SAILFISH ROYALTY CORP.

Management Discussion & Analysis

For the year ended December 31, 2017 and 2016

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The following Management Discussion and Analysis ("MD&A") of Sailfish Royalty Corp. (the "Company" or "Sailfish") has been prepared as of April 27, 2018. All dollar amounts are expressed in United States dollars unless otherwise stated. This MD&A should be read in conjunction with the Company's audited financial statements and the notes thereto for the years ended December 31, 2017 and 2016. The audited financial statements have been prepared based on International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Additional information relating to the Company is available under the Company's profile on the SEDAR website at www.sedar.com.

DESCRIPTION OF BUSINESS

Sailfish Royalty Corp. ("Sailfish" or the "Company") is a public company listed on the TSX Venture Exchange ("TSXV") under the symbol "FISH" following its listing on December 21, 2017. The Company was incorporated on February 27, 2014 under the BVI Business Company Act, 2004 and is domiciled in the British Virgin Islands. The address of its registered and head office is Sea Meadow House, Blackburne Highway, PO Box 116, Road Town, Tortola, British Virgin Islands, VG1110. The Company is primarily engaged in the acquisition of royalty and streaming agreements.

2017 FINANCIAL HIGHLIGHTS AND MAJOR ACTIVITIES

- June 27, 2017, the Company entered into the a royalty purchase agreement (the "Royalty Purchase Agreement") pursuant to which the Company agreed to acquire certain royalty interests in the Tocantinzinho Project located in Brazil. The Transaction was subject to certain conditions, including the Spin-Out, whereby Marlin distributed all of the shares of the Company to its shareholders on the basis of one share of the Company for every five shares of Marlin. This was completed December 14, 2017. Refer to the Description of Business section for further details.

- For the year ended December 31, 2017, the Company advanced $107,892 to Golden Reign Resources Ltd. ("Golden Reign") as a credit towards the gold stream purchase price on Golden Reign's San Albino gold deposit. Refer to the Review of Gold Streams and Royalties section for further details.

- For the year ended December 31, 2017, the Company received $220,273 in loans from Marlin.

REVIEW OF GOLD STREAMS AND ROYALTIES

San Albino Gold Stream ("SA Gold Stream")
On July 10, 2014, the Company and Golden Reign entered into a $15,000,000 (the "GRR Purchase Price") Gold Streaming Arrangement (the "GRR Arrangement") for the construction and development of Golden Reign's San Albino gold deposit, located in Nueva Segovia, Nicaragua. The GRR Purchase Price is only due once a preliminary cost assessment report has been provided for the development of Golden Reign's San Albino gold deposit.

Under the GRR Arrangement, Sailfish will be entitled to purchase 40% of gold production from the San Albino gold deposit, at $700 per troy ounce, subject to a 1% per year cost escalation beginning three years from commercial production, as defined, until Sailfish recovers $19.6 million. Thereafter, Sailfish will be entitled to purchase 20% of gold production at $700 per troy ounce and is subject to a 1% per year cost escalation beginning three years from commercial production, plus 50% of the price differential above $1,200 per troy ounce subject to certain adjustments.

Prior to commercial production Sailfish will be entitled to receive an 8% semi-annual coupon payment on the amount advanced on the GRR Purchase Price and Golden Reign will be required to make minimum repayments of $282,800 per month when commercial production commences. The substance of this transaction results in it being treated as a loan for accounting purposes as the terms indicate a right to receive cash flows in the form of interest payments and minimum return of capital post commercial production dates. Once the Company's initial investment is recovered, it will receive additional benefit from future mine production and the ability to purchase gold at a discounted price.

The advances made to Golden Reign to date as well as the future advances under the GRR Arrangement are secured by the mining concessions, property, plant and equipment and all other assets of Golden Reign.

As at December 31, 2017 the Company had advanced $1,096,051 (December 31, 2016 - $1,044,441) of the GRR Purchase Price to Golden Reign, had accrued interest receivable of $461 (December 31, 2016 -$32,637) and for the year ended December 31, 2017 received interest of $118,885 (2016 - $19,481).

On September 12, 2017, Golden Reign announced that it has received its environmental permit for the development, construction and operation of up to a 500 ton per day operation at San Albino. This permit was the final significant hurdle to moving the project forward.

Golden Reign had previously received its Water Use Permit, Forestry Permit, Mill Permit, Construction Permit, Soil Use Permit, Road Permit and Waste Disposal Permit. Other governmental approvals will be sought as required.

The next step for Golden Reign is to finalize an Engineering, Procurement and Construction Management (EPCM) contract and, in due course, commence detailed engineering and construction of a high-grade gold mine at San Albino. As at the date of this MD&A, the preliminary cost assessment report has not been provided and the Company cannot give any assurance as to when this will be completed.

Tocantinzinho NSR ("TZ Royalty")

Sailfish entered into a royalty purchase agreement dated June 27, 2017 with Alan Carter and Dennis Moore (together, the "Vendors") pursuant to which the Company agreed to acquire and the Vendors agreed to sell, certain royalty interests in the Tocantinzinho Project (the "Transaction").

The Transaction was subject to certain conditions, including approval of the TSXV, the completion of a going-public transaction by the Company (the "Spin-Out"), which was completed within the general parameters set out in the Royalty Purchase Agreement, and an equity financing in furtherance of the Spin-Out.

On November 15, 2017, the board of directors of Marlin, which at the time was the sole shareholder of the Company, announced that it had approved the Spin-Out pursuant to a court-approved arrangement under the Business Company Act (British Columbia). On the same date, Marlin called an annual and special meeting of the holders of common shares of Marlin held on December 14, 2017. At the Meeting, the Marlin shareholders passed a special resolution approving the Spin-Out. Under the Spin-Out, Marlin distributed all of the shares of the Company to its shareholders on the basis of one share of the Company for every five shares of Marlin.

Pursuant to the terms of the Transaction, the consideration paid by the Company to the Vendors was an aggregate of $12,000,000 of which $6,500,000 was paid in cash and the balance $5,500,000 was paid-in-kind by receiving 4,059,923 Shares in the Company. The company incurred additional transactional costs of $107,000 which have been capitalized as part of the royalty interest.

The Tocantinzinho Royalty is a 3.5% royalty on revenues on the Tocantinzinho Project payable following the commencement of commercial production, which Eldorado Gold Corp ("Eldorado") has the right to reduce to a 1.5% royalty on revenues by payment of US$5.5 million within 30 days of a construction decision to proceed with development of the Tocantinzinho Project. In the event that Eldorado elects to make such a payment and such amount is paid to Sailfish, Sailfish will be obligated, pursuant to the Tocantinzinho Royalty Purchase Agreement to pay such amount to the Tocantinzinho Royalty Vendors. If Eldorado does not exercise its right to reduce the Tocantinzinho Royalty, then, within 35 days of the announcement by Eldorado of a construction decision to proceed with development of the Tocantinzinho Project, Sailfish shall, at its option, either (i) pay US$5.5 million to the Tocantinzinho Royalty Vendors or (ii) assign 2% of the Tocantinzinho Royalty back to the Tocantinzinho Royalty Vendors. No liability has been recognized for this in the statement of financial position.

SUMMARY OF QUARTERLY RESULTS

The Company's financial statements are prepared under IFRS issued by the IASB. The following table provides highlights from the Company's financial statements of quarterly results for the past eight quarters.

	Dec 31 2017	**Sept 30 2017**	**June 30 2017**	**Mar 31 2017**
Total revenue (Interest & other income)	21,926	21,861	22,517	20,405
Net loss for the quarter	(111,157)	(190,232)	(35,526)	(21,320)
Net loss per share	(0.00)	(0.01)	(0.00)	(0.00)

	Dec 31 2016	**Sept 30 2016**	**June 30 2016**	**Mar 31 2016**
Total revenue (Interest & other income)	18,186	14,451	8,664	8,663
Net loss for the quarter	(25,065)	(30,587)	(37,911)	(38,788)
Net loss per share	(0.00)	(0.00)	(0.00)	(0.00)

DISCUSSION OF OPERATIONS

For the three months ended December 31, 2017, compared to the three months ended December 31, 2016.

The Company recorded a net loss of $111,157 for the three months ended December 31, 2017 ($0.00 per common share) compared to a net loss of $25,065 ($0.00 loss per common share) for the three months ended December 31, 2016, a change of $86,092, primarily due to general office and regulatory fees and professional fees, as explained in the following paragraph.

General office and regulatory fees in the Current Quarter was $41,796 (Comparative Quarter - $2,260), which is the result of the TSXV listing fees.

Professional fees in the Current Quarter was $55,162 (Comparative Quarter - $2,625), which is the result of additional audit and legal fees pertaining to the TSXV listing.

For the three months ended September 30, 2017, compared to the three months ended June 30, 2017.

The Company recorded a net loss of $190,232 for the three months ended September 30, 2017 ($0.01 per common share) compared to a net loss of $35,526 ($0.00 loss per common share) for the three months ended June 30, 2017, a change of $154,706, primarily due to professional fees as explained in the following paragraph.

Professional fees in the Third Quarter was $148,098 (Second Quarter - $Nil), which is the result of additional audit and legal fees pertaining to the TSXV listing.

For the year ended December 31, 2017, compared to the year ended December 31, 2016.

The following table is derived from the audited financial statements of the Company's for the years end 2017 and 2016:

	December 31, 2017	December 31, 2016
Total assets	13,740,886	1,141,220
Total liabilities	221,772	1,175,805
Total equity	13,519,114	(34,585)
Net loss	(358,235)	(132,351)

The Company had total assets of $13,740,886 as at December 31, 2017 compared to $1,141,220 as at December 31, 2016, a change of $12,599,666, as explained in the following paragraphs.

Cash at December 31, 2017 was $535,174 (2016 - $912), which was the result of $500,000 in additional funding from Marlin as part of the spin out.

Royalty interest at December 31, 2017 was $12,107,000 ($2016 – Nil), which was the result of the purchase of the royalty.

The Company had total liabilities of $221,772 as at December 31, 2017 compared to $1,175,805 as at December 31, 2016, a change of ($954,033), which was the result of due to related parties decreasing by $1,095,625 as part of the spin out. On December 20, 2017, the Company consolidated 100,000,000 shares into 29,146,468 shares owned by Marlin Gold Mining Ltd and transferred its balance in due to related parties of $1,411,934 to contributed surplus.

The Company had total equity of $13,519,114 as at December 31, 2017 compared to ($34,585) as at December 31, 2016, a change of $13,553,699, which was the result of $1,411,34 from due to related parties being converted to equity and $12,500,000 being issued in common shares. On December 20, 2017, the Company issued 5,167,175 shares to Marlin Gold Mining Ltd for a subscription price of $7,000,000. On December 21, 2017, the Company issued 4,059,923 shares to the Tocantinzinho Royalty Vendors for a subscription price of $5,500,000.

The Company recorded a net loss of $358,235 for the year ended December 31, 2017 ($0.01 per common share) compared to a net loss of $132,351 ($0.00 loss per common share) for the year ended December 31, 2016, a change of $225,884, as explained in the following paragraphs.

Interest income for the current year was $86,709 (2016 - $49,964), which is the result of the Company having advanced additional funds to Golden Reign during the year.

General office and regulatory fees for the current year were $51,098 (2016 - $18,000), which is the result of the TSXV listing fees.

Professional fees in the Current Year were $203,260 (2016 - $10,709), which is the result of additional audit and legal fees pertaining to the TSXV listing and the spin out.

LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

The Company's ability to settle its existing liabilities and continue as a going concern is dependent upon the Company securing financing and continued support from Marlin. Marlin has funded the Company's needs to date and has advanced an additional $500,000 for working capital purposes. In conjunction with the closing of the Transaction, Marlin converted its loans to additional equity and agreed to make available a credit facility of approximately $14,000,000 to fund the remaining amount of the GRR Purchase Price.

A summary and discussion of the Company's cash inflows and outflows for the year ended December 31, 2017 and December 31, 2016 is as follows:

Operating Activities
Cash used in operating activities during the current year was $90,004 (2016 – outflow of $188,600). The net inflows during the Current Year included changes in prepaid expenses of $61,030 (2016 – outflow of $55,730) and accounts payable and accrued liabilities of $197,874 (2016 – outflow of $1,500).

Investing Activities
The Company purchased a Royalty interest for $12,107,000 of which the cash portion of the purchase was $6,500,000 (2016 - $Nil) and legal fees of $107,000 (2016 - $Nil) as described above under the 'Review of Gold Streams and Royalties'.

The Company advanced $107,892 (2016 - $693,592) to Golden Reign as a credit towards the GRR Purchase Price and received interest of $118,885 (2016 - $19,481) from Golden Reign.

Financing Activities
The Company received $113,273 (2016 - $863,535) in loans from Marlin.

The Company issued common shares for $12,500,000 of which $7,000,000 (2016 -$Nil) was paid in cash during the year by Marlin Gold Mining Ltd. The balance of $5,500,000 was paid-in-kind by the Tocantinzinho Royalty Vendors as part of the purchase of the Royalty interest.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Related parties comprise of senior management, directors and the controlling shareholder.

(a) Key management compensation

Key management includes directors and senior management. For the year ended December 31, 2017 the compensation was as follows:

(i) Director fees of $38,800 (2016 - $39,000) were recorded in 2017 and are payable semi-annually in advance. At December 31, 2017 prepaids include directors fee of $Nil (2016 - $7,500).

(ii) Senior management fees of $26,747 (2016 - $26,747) and share-based payments of $7,764 (2016 - $18,914) were incurred.

(b) Related party transactions

(i) As at December 31, 2017 Marlin held Nil (2016 – 100,000,000) common shares of the Company representing 0% (2016 – 100%) of the shares issued.

(ii) On December 18, 2017 the Company entered into a loan agreement with Marlin. Under the terms of the agreement, Marlin agreed to make available to Sailfish a maximum amount of $14,000,000 to finance the Company's purchase obligations under it's gold purchase agreement. The loan facility is available upon demand and bears interest at 8% per annum, payable bi-annually in arrears. During the year ended December 31, 2017, Marlin loaned the Company an additional $220,273 (2016 – $863,535) and incurred interest charges of $96,036 (2016- $50,945). On December 20, 2017, the balance due to Marlin of $1,411,934 was converted to equity and recorded as contributed surplus. As at December 31, 2017, $23,898 (2016 – $1,119,523) is payable by the Company to Marlin.

(iii) On December 20, 2017, the Company consolidated the 100,000,000 outstanding shares owned by Marlin Gold Mining Ltd. into 29,146,468 shares and in turn Marlin distributed these shares to its shareholders on a pro-rata basis.

(iv) On December 20, 2017, the Company issued 5,167,175 shares to Marlin Gold Mining Ltd for a subscription price of $7,000,000 and in turn Marlin distributed these shares to its shareholders on a pro-rata basis.

(v) Rent of $19,600 (2016 - $18,000) was paid during the year to one of the directors for office space for which there is no long-term commitment.

FINANCIAL INSTRUMENTS

(a) Overview

The Company has exposure to credit risk, liquidity risk and market risk from its use of financial instruments. This note presents information about the Company's exposure to each of these risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

(b) Fair Value of Financial Instruments

Financial instruments must be classified at one of three levels within a fair value hierarchy according to the relative reliability of the inputs used to estimate their values. The three levels of the hierarchy are as follows:

- Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3: Inputs that are not based on observable market data.

The carrying values, fair market values, and fair value hierarchical classification of the Company's financial instruments are as follows:

The fair value of all financial instruments approximates their carrying value due to their short-term maturity or capacity of prompt liquidation. However, due to liquidity risk the fair value of accounts payable and accrued liabilities is less than carrying value.

The Company does not have any financial instruments that are measured using level 1, 2 or level 3 inputs.

During the year ended December 31, 2017 and 2016 there were no transfers between level 1, level 2 and level 3 classified assets and liabilities.

(c) Credit Risk

Credit risk is the risk of potential loss to the Company if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to cash held by Barbadian financial entities and the Advances under the GRR Agreement. The carrying amount of financial assets recorded in the financial statements represents the Company's maximum exposure to credit risk.

The Company limits its exposure to credit risk on liquid financial assets through investing its cash and cash equivalents with high-credit quality financial institutions and advances under asset secured royalty agreements.

(d) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities and through the management of its capital structure. Accounts payable and accrued liabilities of $197,874 and due to related parties of $23,898 are due in the first quarter of fiscal 2018. The Company is dependent upon securing additional financing or continued support from Marlin (see note 1 to the financial statements and "LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN" section above).

(e) Market Risk

(i) Foreign Currency Risk

Foreign exchange risk is the risk arising from changes in foreign currency fluctuations. The Company operates in one country. As a result, the Company is not significantly exposed to fluctuation in exchange rates and foreign currency risk.

At December 31, 2017 and 2016, the Company's exposure to foreign currency risk is as follows:

	December 31, 2017	**December 31, 2016**
	CAD	**CAD**
Accounts payable and accrued liabilities	79,250	-
Due to related parties	30,000	-

The following year end exchange rates have been applied versus the United States dollar at December 31st:

	2017	2016
USD	0.79659	-

Had the Canadian Dollar foreign exchange rates strengthened against the United States dollar by 1%, with all other variables remaining constant, the change in net income would have been insignificant.

(ii) Interest Rate Risk

The interest rate risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk on the Advance is limited as the interest rates are fixed.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's significant accounting policies are described in Notes 2 and 4 of the annual financial statements for the year ended December 31, 2017.

CHANGE IN ACCOUNTING STANDARDS INCLUDING INITIAL ADOPTION

Adoption of new accounting policies

There were no new accounting policies adopted by the Company in the Current Period.

Changes in accounting standards

The IASB issued the following new or revised pronouncements that will affect the Company's current year financial statements.

- IAS 7: Statement of Cash flows: From 1 January 2017, entities will be required to explain changes in their liabilities for which cash flows have been, or will be classified as financing activities in the statement of cash flows. Further details can be found in note of the financial statements.

The IASB issued the following new or revised pronouncements that may affect the Company's future financial statements.

- IFRS 9: Financial Instruments ("IFRS 9"): This standard replaces the current IAS 39: Financial Instruments Recognition and Measurement. The standard introduces new requirements for classifying and measuring financial assets and liabilities. The effective implementation date of IFRS 9 is January 1, 2018. The Company has evaluated the impact on the financial statements and determined there was no material affect.

- IFRS 15: Revenue from Contracts with Customers ("IFRS 15"): This standard replaces IAS 11: Construction Contracts, IAS 18: Revenue and IFRIC 13: Customer Loyalty Programmes. This standard outlines a single comprehensive model for entities to account for revenue arising from contracts with customers. The latest date of mandatory implementation of IFRS 15 is January 1, 2018. The Company has evaluated that there will be no impact on the financial statements as the Company currently doesn't generate any revenue income.

- IFRS 16: Leases ("IFRS 16"): This standard replaces IAS 17 – Leases and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15. The Company has yet to determine the impact on the financial statements.

OUTSTANDING SHARE DATA

As at the date of this MD&A, the Company had the following common shares issued and outstanding:

- 38,373,559 issued shares

On December 22, 2017, the Company was spun-out of Marlin Gold Mining Ltd. As part of the plan of arrangement, stock options are to be issued to a director and an officer of the Company entitling them to purchase 1,200,000 common shares over a period of five years, expiring on February 5, 2021. The options have been designed to have an initial value equal, when combined with the remaining options in Marlin Gold Mining Ltd., to that held by the option holders held in Marlin Gold Mining Ltd. at the date of the spin out of the Company.

The share based payment charge in the statement of loss and comprehensive loss is to reflect the Company's share of the original options in Marlin Gold Mining Ltd., consistent with the year ended December 31, 2016.

The precise terms of the Sailfish options required to meet the pricing objectives above, is to be determined based on the initial trading of the Company, according to the plan of arrangement. Should different terms be determined, that change will result in a modification to the previously granted share based compensation with the consequential accounting implications.

CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking statements or forward-looking information within the meaning of applicable securities laws concerning the Company's beliefs and plans, including but not limited to statements with respect to the availability of financial resources; capital, operating and cash flow estimates; and other matters. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.
Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, intentions or future events or performance are not statements of historical fact and may be "forward-looking statements".

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ from those expressed or implied by the forward-looking statements, including but not limited to those referred to in this MD&A under the heading "Risks and Uncertainties" and elsewhere in this MD&A.

The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made and should not be relied on as representing the Company's views on any subsequent date. The Company specifically disclaims any intention or any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change, except as required by applicable law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

EVENTS AFTER THE REPORTING PERIOD

On January 31, 2018, the Company appointed Michael Starogiannis as an additional director to the board.

On April 24, 2018, the Company issued 900,000 common shares options to the Chief Executive Officer and 300,000 common shares options to a director of the Company at a price of $0.75 per share.