
TRI-RIVER VENTURES INC.

**Management's Discussion and Analysis
Period Ended September 30, 2019**

Tri-River Ventures Inc.

Management Discussion & Analysis

For the period ended September 30, 2019

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management Discussion and Analysis ("MD&A") of Tri-River Ventures Inc. ("Tri-River" or the "Company") is dated Nov. 29th, 2019, and provides an analysis of the Company's results of operations for the period ended September 30, 2019. The MD&A has been prepared by management and should be read in conjunction with the interim consolidated financial statements of the Company for the period ended September 30, 2019, audited consolidated financial statements of the Company for the year ended December 31, 2018 and the respective notes thereto.

All dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

FORWARD LOOKING STATEMENTS

This Management's Discussion and Analysis contains certain forward-looking statements concerning anticipated developments in the Company's operations in future periods. Statements that are not historical fact are forward looking information as that term is defined in National Instrument 51-102 ("NI 51-102") of the Canadian Securities Administrators. Certain forward looking information should also be considered future-oriented financial information ("FOFI") as that term is defined in NI 51-102. The purpose of disclosing FOFI is to provide a general overview of management's expectations regarding the anticipated results of operations and capital expenditures. Forward-looking statements and information (referred to herein together as "forward-looking statements") are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible" and similar expressions, or statements that events, conditions or results "will", "may", "could" or "should" occur or be achieved. These forward-looking statements are set forth principally under the heading "Property Overview", "Summary of Results of Operations" and elsewhere in Management's Discussion and Analysis and may include statements regarding perceived merit of properties; mineral reserve and resource estimates; capital expenditures or other statements that are not statement of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company and its subsidiaries may differ materially from those reflected in the forward-looking statements due to a variety of 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 such forward looking statements.

The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and Tri-River does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from Tri-River's expectations include uncertainties involved in fluctuations in commodity prices and currency exchange rates; uncertainties relating to interpretation of drill results and the geology, continuity and grade of mineral deposits; the need for cooperation of local Chinese government agencies; the need to obtain additional financing to develop properties and uncertainty as to the availability and terms of future financing;

Tri-River Ventures Inc.

Management Discussion & Analysis

For the period ended September 30, 2019

the possibility of delay in exploration or development programs or in construction projects and uncertainty of meeting anticipated program milestones; uncertainty as to timely availability of permits and other governmental approvals; and other risks and uncertainties.

ADDITIONAL INFORMATION

Additional disclosures pertaining to the Company's technical report, management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.

THE COMPANY

The Company was incorporated on March 9, 1992 in Alberta and continued under the laws of British Columbia on July 12, 2005. The Company changed its name from Consolidated H2O Entertainment Corp. to Tri-River Ventures Inc. on July 4, 2007. The Company is currently listed on the NEX Board of the TSX Venture Exchange ("TSX-V" or the "Exchange").

On February 26, 2017, the Company entered into an arms' length letter of intent ("LOI") with Gold Torrent, Inc. ("GTOR"), an OTC QB listed company, that would result in a reverse takeover ("RTO") of the Issuer by GTOR. GTOR owns a 70% equity interest in and is Manager of Alaska Gold Torrent, LLC, an Alaska company that holds a group of contiguous gold exploration mineral claims located approximately 100 miles north of Anchorage, Alaska (collectively, the "Property"). The site has seen historic past mining from the 1920s to 1942 and again during the 1980s. It is a closing condition for the benefit of the Issuer that GTOR complete its current US\$5 million equity financing at US\$0.50 per GTOR Share and secure a US\$11.25 million project stream financing. GTOR's partner Miranda Gold Corp. ("Miranda") (TSX-V: MAD) has filed on April 14, 2016 an updated NI43-101 technical report supporting the independently estimated resource for Willow Creek Project, Alaska. GTOR was unsuccessful with its financing to acquire the 30% minority interest and provide the funding to complete construction of the Lucky Shot project. The proposed reverse takeover of the Issuer was cancelled on June 12, 2018.

On August 7, 2018, the company entered into an arm's length Letter of Intent with Tikatap Pty Ltd. ("TAT"), which sets out a proposal for Tri-River to acquire 100% of the issued and outstanding equity securities in TAT in an arm's length "reverse takeover" transaction. TAT is a privately owned Australian incorporated proprietary limited company, with offices in Pasadena, California. It has built a tailored software platform that is designed to eliminate the need for paper based ticketing by providing an online and app solution for buying high school event tickets in the United States. Specifically, this software platform is designed to provide an easy and efficient way for buyers to purchase tickets to U.S. high school events from any device, as well as provide data analytics to U.S. high school event holders. The completion of the Transaction is subject to a number of conditions, including completion of the concurrent financing of no less than CAD\$8,000,000 by TAT. TAT has not been successful in its financing. The letter of intent expired on January 31, 2019.

PROPERTY OVERVIEW

The Company has been actively searching for business assets to acquire. Currently, the Company owns no mineral properties or materials business assets.

Tri-River Ventures Inc.

Management Discussion & Analysis

For the period ended September 30, 2019

SUMMARY OF RESULTS OF OPERATION

The following quarterly information has been extracted from the Company's unaudited interim consolidated financial statements. All figures are expressed in Canadian dollars.

	Q3 2019	Q2 2019	Q1 2019	Q4 2018
Interest Income	\$ 3,629	\$ 3,629	\$ 3,629	\$ 7,149
Net Income (Loss)	(5,106)	(9,142)	522	(28,020)
Loss Per Share	0.00	0.00	0.00	(0.00)
Cash and Cash Equivalents	1,018,343	1,024,163	1,042,870	1,039,596
Mineral Properties	-	-	-	-
Total Assets	1,018,503	1,024,164	1,042,871	1,042,349

	Q3 2018	Q2 2018	Q1 2018	Q4 2017
Interest Income	\$ 3,244	\$ 3,554	\$ 3,554	\$ 3,565
Net Income (Loss)	(19,218)	(16,425)	(17,212)	(26,330)
Loss Per Share	(0.00)	(0.00)	(0.00)	(0.00)
Cash and Cash Equivalents	1,058,590	1,075,082	1,097,329	1,114,982
Mineral Properties	-	-	-	-
Total Assets	1,060,429	1,081,303	1,102,708	1,119,920

Note: Quarterly figures presented above are in accordance with IFRS.

The total operating loss for Q3 2019 is \$5,106 compared to a loss of \$19,218 in Q3 2018. The office and miscellaneous expenses are \$6,150 for Q3 2019 compared to \$2,386 for Q2 2018.

Total assets of the Company at the end of Q3 2019 were \$1,018,503 compared to \$1,060,429 at the end of Q3 2018 due to operating expenses.

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalent at the end of Q3 2019 was \$1,018,343 compared with \$1,058,590 of Q3 2018.

Working Capital at the end of Q3 2019 was \$1,018,343 compared with \$1,060,308 at the end of Q3 2018. According to the Company's current budget, the Company has sufficient working capital for the year 2019.

Commitments and Off-Balance Sheet Arrangements

As of September 30, 2019, other than as described in this report, the Company had no commitments for capital expenditures and no off-balance sheet arrangements.

Share Capital

The Company is authorized to issue an unlimited number of common shares without par value. As of September 30, 2019, 26,695,431 common shares were issued and outstanding, no stock purchase options were outstanding.

Tri-River Ventures Inc.

Management Discussion & Analysis

For the period ended September 30, 2019

RELATED PARTY TRANSACTIONS

During the period ended September 30, 2019, the Company had no related party transactions.

USE OF ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant areas where management estimation is applied include the recoverability of advances, determination of the useful lives of equipment, amount and collectability of interest income on advances made, the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments and share-based payments, the recognition and valuation of provisions for restoration and environmental liabilities, and the recoverability and measurement of deferred tax assets and liabilities. Actual results could differ from the estimates.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

There has been no change in the Company's internal control over financial reporting from January 1, 2019 to September 30, 2019 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

FINANCIAL INSTRUMENT RISKS

The Company's financial instruments consist of cash and cash equivalents, receivable, advance, and due to related parties. Cash and cash equivalents, which are measured at face value, representing fair value, are classified as held-for-trading. Receivables and advance, which are measured at amortized cost, representing fair value, are classified as loans and receivables. Due to related parties, which are measured at amortized cost, are classified as other financial liabilities. The Company's financial instruments are subject to the following risks:

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash and cash equivalents. The risk is managed through the use of major financial institutions, which have high credit qualities as determined by rating agencies.

Foreign Exchange Risk

Foreign exchange risk is the risk that the Company will be subject to foreign currency fluctuations in satisfying obligations related to its foreign activities. The Company operates in Canada and China and is therefore exposed to foreign exchange risk arising from transactions denominated in a foreign currency. A one percentage in foreign exchange rate will increase or decrease net income by approximately \$Nil.

Tri-River Ventures Inc.

Management Discussion & Analysis

For the period ended September 30, 2019

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its cash equivalents as these instruments have original maturities of three months or less and are therefore exposed to interest rate fluctuations on renewal. Interest rate risk is assessed as low.

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 objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash on hand and raising capital through debt and equity financing as needed.

RISKS AND UNCERTAINTIES

An investment in the Company's common shares is highly speculative and subject to a number of risks and uncertainties. Only those persons who can bear the risk of the entire loss of their investment should participate. An investor should carefully consider the risks described below and the other information filed with the Canadian securities regulators before investing in the Company's common shares. If any of the following risks and those not described below occur, the Company's business, operating results and financial condition could be seriously harmed and investors may be subject to the entire loss of their investment.

- a. The Company has a history of losses and anticipates that it will continue to incur losses for the foreseeable future.
- b. The Company is dependent on several key management personnel. The success of the Company depends on the key executives, and the loss of the service of one or more of such key management personnel could have a material adverse effect on the Company. The Company does not have any key man life insurance.
- c. The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in China and Canada. A significant change in the currency exchange rate between the RMB and Canadian dollar could have a significant effect on the Company's results of operations, financial position or cash flows. Currently, the Company has all its cash and current assets in forms of Canadian dollar. The Company has not hedged its exposure to currency fluctuations, and converted Canadian dollar into RMB as much as required in the exploration and operating activities in China.
- d. Exploration and development of mineral properties with the intent to achieve economic viability, carries a high risk of failure. A small percentage of mineral projects advance to the stage of mining. There is no certainty that the company's exploration activities will result in an economic deposit.

SUBSEQUENT EVENTS

There has been no subsequent event following the period end of September 30, 2019.