62 provide for certain performance and reporting requirements. The SML has been granted for a term of ten years provided the Company complies with the terms of the lease. Extensions to the term can be applied subject to the terms of the lease and the Mining Act. SPL's 1283, 1296, and 1465 were renewed in 2017 for a 3 year term.

For the 2016-2017 drill program, the Company completed 125 diamond drill holes at Tuvatu for a total advance of 13,946.5 meters. This includes surface diamond drill holes (67 holes for 11,195.8 meters), underground diamond drill holes (16 holes for 1684.2 meters) and geotechnical diamond drill holes (42 holes for 1,066.5 meters). In 2018, no further drilling was undertaken to allow for an evaluation of the combined results, whilst mapping and surface sampling did continue and successfully identified extensions to existing and new zones of mineralization away from the current resource. The Company completed the drilling equipment acquisition in early 2019 and commenced drilling the extensions to the mineralized lodes in the HT Corridor in March 2019; a mineralized zone cross-cutting the principal vein system of the Tuvatu resource.

Mineralization of the Tuvatu deposit is associated with the emplacement of an alkalic volcanic intrusive complex in the Navilawa Caldera, one of several large mineralized systems aligned along the Viti Levu Lineament, Fiji's alkaline gold corridor. The geologic setting of Tuvatu shares affinities with the Vatukoula deposit in the neighboring Tavua Caldera, where over seven million ounces of gold have been recovered since mining commenced at Vatukoula in 1933. The Fijian Islands are located along the Pacific Island Arc, which hosts a number of other well-known major mineral alkaline gold deposits systems such as the Lihir and Porgera gold deposits in Papua New Guinea.

On July 14, 2015, the Company published a National Instrument ("NI") 43-101 Preliminary Economic Assessment (the "PEA") for Tuvatu, prepared by independent consultants Canenco Canada Inc., AMC Consultants Pty Ltd., Knight Piésold Pty. Ltd., and Mining Associates Pty Ltd. The PEA is based on the resource estimate contained in the technical report entitled "Tuvatu Resource Estimate" dated June 6, 2014 and prepared by Ian Taylor of Mining Associates Pty Ltd. Tuvatu hosts an indicated mineral resource of 1.1 million tonnes grading 8.46 g/t gold for 299,500 contained ounces, and an inferred mineral resource of 1.5 million tonnes grading 9.70 g/t gold for 468,000 contained ounces at a cut-off grade of 3.0 g/t Au.

The resource is summarized as follows:

Tuvatu Resource Summary

Cutoff	**Indicated**		
g/t	**tonnes**	**g/t**	**ounces**
1.0	1,943,000	5.61	350,300
2.0	1,435,000	7.07	326,200
3.0	1,101,000	**8.46**	299,500
5.0	683,000	11.25	247,000
Cutoff	**Inferred**		
g/t	**tonnes**	**g/t**	**ounces**
1.0	3,022,000	5.8	561,000
2.0	2,156,000	7.5	520,000
3.0	1,506,000	**9.7**	468,000
5.0	872,000	13.9	390,000

The PEA published in July 2015 provides the following highlights (US$1,200/oz Au price base case):

- Capital costs of US$48.6 million (excluding working capital); 15 month pre-production schedule
- 1.5 year payback, IRR of 67% (before tax), NPV5% of US$117 million
- 352,931 oz Au production over first 7 years at average grade of 11.30 g/t Au
- Operating costs of US$567 per oz Au; All-in sustaining costs of US$779 per oz Au

The Company has been reviewing and enhancing a number of aspects of its 2015 study, with a view to move forward with the project as soon as possible. The PEA is filed on the Company's profile at www.sedar.com and on the Company's website at www.liononemetals.com. The PEA is preliminary in nature and includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the PEA will be realized.

Expenditures incurred on the Fiji properties are as follows:

	June 30, 2017	Additions	June 30, 2018	Additions	March 31, 2019
Acquisition costs	$ 21,915,063	$ -	$ 21,915,063	$ -	$ 21,915,063
Camp costs and field supplies	944,219	148,741	1,092,960	422,902	1,515,862
Consulting fees	2,363,423	348,260	2,711,683	457,338	3,169,021
Depreciation	742,169	257,381	999,550	135,733	1,135,283
Dewatering and environmental	1,036,569	524,313	1,560,882	294,717	1,855,599
Drilling	4,118,003	582,761	4,700,764	124,890	4,825,654
Fiji office administration	2,964,695	1,202,204	4,166,899	808,566	4,975,465
Permitting and community consults	758,659	125,303	883,962	220,309	1,104,271
Site works and road building	742,883	1,016,225	1,759,108	1,796,184	3,555,292
Salaries and wages	5,604,835	1,080,095	6,684,930	777,803	7,462,733
Sample preparation, assaying	1,328,972	283,700	1,612,672	217,351	1,830,023
Technical reports	1,150,524	246,761	1,397,285	83	1,397,368
Travel	792,839	286,731	1,079,570	167,291	1,246,861
Vehicle and transportation	465,633	172,519	638,152	174,414	812,566
Write-off of exploration assets	(771,648)	-	(771,648)	-	(771,648)
Cumulative foreign currency translation adjustment	265,053	(576,445)	(311,392)	420,242	108,850
	$ 44,421,891	$ 5,698,549	$ 50,120,440	$ 6,017,823	$ 56,138,263

Details regarding the expenditure commitments on the SPL's are included in the accompanying consolidated financial statements.

PROPERTIES – AUSTRALIA

Olary Creek, South Australia

The Olary Creek Project is located in South Australia 70 km southwest of Broken Hill, NSW, and 40 km south of the Barrier Highway. To the north of the area is an open access railway with direct routes to major capital cities and ports. The property is considered prospective for a range of minerals, having previously been drilled for uranium and copper, and subsequently for iron ore. The project contains several iron rich siltstone units of the Braemar Iron Formation, which are highly prospective for bulk magnetite deposits. On April 11, 2019, the Company announced it has agreed to sell its interests in the Olary Creek magnetite project including its 51% tenement interest, a 47% interest in iron ore and manganese rights, and a 100% interest in other commodities.

A full tenement listing is provided in Schedule "A" at the end of this MD&A.

Qualified Persons

Mr. Stephen Mann, who is an officer and director of the Company and a member of The Australasian Institute of Mining and Metallurgy, is the Qualified Person under the meaning of Canadian National Instrument 43-101, and responsible for the exploration technical content of this Management's Discussion and Analysis.

Mr. Ian I Chang, M.A.Sc, P.Eng., who is an officer of the Company, is a Qualified Person under the meaning of Canadian National Instrument 43-101, is responsible for the development and engineering content of this Management's Discussion and Analysis.

OUTLOOK

The Company is focused on the advancement of its primary asset, the 100% owned and fully permitted Tuvatu Gold Project in Fiji. Lion One has received all of the mandatory regulatory approvals, including a 10-year renewable mining lease and 21-year surface lease, for the complete development of mining and processing operations at Tuvatu. For 2019, the Company will continue with earthworks of the proposed processing plant area and the tailings storage facility area in preparation for proposed construction activities.

In March 2019, the Company commenced its initial drilling program to test various lodes in the HT Corridor; a mineralized zone cross-cutting the principal vein system of the Tuvatu resource, inside the mining lease (SML 62) and in close proximity to the planned mill site. Regional exploration is ongoing through geological mapping, trenching and sampling, targeting prospects close to the Tuvatu infrastructure containing high grade gold assays from rock chip and trench samples. The Company is also planning to undertake specialized stream sediment sampling using a technique called bulk leach extractable gold ("BLEG") over the entire concession area. To better define the underlying structural controls that hosts the high-grade vein network in the Navilawa Caldera, an initial CSAMT (controlled-source audio-frequency magnetotellurics) program will be undertaken.

The Company advises that it has not based a production decision on a feasibility study of mineral reserves, demonstrating economic and technical viability, and, as a result, there may be an increased uncertainty of achieving any particular level of recovery of minerals or the cost of such recovery, including increased risks associated with developing a commercially mineable deposit. Historically, such projects have a much higher risk of economic and technical failure. There is no guarantee that production will begin as anticipated or at all or that anticipated production costs will be achieved. Failure to commence production would have a material adverse impact on the Company's ability to generate revenue and cash flow to fund operations. Failure to achieve the anticipated production costs would have a material adverse impact on the Company's cash flow and future profitability.

The Company further cautions that the July 2015 NI 43-101 Tuvatu PEA Technical Report is preliminary in nature. Mineral resources are not mineral reserves and do not have demonstrated economic viability. There is no certainty that the Tuvatu PEA will be realized.

SELECTED FINANCIAL INFORMATION

Summary of Quarterly Results

		March 31, 2019		December 31, 2018		September 30, 2018		June 30, 2018
Total assets	$	73,438,486	$	74,888,943	$	72,479,821	$	73,996,626
Exploration and evaluation assets		56,659,758		55,820,584		51,608,792		50,649,007
Working capital		10,659,737		13,759,177		17,107,869		19,449,489
Interest income		74,158		90,165		98,608		103,989
Net loss for the period		(716,282)		(324,952)		(572,899)		(428,738)
Comprehensive (loss) income for the period		(1,637,431)		2,005,370		(1,593,947)		(745,741)
Basic and diluted loss per share		(0.01)		(0.00)		(0.01)		(0.00)

		March 31, 2018		December 31, 2017		September 30, 2017		June 30, 2017
Total assets	$	74,595,870	$	73,985,216	$	74,512,513	$	76,227,959
Exploration and evaluation assets		49,361,410		46,791,113		45,600,897		44,959,283
Working capital		21,644,064		23,788,426		25,580,311		27,760,109
Interest income		96,761		93,551		86,438		80,801
Net loss for the period		(727,699)		(514,347)		(578,733)		(611,596)
Comprehensive (loss) income for the period		298,478		(723,486)		(1,781,294)		(1,067,552)
Basic and diluted loss per share		(0.01)		(0.01)		(0.01)		(0.01)

The focus of the Company over the periods presented has been the exploration and development of its Fijian exploration and evaluation assets. The differential between net and comprehensive loss in each period reflects the translation adjustment of the assets and liabilities of the Company's subsidiaries, Lion One Limited, which is denominated in Fijian dollars and Lion One Australia Pty Ltd., which is denominated in Australian dollars.

Results of Operations for the nine months ended March 31, 2019 compared to 2018

The comprehensive loss for nine month period ended March 31, 2019 was $1,226,008 (2018 – loss of $2,206,302). Significant changes to the comprehensive loss are explained as follows:

- Investor relations expenses have increased by $56,001 to $370,196 (2018 - $314,195) as the Company has taken steps to strengthen market awareness including engaging investor relations companies.

- Professional fees decreased by $74,658 to $314,211 (2018 - $388,869) due to higher level of corporate development activities in prior year period.

- Share-based payments expense of $306,339 (2018 - $399,615) has decreased due to the cancellation of certain stock options.

- During the nine month period ended March 31, 2019, the Company recognized a foreign exchange translation gain of $388,125 on its net assets denominated in Fijian and Australian dollars reflecting a strengthening of the Fijian dollar and a weakening of the Australian dollar against the Canadian dollar since June 30, 2018. A foreign exchange loss of $385,523 was recognized in the comparative period.

Results of Operations for the three months ended March 31, 2019 compared to 2018

The comprehensive loss for the three month period ended March 31, 2019 was $1,637,431 (2018 - income of $298,478). Significant changes to the comprehensive income are explained as follows:

- Investor relations expenses have decreased by $107,179 to $100,598 (2018 - $207,777) due to the timing of expenditures with market awareness program initiated in prior year period.

- Professional fees decreased by $155,917 to $86,256 (2018 - $242,173) due to higher level of corporate development activities in prior year period.

- During the three month period ended March 31, 2019, the Company recognized a foreign exchange translation adjustment loss of $921,149 on its net assets denominated in Fijian and Australian dollars reflecting a weakening of the Fijian dollar and Australian dollar against the Canadian dollar since December 31, 2018. A foreign exchange gain of $1,026,177 was recognized in the comparative period.

Cash flows for the nine month period ended March 31, 2019 compared to 2018

Cash has decreased by $9,070,690 to $10,503,837 at March 31, 2019 from a balance of $19,574,527 as at June 30, 2018.

Cash outflows from operating activities decreased by $102,380 to $1,670,028 (2018 - $1,772,408). This is primarily due to a build up of VAT and GST receivables as development accelerates.

Cash outflows from investing activities increased to $7,387,161 (2018 - $4,858,629) as the Company's Tuvatu Gold Property development accelerates.

Cash inflows from financing activities decreased to $Nil (2018 - $70,000) as prior period includes cash proceeds on the exercise of stock options.

Financial Position

Receivables increased by $399,626 to $568,962 (June 30, 2018 - $169,336) due to a higher receivable of input credits under the Value-Added Tax ("VAT") program with the Government of Fiji related to the Tuvatu Gold Property Development. Current liabilities increased by $46,931 to $421,373 (June 30, 2018 - $374,442) due to increased level of activity as development accelerates.

Shareholders' equity decreased by $606,501 to $72,976,082 (June 30, 2018 - $73,582,583) which reflects the comprehensive income recognized for the period offset by share-based payments.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2019, the Company had a working capital of $10,659,737 including cash of $10,503,837 as compared to working capital of $19,449,489 including cash of $19,574,527 as at June 30, 2018. The Company believes it has adequate financial resources for the next twelve months.

The Company's continued development is contingent upon its ability to raise sufficient financing. There are no guarantees that additional sources of funding will be available to the Company; however, management is committed to pursuing all possible sources of financing in order to execute its business plan including new equity issues and debt issuances. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and caliber of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration and development activities. Management believes it will be able to raise equity capital as required in the long term, but recognizes there will be risks involved that may be beyond their control.

OUTSTANDING SHARE DATA

At the date of this report the Company has 102,647,044 issued and outstanding common shares, Nil warrants and 8,410,000 outstanding stock options.

OFF STATEMENT OF FINANCIAL POSITION ARRANGEMENTS

At March 31, 2019, the Company had no material off statement of financial position arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

PROPOSED TRANSACTIONS

Other than as disclosed elsewhere in this document, the Company does not have any proposed transactions.

RELATED PARTY TRANSACTIONS

The financial statements include the financial statements of Lion One Metals Limited and its 100% owned subsidiaries American Eagle Resources Inc. (Canada), Laimes International Inc. (BVI), Auksas Inc. (BVI), Lion One Limited (Fiji), Lion One Australia Pty Ltd. (Australia) and Piche Resources Pty Ltd. (Australia).

Key management personnel is comprised of Walter Berukoff, Chief Executive Officer, Hamish Greig, Vice-President, Stephen Mann, Managing Director, Ian Chang, Chief Development Officer, Tony Young, Chief Financial Officer, and Directors of the Company. The remuneration of the key management personnel is as follows:

		2019		2018
Payments to key management personnel:				
Cash compensation	$	724,508	$	709,261
Share-based payments		302,687		536,067

During the period ended March 31, 2019, the Company paid $135,000 (2018 - $150,347) in rent to Cabrera Capital Corp. ("Cabrera"), a company controlled by a director of the Company. As at March 31, 2019, the Company had a payable of $35,653 due (June 30, 2018 – $18,612) to Cabrera.

During the period ended March 31, 2019, the Company paid professional services fees of $25,659 (2018 - $26,641) to a management services company owned by a director of the Company's subsidiary.

During the period ended March 31, 2019, the Company paid directors' fees of $17,250 (2018 - $17,250) to non-executive board members.

As at March 31, 2019, the Company has a payable of $6,902 (June 30, 2018 - $6,100) due to Red Lion Management Ltd., a company controlled by a director of the Company, for expenses incurred on behalf of the Company. Accounts payable due to related parties are unsecured, non-interest bearing, and are due on demand.

CRITICAL ACCOUNTING ESTIMATES

The Company's accounting policies are described in Notes 2 and 3 of its consolidated financial statements for the year ended June 30, 2018. The preparation of the consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates. Management considers the following estimates to be the most critical in understanding the judgments and estimates that are involved in the preparation of the Company's consolidated financial statements and the uncertainties that could impact the results of operations, financial condition and cash flows:

Functional currency

The functional currency of each of the subsidiaries and the Company were assessed to determine the economic substance of the currency in which each entity performed its operations. The functional currency of the Company is the Canadian dollar. The functional currencies of the Company's subsidiaries have been assessed and incorporate the Canadian dollar, Fijian dollar and Australian dollar as detailed in Note 2 of the unaudited condensed consolidated interim financial statements for the period ended March 31, 2019.

Exploration and evaluation assets

The carrying value and recoverability of exploration and evaluation assets requires management to make certain estimates, judgments and assumptions about its projects. Management considers the economics of the project, including the latest resource prices and the long-term forecasts, and the overall economic viability of the project. The user is advised to refer to the risks of the Company discussed in the Annual Information Form for the year ended June 30, 2018, which discuss factors that could impair the Company's ability to develop its exploration and evaluation assets in the future.

Income taxes

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in the Company's provision for income taxes.

Equity measurements

Share-based payments are subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected share price volatility.

New standards adopted

IFRS 9 Financial Instruments

In July 2014, the IASB issued the final version of IFRS 9, Financial Instruments ("IFRS 9") which will replace IAS 39, Financial Instruments ("IAS 39"). This standard is effective for annual periods beginning on or after January 1, 2018. IFRS 9 provides a revised model for recognition and measurement of financial instruments with two classification categories: amortized cost and fair value. As well, under the new standard a single impairment method is required, replacing the multiple impairment methods in IAS 39. IFRS 9 also includes a substantially reformed approach to hedge accounting that aligns accounting more closely with risk management. The Company has assessed IFRS 9's impact and concluded that its adoption will have no material impact on its financial statements other than increased disclosure.

New standards not yet adopted

IFRS 16 Leases

In January 2016, the IASB issued IFRS 16, Leases ("IFRS 16"). This standard is effective for annual periods beginning on or after January 1, 2019, and permits early adoption provided that IFRS 15 is also adopted. The objective of IFRS 16 is to bring all leases on-balance sheet for lessees. IFRS 16 requires lessees to recognize a "right of use" asset and liability calculated using a prescribed methodology. The Company is assessing IFRS 16's impact on its financial statements and has not yet determined the impact.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Financial instruments of the Company comprise cash, restricted cash, receivables, deposits, and accounts payable and accrued liabilities. The carrying values of these financial instruments do not materially differ from their fair values due to their ability for prompt liquidation or their short terms to maturity.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

Receivables mainly consist of Goods and Services Tax ("GST") receivable from the Government of Canada, GST receivable from the Government of Australia, and value added tax receivable from the Government of Fiji. The Company has not had issues with respect to collectability of these amounts and believes that the credit risk concentration with respect to receivables is minimal.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2019, the Company had working capital of $10,659,737 and believes it has adequate financing for the next twelve months.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

a) Interest rate risk
The Company’s financial assets exposed to interest rate risk consist of cash. The Company’s current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Management believes the interest rate risk is low given the current low global interest rate environment.

b) Foreign currency risk
The Company’s property exploration work occurs in Fiji and Australia and is conducted in Canadian dollars, Australian dollars and Fijian dollars. As such, the Company is exposed to foreign currency risk in fluctuations among these currencies. Fluctuations in the exchange rate among the Canadian dollar, Australian dollar and Fijian dollar may have a material adverse effect on the Company’s business and financial condition.

c) Price risk
The Company is exposed to price risk with respect to commodity and equity prices. The Company closely monitors commodity prices to determine the appropriate strategic action to be taken by the Company.

RISK FACTORS

Prior to making an investment decision, investors should consider the investment risks set out in the Annual Information Form (“AIF”), located on SEDAR at www.sedar.com, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The directors of the Company consider the risks set out in the AIF to be the most significant to potential investors in the Company, but are not all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Directors are currently unaware, or which they consider not to be material in relation to the Company’s business, actually occur, the Company’s assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company’s securities could decline and investors may lose all or part of their investment.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Disclosure Controls and Procedures (“DC&P”)

The Company has established disclosure controls and procedures to ensure that information disclosed in this MD&A and the related consolidated financial statements was properly recorded, processed, summarized and reported to the Company’s Board and Audit Committee. The Company’s certifying officers conducted or caused to be conducted under their supervision an evaluation of the disclosure controls and procedures as required under Canadian Securities Administration regulations, as at March 31, 2019. Based on the evaluation, the Company’s certifying officers concluded that the disclosure controls and procedures were effective to provide a reasonable level of assurance that information required to be disclosed by the Company in its annual filings and other reports that it files or submits under Canadian securities legislation is recorded, processed, summarized and reported within the time period specified and that such information is accumulated and communicated to the Company’s management, including the certifying officers, as appropriate to allow for timely decisions regarding required disclosure.

It should be noted that while the Company’s certifying officers believe that the Company’s disclosure controls and procedures provide a reasonable level of assurance and that they are effective, they do not expect that the disclosure controls and procedures will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Control over Financial Reporting ("ICFR")

The Company's certifying officers acknowledge that they are responsible for designing internal controls over financial reporting, or causing them to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Limitations of Controls and Procedures

The Company's management, including the Chief Executive Officer and Chief Financial Officer, believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

INFORMATION REGARDING FORWARD LOOKING STATEMENTS

This Management's Discussion and Analysis of Financial Condition and Results of Operations contain certain forward-looking statements. Forward-looking statements include but are not limited to the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes" or variations of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, the actual results of current exploration activities, conclusions or economic evaluations, changes in project parameters as plans continue to be refined, possible variations in grade and or recovery rates, failure of plant, equipment or processes to operate as anticipated, accidents, labour disputes or other risks of the mining industry, delays in obtaining government approvals or financing or incompletion of development or construction activities, risks relating to the integration of acquisitions, to international operations, and to the prices of gold and other metals. While the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by law.

ADDITIONAL INFORMATION

Additional information regarding the Company can be found at www.sedar.com and the Company's website www.liononemetals.com.

SCHEDULE "A"

LION ONE METALS LIMITED
TENEMENT LISTING

TENEMENT DESCRIPTION	TENEMENT NUMBERS (1)	PERCENTAGE INTEREST	CHANGES IN THE PERIOD
	FIJI		
TUVATU GOLD PROJECT, VITI LEVU			
Tuvatu	SML 62	100%	
Tuvatu	SPL 1283	100%	
Yavuna	SPL 1296	100%	
VITI LEVU			
Nagado	SPL 1465	100%	
Navilawa	SPL 1412	100%	
	SOUTH AUSTRALIA		
Olary Creek	EL 5928	51%(2)	

(1) Tenured ground held in Fiji is held under Special Prospecting Licenses (SPL's) and a Special Mining License (SML), those held in Australia are held under an Exploration License (EL), and those held in Argentina are held as Manifestations.

2) Under the Olary Creek Farm-In and Joint Venture Agreement ("Olary Creek JV"), the Company maintains a 51% ownership of the tenement. The Company has a 47% interest in the Olary Creek JV which consists of a 25% free carried interest to the decision to mine and a 22% contributing interest. Refer to the unaudited condensed consolidated interim financial statements for the period ended March 31, 2019 for additional information as filed under the Company's profile at www.sedar.com.