Colorado Resources Ltd.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS FOR THE YEAR ENDED

MARCH 31, 2019

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MANAGEMENT DISCUSSION AND ANALYSIS

YEAR ENDED MARCH 31, 2019

INTRODUCTION

The Management Discussion & Analysis has been prepared by management and reviewed and approved by the Board of Directors on July 25, 2019. The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited financial statements and the related notes thereto for the years ended March 31, 2019 and March 31, 2018. The information provided herein supplements but does not form part of the financial statements. This discussion covers the year ended March 31, 2019 and the subsequent period up to July 25, 2019, the date of issue of this MD&A. Monetary amounts in the following discussion are in Canadian dollars unless otherwise noted.

Additional information regarding the Company can be found on the Company's page at www.sedar.com.

This MD&A contains Forward Looking Information.
Please read the Cautionary Statements on pages 3 and 4 carefully.

Introduction

The following Management's Discussion and Analysis ("MD&A") is intended to assist the reader to assess material changes in financial condition and results of operations of Colorado Resources Ltd. (the "Company" or "Colorado") as at March 31, 2019 and comparison to the year ended in 2018. This MD&A should be read in conjunction with the audited consolidated financial statements for the year ended March 31, 2019 and March 31, 2018 and related notes (the "Annual Statements").

All financial results presented in this MD&A are expressed in Canadian dollars unless otherwise indicated. The effective date of this MD&A is July 26, 2019.

Throughout the report we refer to "Colorado", the "Company", "we", "us", "our" or "its". All these terms are used in respect of Colorado Resources Ltd. **Additional information on the Company can be found on SEDAR at www.sedar.com and the Company's website at www.coloradoresources.com.**

Cautionary Statement on Forward-Looking Information

This report contains "forward-looking statements", including the Company's expectations as to but not limited to, comments regarding the timing and content of upcoming work programs and exploration budgets, geological interpretations, receipt of property titles, and potential mineral recovery processes. Forward-looking statements express, as at the date of this report, the Company's plans, estimates, forecasts, projections, expectations, or beliefs as to future events or results. The material factors and assumptions used to develop the forward-looking statements and forward looking information contained in this MD&A include the following: our approved budgets including that certain expected exploration expenditures qualify as "flow through" expenditures, exploration and assay results, results of the Company's planned exploration expenditure programs, estimated drilling success rates and other prospects. Due to the nature of the mineral resource industry, budgets are regularly reviewed in light of the success of the expenditures and other opportunities that may become available to the Company. Accordingly, while the Company anticipates that it will have the ability to spend the funds available to it, there may be circumstances where, for sound business reasons, a reallocation of funds may be prudent.

Forward-looking statements involve a number of risks and uncertainties, and there can be no assurance that such statements will prove to be accurate. Therefore, actual results and future events could differ materially from those anticipated in such statements and Colorado assumes no obligation to update forward-looking information in light of actual events or results.

Factors that could cause results or events to differ materially from current expectations expressed or implied by the forward-looking statements include, but are not limited to, factors associated with fluctuations in the market price of minerals, mining industry risks and hazards, environmental risks and hazards, economic and political events affecting metal supply and demand, uncertainty as to calculation of mineral reserves and resources, requirement of additional financing, and other risks. Actual results may differ materially from those currently anticipated in such statements.

Readers are cautioned that the foregoing list of important factors and assumptions is not exhaustive. Forward-looking statements are not guarantees of future performance. Events or circumstances could cause the Company's actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise, except as may be required under applicable laws.

Overview Performance and Operations

Colorado was incorporated on October 9, 2009 under the *Business Corporations Act* (British Columbia).

The Company is a "reporting" company in the provinces of British Columbia, Alberta and Ontario and is listed on the TSX Venture Exchange (the "Exchange"), having the symbol CXO.V as a Tier 1 issuer and its corporate office and principal place of business are located at 105 - 3500 Carrington Road, West Kelowna, B.C. V4T 3C1.

The Company is in the exploration stage and its principal business activities include the acquisition, exploration and development of mineral properties. As a result, the Company has no current sources of revenue, other than interest earned on cash and short-term investments, and in certain farm-out agreements and management fees.

The Company's principal assets include a 100% interest in the North ROK, KSP, Kinaskan-Castle and KingPin properties, all of which are located in British Columbia.

Cautionary Notes
**Readers are cautioned that the exploration targets at the Company's British Columbia properties are early-stage exploration prospects and conceptual in nature. With the exception of the North ROK Property, there has been insufficient exploration to define a mineral resource and it is uncertain if further exploration will result in any target being delineated as a mineral resource. (See Company website for further details on North ROK).*

***Readers are cautioned this report contains information about adjacent properties on which Colorado has no right to explore or mine. Readers are cautioned that mineral deposits on adjacent properties are not indicative of mineral deposits on the Company's properties.*

****Readers are cautioned that mineral resources are not mineral reserves and do not have demonstrated economic viability. Mineral resource estimates do not account for mineability, selectivity, mining loss and dilution. These mineral resource estimates include inferred mineral resources that are normally considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. There is also no certainty that these inferred mineral resources will be converted to measured and indicated categories through further drilling, or into mineral reserves, once economic considerations are applied.*

*****Readers are cautioned that historical information contained in this report, regarding the Company's projects or adjacent properties are reported for historical reference only and cannot be relied upon as the Company's QP, as defined under NI-43-101 has not prepared nor verified the historical information.*

Qualified Person
William Yeomans, P.Geo, a consultant to the Company, is the Qualified Person as defined by National Instrument 43-101 who reviewed the preparation of the relevant geoscience technical data discussed in this report.

Corporate

Goldcorp Loan

On September 13, 2018, the Company obtained a secured loan of $500,000 (the "Loan") from Goldcorp Inc. ("Goldcorp"). Terms of the Loan include interest at a rate of 8% per annum compounded monthly, a maximum term of twelve months, maturing on September 13, 2019 (the "Maturity Date") with early repayment provisions, and is secured against the Company's KSP, Kinaskan-Castle and North ROK properties.

Additional terms include the Company's option to pay interest in cash or, subject to the approval of the TSX Venture Exchange in shares (the "Interest Shares"). The issue price of any Interest Shares will be the lower of the 10-day volume weighted average price and the closing price of Colorado's common shares on the last trading day prior to payment.

As a condition for providing the Loan and subject to the approval of the Exchange, the Company has agreed to issue to Goldcorp common shares as a bonus (the "Bonus Shares"), as follows:

i. 250,000 Bonus Shares were issued upon receipt of Exchange approval; at a value of $21,250 being the market price of the shares of $0.085 on the date of issuance; and
ii. an additional 250,000 Bonus Shares if the Loan is not fully repaid before the six-month anniversary on the date which is the earlier of: (i) the Maturity Date; or (ii) the date on which the outstanding balance of the Loan is repaid (not yet issued).

As at March 31, 2019, and the date of this MD&A, the principle amount of $500,000 plus accrued interest remains outstanding.

Buckingham Arrangement Agreement

Subsequent to the year ended March 31, 2019, the Company entered into a binding arrangement agreement (the "Arrangement Agreement") with Buckingham Copper Corp. ("Buckingham") pursuant to which the Company will acquire all of the issued and outstanding common shares of Buckingham, with Buckingham Shareholders receiving 0.50 of a common share of the Company for each Buckingham common share held, resulting in 12,049,053 Colorado common shares to be issued. The completion of the Arrangement Agreement is subject to the completion of the Company's private placement of flow-through and non-flow-through subscription receipts for gross proceeds of no less than $2,500,000, arranged by Buckingham. See Note 26 of the consolidated financial statements for further details.

Common share activity

Year ended March 31, 2019

The Company issued an aggregate 1,700,000 common shares pursuant to the exercise of stock options at an exercise price of $0.08 per common share, for cash proceeds of $136,000. The fair value of options of $131,944 was transferred from contributed surplus to share capital.

The Company issued 250,000 common shares pursuant to the Goldcorp loan. The common shares were valued at $21,250 as determined by the market price when issued being $0.085 per share.

The Company issued 395,498 common shares pursuant to the settlement of $23,730 in trade payables valued at $21,752 as determined by the market price when issued being $0.055 per share. Share issuance costs of $541 was incurred during the year.

Year ended March 31, 2018

On August 3, 2017 the Company issued 2,000,000 common shares to SnipGold, valued at $760,000 as determined by the market price of $0.38 on the date of issuance. The shares were issued to acquire the remaining 49% interest in the KSP Property ownder by SnipGold. Following the acquisition, the Company owns 100% of the KSP property subject to a 2% NSR, half of which may be purchased at any time for $2,000,000. See Note 10 of the consolidated financial statements.

On August 24, 2017 the Company issued 200,000 common shares for the exercise of options at an exercise price of $0.22 per share. The fair value of options of $33,911 was transferred from contributed surplus to share capital.

On August 31, 2017 the Company issued 10,000,000 non-flow-through units (the "Units") at an issue price of $0.26 per Unit. Each Unit consisted of one common share in the capital of the Company (a "Common Share") and one half of one Common Share purchase warrant. Each whole warrant (a "Warrant"), entitles the holder thereof to acquire an additional Common Share at an exercise price of $0.45 until February 29, 2020.

Additionally, the Company issued a further 12,720,000 flow-through units (the "FT Units") at an issue price of $0.365 per FT Unit. Each FT Unit consisted of one flow-through common share of the Company and a Warrant on the same terms as described hereinabove.

The Company paid aggregate cash finders' fees in connection with the placements of $190,268. Additional share issue costs of $73,641 were incurred in relation to legal, regulatory and filing fees.

On September 12, 2017 the Company issued 1,260 common shares pursuant to the exercise of share purchase warrants at an exercise price of $0.35.

On November 22, 2017 the Company issued 500,000 common shares pursuant to the Green Springs Agreement entered into on December 6, 2016, pursuant to which the Company had the option to acquire 100% interest in the Green Springs property in Nevada. The option was subsequently terminated on May 9, 2018. The common shares were valued at $102,500 as determined by the market price when issued being $0.205 per common share.

On December 15, 2017 the Company issued 1,050,000 common shares pursuant the exercise of share purchase warrants at an exercise price of $0.13.

Settlement Agreements

Travis Settlement

On April 10, 2018 the Company and Adam Travis entered into a settlement agreement (the "Travis Settlement Agreement"). The Travis Settlement Agreement included provisions with respect to the composition of the Company's board of directors and nominees ("Dissident Proxy") that were to be elected at Colorado's annual meeting of shareholders held on April 17, 2018. Pursuant to the terms of the Travis Settlement Agreement the Company agreed to reimburse Mr. Travis and Cazador certain expenditures to a maximum of $650,000 for costs incurred in relation to the Dissident Proxy and other expenditures associated with the Travis Settlement Agreement.

On November 28, 2018 the Company and Mr. Travis resolved all matters that were in dispute paid all outstanding expenses in the amount of $688,421, and severance fees in the amount of $225,000 pursuant to the Travis Settlement Agreement.

Minco Contract

On April 19, 2018, Terese Gieselman resigned effective June 19, 2018 and gave notice of termination of the consulting agreement dated October 31, 2014 between the Company and Minco (the "Minco Contract"). Pursuant to the terms of the Minco Contract an amount of $137,926 (the "Settlement Amount") was due and payable on June 19, 2018. The Company entered into an agreement with Minco (the "Minco Settlement Agreement") effective June 19, 2018 wherein the Company agreed to pay Minco the Settlement Amount (paid on July 20, 2018) and Minco agreed to release the Company from any and all future claims. Additionally, the Company and Minco entered into a consulting agreement (the "New Minco Contract") for a period of 12 months to provide services as required by the Company. The New Minco Contract terminated effective June 19, 2019.

Shares for Debt

On December 31, 2018, the Company settled an aggregate $23,730 in trade payables due to two former directors of the Company through the issuance of an aggregate 395,498 common shares at an agreed price of $0.06. As the market price at the time of issuance was $0.055 the Company recorded a gain on settlement of debt of $1,978.

Mineral Properties

British Columbia

KSP Property

Colorado holds a 100% interest (subject to certain NSR royalties) in the KSP property located to the southeast of the past-producing Snip Mine, British Columbia.

As previously reported during the 2018 field season, the Company completed a 7,700 m drill program, details of which are included in the Company's news releases of November 16, 2018 and September 14, 2018, and the Company's MD&A dated November 28, 2018 as filed on SEDAR. *See Colorado's website www.coloradoresources.com for complete list of drill hole results, figures and maps as well as the Company's Quality Assurance/Quality Control procedures.*

As at March 31, 2019, the Company has incurred $14,789,852 in acquisition and exploration costs (2018 - $11,267,321), net of BCMET recoveries.

Outlook

The Company's technical team will continue to review the collective data from its exploration work completed to date in order to compile a future work program and budget as funds become available for the 2019 field season.

North ROK-Coyote Property

The North ROK-Coyote property is 100% owned subject to certain NSR royalties and is located approximately 70 km south of Dease Lake and straddles Highway 37 approximately 15 km northwest of Imperial Metals' Red Chris mine in northern British Columbia.**

As at March 31, 2019, the Company has incurred $6,651,414 net of BCMET recoveries (2018 - $6,633,457) in acquisition and explorations costs.

Outlook

Colorado will continue its technical review of the results to date and its broader implications for the North ROK project and will strive to improve its consultations with First Nations within the North ROK-Coyote project area.

Kinaskan-Castle Property

Colorado holds a 100% interest (subject to a 2% NSR royalty) in the Kinaskan-Castle property located in the Liard Mining District of British Columbia. The underlying original vendor holds a 2% NSR of which the Company has the option to purchase for $4,000,000.

As previously reported during the 2018 field season the Company completed induced polarization (IP) geophysical survey details of which are included in the Company's news release of October 22, 2018 and its MD&A dated November 28, 2018 as filed on SEDAR. ***See Colorado's website www.coloradoresources.com for complete list of drill hole results, figures and maps as well as the Company's Quality Assurance/Quality Control procedures.***

Subsequent to the 2018 field season, Colorado completed negotiations with the BC Mines Branch and local First Nations and received permits for the construction of ten diamond drill platforms that can be used to facilitate exploration drilling on the property.

As at March 31, 2019, the Company has incurred $937,069 (2018 - $751,282) in acquisition and explorations costs.

Outlook

The Kinaskan-Castle drill permits are valid until March 31, 2023 and the Company's technical team will work to prepare the exploration program and budget for the 2019 field season. As previously noted, the Company has entered into an agreement to acquire Buckingham Copper Corp., (see Buckingham Arrangement Agreement) which owns the Moat property. The inclusion of the Moat property fills in Colorado's land position between GT Gold's Tatogga property and Colorado's prospective Kinaskan-Castle property. GT Gold recently reported significant mineral discoveries on the Tatogga property.**

KingPin Property

The KingPin Property covers >328 square km of prospective ground located in the Golden Triangle area north of Stewart in northwest British Columbia. During the 2018 field season no exploration work was completed as funds were allocated primarily to the KSP and Kinaskan-Castle properties.

As at March 31, 2019, the Company has incurred $298,546 (2018 - $297,506) in acquisition and explorations costs.

Outlook

The technical team continues to review the collective data from the previous field seasons in order to compile a future work program and budget as funds become available.

Other

"Other" properties held included the GJ Key property, the GS property, and the Stu property and Iskut claims, located near Stewart, British Columbia.

During the year ended March 31, 2019 the Company wrote-off the Other properties in the aggregate amount of $16,068 as the Company no longer intends to pursue these properties. The impairment was determined in accordance with level 3 of the fair value hierarchy.

During the year ended March 31, 2018 the Company wrote-off the Hit property and the Green Springs property in the aggregate amount of $2,605,780 as the Company no longer intends to pursue these properties. The impairment was determined in accordance with level 3 of the fair value hierarchy.

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The following table outlines the details of capitalized exploration expenditures for the year ended March 31, 2019:

	British Columbia					
	North ROK/ROK-Coyote	KSP	KingPin	Kinaskan-Castle	Other	Total
Balance as at March 31, 2018	$6,633,457	$11,267,321	$297,506	$751,282	$16,068	$18,965,634
Acquisition - Staking/Lease Pymts/Claim Fees	-	9,000	-	302	-	9,302
Total Acquisition	-	9,000	-	302	-	9,302
Assaying	952	139,697	-	-	-	140,649
Community relations	-	33,000	-	10,220	-	43,220
Drilling	-	907,399	-	-	-	907,399
Field supplies	9,889	33,956	-	-	-	43,844
Fieldwork	-	569,835	-	-	-	569,835
Geological & Geophysics	6,425	215,770	954	98,843	-	321,992
GIS mapping/reports	2,115	70,798	86	1,614	-	74,613
Site costs	-	547,144	-	-	-	547,144
Transport & rentals	(1,423)	995,932	-	74,808	-	1,069,317
Total Exploration	17,957	3,513,531	1,040	185,485	-	3,718,014
Total Expenditures	17,957	3,522,531	1,040	185,787	-	3,727,316
Write-down of exploration and evaluation assets	-	-	-	-	(16,068)	(16,068)
Balance at March 31, 2019	**$ 6,651,414**	**$ 14,789,852**	**$298,546**	**$937,069**	**$-**	**$22,676,882**

The following table outlines the details of capitalized exploration expenditures for the year ended March 31, 2018:

	British Columbia						USA	
	North ROK/ROK-Coyote	KSP	Hit	KingPin	Kinaskan-Castle	Other	Green Springs	Total
Balance as at March 31, 2017	$5,493,785	$5,357,595	$1,369,318	$225,567	$446,574	$16,068	$592,541	$13,501,447
Acquisition - Cash Payments	-	1,150,000	-	-	-	-	161,146	1,311,146
Acquisition - Staking/Lease Pymts/Claim Fees	-	9,041	37	-	-	-	47,987	57,065
Acquisition - Common shares/units	-	760,000	-	-	-	-	103,353	863,353
Acquisition - Advance Royalties	-	-	-	-	-	-	25,783	25,783
Total Acquisition	-	1,919,041	37	-	-	-	338,269	2,257,347
Assaying	78,310	178,896	-	6,478	24,177	-	28,977	316,840
Community relations	9,934	12,295	-	-	6,715	-	-	28,944
Drilling	319,175	1,191,061	-	-	-	-	-	1,510,236
Field supplies	25,499	74,526	-	-	3,104	-	-	103,129
Fieldwork	231,570	520,727	3,189	15,797	38,649	-	44,703	854,635
Geological & Geophysics	100,623	297,230	1,520	2,807	107,681	-	194,647	704,508
GIS mapping/reports	14,239	39,224	1,882	3,678	19,308	-	16,330	94,661
Permitting/legal	607	39	394	4	13	-	2,410	3,467
Site costs	164,273	580,529	203	8,261	40,375	-	2,120	795,761
Transport & rentals	195,442	1,096,160	3,500	34,913	64,684	-	1,057	1,395,756
Total Exploration	1,139,672	3,990,687	10,688	71,938	304,706	-	290,244	5,807,936
Total Expenditures	1,139,672	5,909,728	10,725	71,938	304,706	-	628,513	8,065,283
Provision	-	-	-	-	-	-	4,683	4,683
Write-down of exploration and evaluation assets	-	-	(1,380,043)	-	-	-	(1,225,738)	(2,605,781)
Balance at March 31, 2018	**$ 6,633,457**	**$ 11,267,321**	**$-**	**$297,506**	**$751,282**	**$16,068**	**-**	**$18,965,634**

Selected Annual Financial Information

The following table summarizes selected financial data reported by the Company for the years ended March 31, 2019, March 31, 2018 and March 31, 2017. The following annual results are as reported in the Company's audited consolidated financial statements prepared in accordance with international financial reporting standards.

	Years Ended		
	March 31, 2019	March 31, 2018	March 31, 2017
Total Revenue	**Nil**	Nil	Nil
Loss for the year	**$(2,344,482)[1]**	$(4,505,909)[2]	$(2,072,790)[3]
Loss and Comprehensive loss for the year	**$(2,344,482)**	$(4,526,909)	$(2,089,290)
Net Loss per share basic and diluted	**$(0.02)**	$(0.04)	$(0.03)
Total assets	**$23,082,752**	$25,066,603	$21,059,976
Current liabilities	**$778,243**	$596,073	$713,434
Long term liabilities	**-**	-	-
Shareholders' equity	**$22,304,509**	$24,470,530	$20,346,542

1) Includes settlement payments of $362,926 to the former CEO and CFO, and $688,421 of shareholder communications costs incurred in the settlement of a civil claim filed against the former CEO.
2) Includes write-down of exploration and evaluation assets of $2,605,780 the impairment of the Damara Shares of $105,000 offset by other income of $540,077 from the flow-through liability extinguishment;
3) Includes write-down of exploration and evaluation assets of $1,208,670 and the gain on sale of exploration assets of $528,534

Results of Operations

Financial Results for the years ended March 31, 2019 and March 31, 2018

The Company has no operating revenues and relies on external financings to generate capital for its continued operations. As a result, of its activities Colorado continues to incur annual net losses.

For the year ended March 31, 2019, the Company reported a $2,344,482 (2018 - $4,505,909) loss or $0.02 (2018 - $0.04) basic and diluted loss per share. The primary component of current year expenses was for administrative and general expenditures in the amount of $2,327,885 (2018 - $1,669,838). Administrative and general expenses increased in the current year, primarily due to one-time settlement agreements with the former CEO and CFO, and related legal expenses. Despite the increase in administrative and general expenses from 2018 to 2019, net loss decreased by $2,161,427 in the current year. The decrease in net loss from 2018 to 2019 is due primarily to decreases in share-based to payments to $Nil (2018 - $628,565), other income to $nil (2018 - $540,077), and write-down of mineral properties to $16,068 (2018 - $2,605,780).

The summary of significant variances in expenditures[1] included:

	2019 $	2018 $	Variance $
Pre-exploration expenditures	40,161	5,173	34,988
Accounting and legal	630,566	329,172	301,394
Consulting	204,613	542,401	(337,788)
Investor relations, website development and marketing	3,825	119,251	(115,426)
Office and administration fees	182,288	235,993	(53,705)
Shareholder communication and annual general meeting	958,416	227,256	731,160
Travel	15,659	55,710	(40,051)
Wages	266,342	132,504	133,838
Total	2,301,870	1,647,460	654,410

[1] (Excludes depreciation, foreign exchange and share-based payments for option grants).

Overall corporate expenditures saw a 42% increase with variances in categories to note:

The increase in interest on loan payable and finance charge both related to the Goldcorp loan payable entered during the fiscal 2019.

The increase in accounting and legal was due to the corporate matters relating to the Travis Dissident Proxy and annual general meeting matters.

The decrease in consulting fees was the result of an accrual for severance for the former CEO in the prior year, partially offset by a Settlement Agreement payment to the former CFO in the current year. See Note 18 of the consolidated financial statement for further details.

Shareholder communication and annual general meeting expenses increased significantly due to the settlement with the former CEO. See Note 18 of the consolidated financial statement for further details.

Wages increased primarily due the new CEO's salary being classified as wages in the current year compared to the former CEO's wages, which were classified as consulting fees.

Summary of quarterly results

	Mar. 31, 2019	Dec. 31, 2018	Sept. 30, 2018	June 30, 2018
Total revenues	$ -	$ -	$ -	$ -
Net loss	$(94,816)	$(294,596)	$(208,727)	$(1,746,343)[1]
Comprehensive income (loss)	$(94,816)	$(294,596)	$(208,727)	$(1,746,343)
Basic and diluted loss per share	$(0.00)	(0.00)	$0.00	$(0.01)

	Mar. 31, 2018	Dec. 31, 2017	Sept. 30, 2017	June 30, 2017
Total revenues	$ -	$ -	$ -	$ -
Net (loss) income	$(2,439,573)	$(136,213)	$(1,146,139)	$(783,984)
Comprehensive (loss) income	$(2,375,573)	$(388,213)	$(726,139)	$(951,984)
Basic and diluted loss per share	$(0.02)	($0.00)	($0.01)	$(0.01)

The Company earned no revenue during the periods presented other than interest income due to the nature of the industry and its current operations.

Significant Variances to note:

1 For June 30, 2018 the net loss was substantially related to general and administrative costs and included the Minco Settlement Agreement. See Note 18 of the consolidated financial statement for further details;
2 For March 31, 2018 the net loss included the write-down of the Green Springs Property of $1,225,738 and the accrual of the severance fees as described hereinabove in connection with the Travis Settlement Agreement. See Note 18 of the consolidated financial statement for further details;
3 For December 31, 2017 the comprehensive loss included the fair value loss on marketable securities of $336,000;
4 For September 30, 2017 the net loss included $1,380,042 in write-down of the Hit property.

Fourth Quarter

The Company reported a net loss of $94,816 during the fourth quarter ended March 31, 2019 or $0.00 loss per share compared to $2,439,573 or $0.02 loss per share for the comparative fourth quarter ended March 31, 2018. The primary component of the prior year loss included the write-down of exploration and evaluation assets of $1,225,738 for the Green Springs Property write-down, the accrual for the Travis Settlement Agreement severance and the impairment of $105,000 recorded for the Damara Shares. In the current year fourth quarter, the Company was focused on cash conservation, and therefore did not incur significant operating costs. Net Comprehensive loss of $94,816 (2018 - $2,375,573) was the same as net loss, compared to the prior year fourth quarter which included a fair value gain on marketable securities of $63,000.

Financial Condition, Liquidity and Capital Resources

	March 31 2019	March 31 2018
Financial position:		
Cash and cash equivalents	$134,598	$1,476,261
Restricted cash	$ -	$3,625,637
Working capital (deficiency)	($546,430)	$5,331,213
Reclamation deposits	$162,000	$150,000
Property, plant and equipment	$12,057	$23,683
Exploration and evaluation assets	$22,676,882	$18,965,634
Total Assets	$23,082,752	$25,066,603
Shareholders' equity	$22,304,509	$24,470,530

Key changes to the Company's financial condition were a net decrease in cash of $1,341,663 and restricted cash of $3,625,637 and decrease of $5,877,643 in working capital for a deficiency of $546,430 (2018 - $5,331,213 working capital) primarily as a result of the use of restricted cash on flow-through eligible exploration and evaluation expenses in the current year as a result of flow-through financing in the prior year, and costs incurred in the Travis Settlement Agreement and Minco Settlement Agreement, without any additional capital raises completed in fiscal 2019.

As a result of the decrease in working capital, the Company will require additional capital for its corporate overhead. The Company's focus is to complete the Buckingham Plan of Arrangement, which is expected to include a cash injection for the Company of approximately $2,500,000 as a result of the concurrent financing.

As Colorado will not generate funds from operations for the foreseeable future, the Company is primarily reliant upon the sale of equity securities in order to fund operations. As the Company is in the exploration stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties and deferred exploration expenditures. The Company has financed its operations to date primarily through the issuance of common shares and exercise of stock options and share purchase warrants. The Company will continue to have to raise funds to continue operations and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future. The Company's policy is to invest its cash in highly liquid, short term, interest bearing investments with maturities of 90 days or less from the date of acquisition or for longer periods where such investment may be redeemable after 30 days. The Company is not subject to externally imposed capital requirements.

Commitments and Contractual Obligations

Office Lease

On May 27, 2017 the Company entered into a five year lease with Vintage Commercial Ltd. effective July 1, 2017 at an annual rent of $53,766 until June 30, 2022.

Proposed Transactions

Subsequent to the year ended March 31, 2019, the Company entered into a binding arrangement agreement with Buckingham Copper Corp. See Note 26 of the consolidated financial statements for further details.

Off Balance Sheet Arrangements

As at the effective date of this report, there are no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial conditions of the Company including, without limitation, such considerations as liquidity and capital resources.

Related Party Transactions

Transactions with related parties were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. These transactions were in normal course of operations and measured at the fair value of the services rendered. With the exception as noted below, amounts due to related parties are unsecured, non-interest bearing and have no formal terms of repayment. The key management personnel of the Company are the officers of Colorado.

Transactions with related parties were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Key Management Compensation

	March 31 2019	March 31 2018
Administration and labour	$ 35,313	$ 130,933
Consulting fees	195,963	701,535
Wages	160,500	15,000
Share based payments	-	408,670
	$ 391,776	$ 1,256,138

i. Wages of $160,500 (2018 - $15,000) were paid or accrued to Robert Shaw ("Shaw) the Company's President and Chief Executive Officer. Mr. Shaw was appointed on February 26, 2018.

ii. Consulting fees of $Nil (2018 - $463,924) of which $Nil (2018 - $100,509) was capitalized to exploration and evaluation assets were paid or accrued to Cazador Resources Ltd. ("Cazador"), a company controlled by Adam Travis, the Company's President and Chief Executive Officer until February 26, 2018;

iii. Administration and labour fees of $Nil (2018 - $72,508) were paid or accrued to Cazador in relation to the Company's general corporate administration and field work of which $Nil (2018 - $22,430) was capitalized to exploration and evaluation assets;

iv. Equipment rental fees of $Nil (2018 - $8,000) were paid or accrued to Cazador which were capitalized to exploration and evaluation assets;

v. Consulting fees of $195,963 (2018 - $145,800) were paid or accrued to Minco Corporate Management Inc. ("Minco"), a company controlled by Terese Gieselman, the Chief Financial Officer and Corporate Secretary of the Company which includes $137,926 pursuant to the Minco Settlement as described hereinbelow;

vi. Administration fees of $35,313 (2018 - $58,425) were paid or accrued to Minco in relation to providing administrative and accounting services; and

vii. Share-based payments are the fair value of options granted to key management personnel.

Consulting Fees Non-Executive Directors

- Consulting fees of $650 (2018 – $22,450) were paid or accrued to 43983 Yukon Inc. ("43983 Yukon"), a company controlled by Larry Nagy, a former director of the Company. Mr. Nagy resigned as director effective April 17, 2018;
- Consulting fees of $8,000 (2018 - $17,000) were paid or accrued to William Lindqvist ("Lindqvist"), a former director of the Company. Mr. Lindqvist resigned as a director effective April 17, 2018; and
- Consulting fees of $Nil (2018 - $52,361) were paid of accrued to Carl Hering ("Hering") a former director of the Company. Mr. Hering resigned effective March 20, 2018.

Related Party Liabilities Included in Trade and Other Payables:

Amounts due to:	Service for:	March 31 2019	March 31 2018
Cazador Resources Ltd.	Consulting Fees	$ -	$ 252,108
Minco	Consulting Fees	6,904	18,119
Patrick Soares	Directors' fees	26,000	-
Cecil Bond	Directors' fees	26,000	-
Bryan Wilson	Directors' fees	26,500	-
Alistair Still	Directors' fees	26,500	-
43983 Yukon	Expenses	-	12,679
Hering	Consulting Fees	-	25,252
Shaw	Wages	50,500	15,000
Lindqvist	Consulting Fees	-	19,288
		$ 162,404	$ 342,446

Related Party Receivables included in Other receivables:

Amounts due from:	Service for:	March 31 2019	March 31 2018
Cazador	Expenses	$ -	$ 3,382
Minco	Rent & Expenses	-	939
Golden Ridge Resources Ltd.	Rent & Expenses	-	2,401
		$ -	$ 6,722

Amounts included in other receivables are for rent and expenses for shared office space and administrative costs with related parties and companies with common former directors or officers.

Critical Accounting Policies and Estimates

The details of Colorado's accounting policies are presented in Note 3 of the audited financial statements for the year ended March 31, 2019. These policies are considered by management to be essential to understanding the processes and reasoning that go into the preparation of the Company's consolidated financial statements and the uncertainties that could have a bearing on its financial results.

Standards, Amendments and Interpretations Not Yet Effective

Adoption of New Accounting Standards and Amendments

The following outlines the new accounting standards and amendments adopted by the Company effective April 1, 2018:

IFRS 9 Financial Instruments

On April 1, 2018, the Company adopted IFRS 9 *Financial Instruments* ("IFRS 9"), which replaced IAS 39 *Financial Instruments: Recognition and Measurement* ("IAS 39"). IFRS 9 provides a revised model for classification and measurement of financial assets, including a new expected credit loss ("ECL") impairment model. The revised model for classifying financial assets results in classification according to their contractual cash flow characteristics and the business models under which they are held. IFRS 9 also introduces a reformed approach to hedge accounting. IFRS 9 largely retains the existing requirements in IAS 39 for the classification of financial liabilities.

As a result of the adoption of IFRS 9, the Company has changed its accounting policy for financial instruments using the modified retrospective approach. The adoption of the ECL impairment model did not have an impact on the Company's consolidated financial statements. IFRS 9 does not require restatement of comparative periods. The change did not result in a change in carrying value of any of the Company's financial instruments on transition date.

For marketable securities, the Company made an irrevocable election to recognize changes in fair value through profit or loss rather than other comprehensive income. As a result of adopting IFRS 9, the net change in fair value of the marketable securities, including realized and unrealized gains and losses, if any, is now presented as an item that is recognized in net income in the consolidated statements of loss and comprehensive Loss.

The adoption of IFRS 9 has not had a significant impact on the Company's policies related to financial assets of cash and cash equivalents, restricted cash, receivables, and reclamation deposits and financial liabilities.

Future Accounting Pronouncements

The standard below is the only one which the Company reasonably expects may be applicable to the Company at a future date.

IFRS 16 Leases

IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17 Leases.

This standard is applicable to the Company's annual period beginning on April 1, 2019.

The impact of adopting this new standard will result in an additional right of use asset of $137,679 capitalized and a corresponding lease liability of the same amount included as a liability in the consolidated statements of financial position. The assets will be amortized over the term of the remaining lease period.

Financial Instruments and Risk Management

The Company is exposed through its operations to the following financial risks:

- Market Risk
- Credit Risk
- Liquidity Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these consolidated financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in the note.

General Objectives, Policies and Processes

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's management. The effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets are reviewed periodically by the Board of Directors if and when there are any changes or updates required.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of interest rate and commodity price risk.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company has cash balances and fixed interest-bearing debt. The Company's current policy is to invest excess cash in guaranteed investment certificates or interest-bearing accounts of major Canadian chartered banks. The Company regularly monitors compliance to its cash management policy.

Cash and guaranteed investment certificates are subject to floating interest rates.

The Company as at March 31, 2019 as described hereinabove entered into the Goldcorp Loan with a set interest rate of 8% therefore limited interest rate risk on any borrowings. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. The Company considers this risk to be immaterial.

Commodity Price Risk

The Company's ability to raise capital to fund exploration or development activities may be subject to risks associated with fluctuations in the market prices of the relevant commodities. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. The Company also holds marketable securities that are subject to changes in market price.

Foreign Exchange Risk

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and United States dollar and other foreign currencies will affect the Company's operations and financial results. The Company does not hold significant monetary assets or liabilities in foreign currencies and therefore is not exposed to significant risks arising from the fluctuation of foreign exchange rates.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash and receivables. Cash is maintained with financial institutions of reputable credit and may be redeemed upon demand and receivables are entered into with credit-worthy counterparties.

The carrying amount of financial assets represents the maximum credit exposure. Credit risk exposure is limited through maintaining cash with high-credit quality financial institutions and management considers this risk to be minimal for all cash assets based on changes that are reasonably possible at each reporting date.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to endeavour that it will have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. However, circumstances may arise where the Company is unable to meet those goals (See Note 2 and 25). The key to managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases.

Typically, the Company ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 90 days. To achieve this objective, the Company would prepare annual capital expenditure budgets, which are regularly monitored and updated as considered necessary. Further, when required the Company utilizes authorizations for expenditures on exploration projects to further manage expenditure.

The Company monitors its risk of shortage of funds by monitoring the maturity dates of existing trade and other accounts payable and option payment commitments. The Company endeavours to not maintain any trade payables beyond a 30-day period to maturity.

Determination of Fair Value

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The consolidated statements of financial position carrying amounts for receivables, and trade and other payables approximate fair value due to their short-term nature.

Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

Capital Management

The Company monitors its cash and cash equivalents, common shares, warrants and stock options as capital. The Company manages the capital structure and makes adjustments accordingly in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this method of financing due to the current difficult market conditions.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. Management reviews the capital structure on a regular basis to ensure that the above objectives are met. The Company's capital is not subject to any externally imposed capital requirements. There have been no changes to the Company's approach to capital management during the year ended March 31, 2019.

Outstanding Share Data

Colorado's authorized capital is unlimited common shares without par value. As at the date of this report 125,137,144 common shares were issued and outstanding. The Company as at the date of this report had the following outstanding options, warrants and convertible securities as follows:

Type of Security	Number	Exercise price	Expiry Date
Stock options	310,000	$0.150	07-May-20
Stock options	145,000	$0.080	30-Dec-20
Stock options	450,000	$0.440	06-Jun-21
Stock options	852,500	$0.260	06-Jun-22
Stock options	500,000	$0.150	16-Feb-23
Warrants	441,300	$0.420	17-Sep-19
Warrants	4,462,500	$0.500	17-Sep-19
Warrants	41,700	$0.320	17-Sep-19
Warrants	11,360,000	$0.45	29-Feb-20

As at the date of this report there were no shares held in escrow.

Other Requirements

Additional disclosure of the Company's material change reports, news release and other information can be obtained on SEDAR at www.sedar.com.

Risks and uncertainties

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, the Company continues to seek opportunities to acquire exploration and/or development projects. The main operating risks include: the Company does not currently have the funding to complete is initial exploration work for the 2019 field season and any further substantial development or corporate overhead working capital will require additional funding, as well as to advance any of its other projects. Funds will also be required in order for the Company to acquire, maintain and advance future exploration or advanced staged properties; ensuring ownership of and access to mineral properties by confirmation that claims and leases are in good standing and obtaining permits for drilling and other exploration activities, as well as risks to First Nations concerns of development in certain areas that may affect the Company's ability to operate.

As a mineral exploration company, Colorado's performance is affected by a number of industry and economic factors and exposure to certain environmental risks and regulatory requirements. These include metal prices, competition amongst exploration firms for attractive mineral properties, the interest of investors in provided high-risk equity capital to exploration companies, and the availability of qualified staff and equipment such as drilling rigs to conduct exploration.

The Company currently has two employees. The majority of significant work is carried out through independent consultants and the Company requires that all consultants carry their own insurance to cover any potential liabilities as a result of their work on a project. In certain cases where consultants are unable to carry their own insurance the Company includes such individuals under its coverage.

Other Information

List of Directors and Officers

Directors	***Officers***
Robert P. Shaw	**Robert P. Shaw, President & CEO**
Patrick Soares	**Eric Casey, CFO & Corporate Secretary**
Alastair Still	
Bryan Wilson	***Auditors***
Cecil R. Bond	**Smythe LLP**