

**BLACKEAGLE DEVELOPMENT CORP. (FORMERLY SYMBIO CAPITAL CORP.)**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**NINE MONTHS ENDED APRIL 30, 2015**

2922 MT. SEYMOUR PARKWAY  
NORTH VANCOUVER, BC, V7H 1E9.

## **BLACKEAGLE DEVELOPMENT CORP. (FORMERLY SYMBIO CAPITAL CORP.)**

Management's Discussion and Analysis

Nine Months Ended April 30, 2015

*The following is a management's discussion and analysis ("MD&A") of Blackeagle Development Corp. (formerly Symbio Capital Corp.) (the "Company" or "Blackeagle"), prepared as of May 25, 2015. This MD&A should be read together with the unaudited condensed interim financial statements for the six months ended April 30, 2015 and related notes and the audited financial statements for the year ended July 31, 2014 and related notes, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All financial amounts are stated in Canadian dollars unless otherwise indicated.*

*Certain information included in this MD&A may constitute forward-looking statements. Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements.*

*Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company may differ materially from those reflected in forward-looking statements due to a variety of risks, uncertainties and other factors. The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company 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 the Company's expectations include uncertainties involved in disputes and litigation, fluctuations in commodity prices and currency exchange rates; uncertainties relating to interpretation of drill results and the geology, continuity and grade of deposits; uncertainty of estimates of capital and operating costs, recovery rates, production estimates and economic return; the need for cooperation of government agencies and native groups in the exploration and development of properties and the issuance of required permits; the need to obtain additional financing to develop properties and uncertainty as to the availability and terms of future financing; the possibility of delay in exploration or development programs or in construction projects and uncertainty in meeting anticipated program milestones; the assumption that the Company will become fully compliant with regulatory filing and continued listing requirements, in addition uncertainty as to timely availability of permits and other government approvals and other risks and uncertainties disclosed in other information released by the Company from time to time and filed with the appropriate regulatory agencies.*

*It is the Company's policies that all forward-looking statements are based on the Company's beliefs and assumptions which are based on information available at the time these assumptions are made. The forward looking statements contained herein are as of May 25, 2015 and are subject to change after this date, and the Company assumes no obligation to publicly update or revise the statements to reflect new events or circumstances, except as may be required pursuant to applicable laws. Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward-looking information or statements may not be achieved, and the underlying assumptions thereto will not prove to be accurate.*

*Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward-looking information or statements, including the underlying assumptions thereto, as a result of numerous risks, uncertainties and other factors such as those described above and in "Risks and Uncertainties" below. The Company has no policy for updating forward looking information beyond the procedures required under applicable securities laws.*

*Additional information related to the Company is available for view on SEDAR at [www.sedar.com](http://www.sedar.com).*

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### **The Company's Business**

Blackeagle Development Corp. (formerly Symbio Capital Corp.) (the "Company") was incorporated under the Business Corporations Act (British Columbia) on February 14, 2011 and was classified as a Capital Pool Company ("CPC") as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4 until August 6, 2014. The Company has changed its name to Blackeagle Development Corp. on August 6, 2014. The Company completed its Initial Public Offering ("IPO") on April 30, 2012 and its shares commenced trading on the Exchange ("TSX-V") as a capital pool company. On August 6, 2014, the Company completed a "Qualifying Transaction" ("QT") as defined in Policy 2.4 of the TSX-V. The Company is in the exploration stage and is in the process of exploring mining properties in Canada. The head office, principal address and records office of the Company are located at 2922 Mt. Seymour Parkway, North Vancouver, British Columbia V7H 1E9.

On April 30, 2012, the Company closed a prospectus on October 27, 2011 and an amended and restated prospectus on January 30, 2012 for an initial public offering ("IPO" or the "Offering"), pursuant to the policies of TSX-V governing CPCs, in British Columbia to sell 3,158,000 common shares at a price of \$0.20 per share for gross proceeds of \$631,600. The agent received a commission of \$63,160, an administrative fee of \$10,000 and the Agent's legal fees. The Agent was granted non transferable option ("Agent's Warrants") to purchase 315,800 common shares at an exercise price of \$0.20 per common share with an expiry date of April 30, 2014.

#### *RESULTS OF OPERATIONS*

The Company incurred a net loss of \$266,510 for the nine months ended April 30, 2015. The total expenses of \$41,438 for the nine months ended April 30, 2015 related primarily to exploration expense of \$208,222, administrative fee of \$13,500, filing and transfer agent fee of \$12,137, consulting fee of \$17,071 and professional fee of \$14,461.

The Company incurred a net loss of \$91,987 for the year ended July 31, 2014. The total expenses of \$96,810 for the year ended July 31, 2014 related primarily to professional fees of 34,990, administrative fees of \$18,000, filing/transfer agent fees of \$25,239 and GST of \$11,549 payback to Canada Revenue Agency as a result of re-assessments for the years-ended July 31, 2013, 2012 and 2011.

During the years ended July 31, 2014 and July 31, 2013, the Company did not issue any shares. During the year ended July 31, 2012, the Company issued 350,000 common shares at a price of \$0.10 per common share for total proceed of \$35,000. And the Company closed a prospectus on October 27, 2011 and an amended and restated prospectus on January 30, 2012 for an initial public offering ("IPO" or the "Offering"), pursuant to the policies of TSX-V governing CPCs, in British Columbia to sell 3,158,000 common shares at a price of \$0.20 per share for gross proceeds of \$631,600. The agent received a commission of \$63,160, an administrative fee of \$10,000 and the Agent's legal fees. The Agent was granted non transferable option ("Agent's Warrants") to purchase 315,800 common shares at an exercise price of \$0.20 per common share with an expiry date of April 30, 2014. A value of \$31,329 has been attributed to the Agent's Warrants using an option pricing model and has been credited to reserve. The fair value of Agent's Warrants was estimated based on the Black-Scholes option pricing model, using the following assumptions: average risk-free interest rate – 1.34% ; expected life – 2 year; expected volatility – 93%; and expected dividends – nil. Share issuance costs totaling \$142,888 have been incurred towards the offering.

#### *SUMMARY OF QUARTERLY RESULTS*

The following is a summary of the Company's financial results for the eight most recent quarters:

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Quarter Ended	Revenue	Total expenses	Loss for the period	Basic and Diluted Loss per share
April 30, 2015	\$ -	\$ 23,319	\$ 23,319	(0.01)
January 31, 2015	\$ -	\$ 210,809	\$ 210,809	(0.04)
October 31, 2014	\$ -	\$ 32,382	\$ 32,382	(0.01)
July 31, 2014	\$ 10	\$ 50,559	\$ 50,549	(0.02)
April 30, 2014	\$ 1,483	\$ 27,505	\$ 26,022	(0.01)
January 31, 2014	\$ 1,730	\$ 8,016	\$ 6,286	(0.00)
October 31, 2013	\$ 1,600	\$ 10,730	\$ 9,130	(0.00)
July 31, 2013	\$ 5,726	\$ 18,773	\$ 13,047	(0.00)
April 30, 2013	\$ 269	\$ 18,994	\$ 18,725	(0.00)

*CHANGE IN FINANCIAL CONDITION*

During the nine months ended April 30, 2015, the Company issued 600,000 shares related to completion of QT and the Option Agreement.

During the year ended July 31, 2014 and July 31, 2013, the Company did not issue any shares. Between February 14, 2011 and July 31, 2012, the Company's principal changes in financial condition were the issuances of 1,350,000 common shares for proceeds of \$135,000 and 3,158,000 common shares at a price of \$0.20 per share for gross proceeds of \$631,600.

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### *LIQUIDITY AND CAPITAL RESOURCES*

As at April 30, 2015, the Company had working capital surplus of \$151,607.

The Company has no operations that generate cash flow and its long term financial success is dependent on discovering properties that contain mineral reserves that are economically recoverable.

The Company's resource property agreements are primarily option agreements and the exercise thereof are at the discretion of the Company. To earn its interest in the properties, the Company must incur certain expenditures in accordance with the agreements (see "Project Summaries and Activities" in this MD&A for more information).

The Company is dependent on the sale of treasury shares to finance its exploration activities, property acquisition payments and general and administrative costs. The Company will have to raise additional funds in the future to continue its operations. There can be no assurance, however, that the Company will be successful in its efforts. If such funds are not available or other sources of financing cannot be obtained, then the Company will be forced to curtail its activities.

### *PROJECT SUMMARIES AND ACTIVITIES*

The Company has entered into an option agreement (the "Option Agreement") dated April 8, 2014, as amended and restated April 25, 2014 and June 26, 2014, between the Company and Tajiri Resources Corp. ("Tajiri") and Donald Bragg, Peter Fox and Barry Price (collectively, the "Vendors"), pursuant to which Tajiri granted the Company an option to acquire a 70% interest in 40 mineral claims located in British Columbia known as the OGK Property (the "Property") subject to a 2% net smelter royalty ("NSR") payable to the Vendors.

The Company can earn a 70% interest in the Property by paying an aggregate of \$100,000 in cash, issuing 1,000,000 shares and incurring \$1,350,000 in work expenditures over three years as follows:

- \* Paying \$25,000 cash to Tajiri upon execution of the Option Agreement (paid in 2014 year end)
- \* Issuing 140,000 shares to the Vendors and 60,000 to Tajiri within 5 days after Final Exchange Approval in connection with the QT (the "Closing") (issued in August 2014)
- \* Incurring \$250,000 in work expenditures within one year of Closing
- \* Paying \$35,000 cash to Tajiri and issuing 90,000 shares to Tajiri and 210,000 shares to the Vendors and incurring an additional \$350,000 in work expenditures on the Property within 2 years of Closing
- \* Paying \$15,000 cash to Tajiri and \$25,000 cash to the Vendors, issuing 150,000 shares to Tajiri and 350,000 to the Vendors, and incurring an additional \$750,000 in work expenditures within 3 years of Closing.

A Finder's Fee of \$4,000 cash and 400,000 shares were paid/issued to Ramtag Resources Ltd in connection with the transaction in August, 2014.

The property, consisting of 13842 hectares adjoins on the south boundary the Lorraine-Jajay-Jan-Tam-Misty Copper-Gold property which hosts historical resources. The property to date has received initial geological mapping, rock and soil sampling and partial airborne geophysical surveys. The results to date indicate the property is prospective for copper-gold porphyry style mineralization.

An independent NI43-101 technical report authored by Dr. Matias Westphal has recommended a follow-up exploration program consisting of additional rock and soil sampling, geological mapping,

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and ground geophysical (Induced Polarization) surveys. This program commenced in August, 2014 and will continue through September and October to determine the merit of the property.

### *OFF BALANCE SHEET ARRANGEMENTS*

The Company does not have any off balance sheet arrangements.

### *RELATED PARTY TRANSACTIONS*

As at April 30, 2015, the Company owed \$Nil (July 31, 2014 - \$Nil) to a director of the Company, Ron Miles.

During the period ended April 30, 2015, consulting fee of \$8,500 (April 30, 2014 - \$nil) and rent of \$nil (April 30, 2014 - \$4,500) incurred with a director of the Company, Ron Miles.

All related party transactions are in the normal course of operations and have been measured at the agreed to amounts, which is the amount of consideration established and agreed to by the related parties.

### *CONTINUING AND CONTRACTUAL OBLIGATIONS*

The Company does not have any contingencies or contractual obligations.

### *PROPOSED TRANSACTIONS*

The Company does not currently have any proposed transaction approved by the Board of Directors. All current transactions are fully disclosed in the unaudited financial statements for the three month period ended April 30, 2015.

### *RISKS AND UNCERTAINTIES*

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risk, including but not limited to, environmental, metal prices, political and economical.

The mineral exploration business is risky and most exploration projects will not become mines. The Company may offer an opportunity to a mining company to acquire an interest in a property in return for funding all or part of the exploration and development of the property. For the funding of property acquisitions and exploration that the Company conducts, the Company depends on the issue of shares from the treasury to investors. These stock issues depend on numerous factors including a positive mineral exploration environment, positive stock market conditions, a company's track record and the experience of management.

The Company has no significant source of operating cash flow and no revenues from operations. The Company has not yet determined whether its mineral properties contain mineral reserves that are economically recoverable. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish reserves.

There is no guarantee that the Company will be able to contribute or obtain all necessary resources and funds for the exploration and exploitation of its permits, and may fail to meet its exploration commitments.

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The properties that the Company has an option to earn interests in are in the exploration stages only, are without known bodies of commercial mineralization and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties, that are explored, are ultimately developed into producing mines.

Exploration of the Company's mineral properties may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters.

### *CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS*

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities. The estimates and associated assumptions are based on anticipations and various other factors that are believed to be reasonable under the circumstances, the result of which form the basis of making the judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

The assessment of the Company's ability to execute its strategy by funding future working capital requirements involves judgment. The Directors monitor future cash requirements to assess the Company's ability to meet these future funding requirements.

### *FINANCIAL INSTRUMENTS*

The Company's financial instruments consist of cash and cash equivalents and accrued liabilities; the fair values of which are considered to approximate their carrying value due to their short-term maturities or ability of prompt liquidation.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Strategic and operational risks are risks that arise if the Company fail to identify opportunities and/or threats arising from changes in the market, some of which may emerge over a number of years. These strategic opportunities or threats arise from a range of factors which might include changing economic and political circumstances and regulatory developments and competitor actions. The risk is mitigated by consideration of the potential opportunities and challenges which management is currently undertaking.

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. The Company is subject to normal industry credit risks. Therefore, the Company believes that there is minimal exposure to credit risk.

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will

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have sufficient liquidity to meet liabilities when due. As at April 30, 2015, the Company had cash and cash equivalents balances of \$155,378 to settle current liabilities of \$570. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Interest risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates is currently immaterial.

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollar. Cash and accrued liabilities are denominated in Canadian currency. Therefore, the Company's exposure to currency risk is minimal

**RECENT ACCOUNTING PRONOUNCEMENTS**

The following standards have been issued but are not yet effective:

- IFRS 9 Financial Instruments. This new standard will be effective for annual periods beginning on or after January 1, 2018. The new standard is a partial replacement of IAS 39 Financial Instruments: Recognition and Measurement.

The Company is currently evaluating the impact of the above standards on its financial performance and financial statements disclosures but expects that such impact will not be material.

**OUTSTANDING SHARE DATA**

As of April 30, 2015 and a date of this MD&A, the Company had 5,108,000 issued and outstanding common shares. The Company issued 600,000 shares related to the mineral property option agreement and the Qualifying Transaction in August, 2014.

During the period ended April 30, 2015, the Company did not grant any stock options.

Options:

A summary of the Company's stock option activity is as follows:

	Number of Options	Weighted Average Exercise Price
Balance, July 31, 2013	280,000	\$0.20
Granted	-	-
<b>Balance, July 31, 2014, April 30, 2015 and a date this MD&amp;A</b>	<b>280,000</b>	<b>\$0.20</b>

At April 30, 2015 and a date of this MD&A, a summary of stock options outstanding and exercisable are as follows:

Grant Date	Number of Options Outstanding & Exercisable	Exercise Price	Expiry date	Remaining contractual life (years)
April 30, 2012	245,000	\$0.20	April 30, 2017	2.00
April 30, 2012	35,000	0.20	April 30, 2022	7.00
<b>Total</b>	<b>280,000</b>	<b>\$0.20</b>		

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Warrants:

A summary of the Company's warrant activity is as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, July 31, 2012	315,800	\$0.20
Granted	-	\$-
<b>Balance, July 31, 2013</b>	<b>315,800</b>	<b>\$0.20</b>
Expired	(315,800)	\$0.20
<b>Balance, July 31, 2014, April 30, 2015 and a date of this MD&amp;A</b>	<b>-</b>	<b>\$-</b>

At April 30, 2015 and a date of this MD&A, there were no warrants outstanding and exercisable.

*SUBSEQUENT EVENTS*

None other than those already disclosed in this MD&A.

*FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES*

During the period ended April 30, 2015, there has been no significant change in the Company's internal control over financial reporting since last year.

The Chief Executive Officer and Chief Financial Officer of the Company are responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. They are also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's interim financial statements for the period ended April 30, 2015 (together the "Interim Filings").

The Chief Executive Officer and Chief Financial Officer of the Company have filed the Venture Issuer Basic Certificate with the Interim Filings on SEDAR at [www.sedar.com](http://www.sedar.com).

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

*APPROVAL*

The Board of Directors of the Company has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.