



Group Eleven Resources Corp.

Management Discussion and Analysis
For the Three Months Ended March 31, 2019

The following Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of Group Eleven Resources Corp. ("Group Eleven" or "the Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three months ended March 31, 2019. The MD&A was prepared as of May 24, 2019 and should be read in conjunction with the Company's condensed consolidated interim financial statements ("Financial Statements") and related notes for the three months ended March 31, 2019 and 2018, the annual audited Consolidated Financial Statements for the years ended December 31, 2018 and 2017, which were prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), as well as the annual MD&As for the years ended December 31, 2018 and 2017. The Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Throughout this MD&A, the reporting periods for the three months ended March 31, 2019 and 2018 are abbreviated as Q1 2019 and Q1 2018, respectively. Similarly, the three months ended December 31, 2018 is abbreviated as Q4 2018.

Overview

Group Eleven is an emerging zinc exploration and development company, focused on using a two-pronged, parallel approach, consisting of regional 'Big Think' combined with near-term growth through resource expansion and drill target testing to discover Ireland's next major zinc mine. Over the last four years, the Company has assembled the largest zinc ground position in Ireland, currently holding 89 licenses, comprising over 2,928 square km in five main properties which are highly prospective for Irish Type zinc-lead mineralization. Ireland ranks as one of the largest zinc producers in Europe and is host to some of the world's largest zinc deposits.

2019 Highlights

- During Q1 2019, the Company completed the preliminary 2,700-metre drill program at the Stonepark zinc-lead project ("Stonepark") and the adjacent PG West project ("PG West"). Drilling at PG West resulted in the discovery of a new mineralized zone, with a 36.5 metre drilling intersection (true widths 60-70%) of intermittent, high-grade zinc mineralization. As well, drilling at Stonepark identified a new Periphery Zone at Killeely, discovering the outer margin of potential new Irish Type zinc system. The periphery zone appears extensive, at least 1.6 kilometres laterally and 230 metres vertically.
- On March 1, 2019, the Company announced a non-brokered private placement of up to 8,400,000 units at a price \$0.12 per unit ("Unit"). The private placement closed in April with the issuance of 3,883,265 Units for total proceeds of \$465,872. Each Unit consists of one common share and one half non-transferrable common share purchase warrant. Each warrant entitles the holder to purchase one additional common share in the capital of the Company at \$0.24 per share for two years from the date of issue.

Report on Operations

During Q1 2019, the Company completed the preliminary drill program at the Stonepark and PG West projects, started in Q4 2018. This program, in conjunction with the Tellus survey completed after the end of Q1 2019, will significantly advance the Company's ongoing 'Big Think' exploration strategy by providing important 3D geological information ahead of the Company's 'Big Drill' exploration program later this year. In total, the Company completed five diamond drill holes, approximately 2,700 metres combined, between November 2018 to April 2019.

Property Summary

Stonepark Project (Limerick Region)

The Stonepark project ("Stonepark") holds six prospecting licenses ("PLs") covering an area of 183.5 square kilometres and hosting three main zones of known mineralization, Stonepark North,

Stonepark and Stonepark West, located west of Glencore's Pallas Green deposit. The Company holds a 76.56% interest in TILZ Minerals Ltd. ("TILZ"), the legal entity that holds the licenses comprising Stonepark. The remaining 23.44% equity interest in TILZ is held by Arkle Resources PLC ("Arkle", formerly known as Connemara Mining Company plc), an Ireland-based company focused on zinc and gold exploration. The interest in TILZ is consolidated, with the acquisition value of the project reflected in exploration and evaluation assets and ongoing exploration costs reflected as expenses on the income statement. The carrying value ascribed to Arkle's 23.44% interest in TILZ is captured as non-controlling interest in the Financial Statements.

On April 17, 2018 the Company announced a maiden independent Mineral Resource Estimate ("MRE") for Stonepark of 5.1 million tonnes grading 11.3% zinc and lead combined (8.7% zinc and 2.6% lead) in the Inferred Mineral Resource category (prepared in accordance with CIM guidelines). The MRE was prepared by CSA Global (UK) Ltd. under contract to SLR Consulting Ireland and was based on drilling conducted by Teck from 2007 to 2011. The deposit is relatively shallow (occurring at depths ranging from 190 metres to 395 metres) and consists of flat-lying, stratiform (1.0 to >7.5 metres thick) lenses of massive to semi-massive sphalerite, galena and pyrite hosted in thick (10 to >75 metres) hydrothermal alteration bodies (primarily black matrix breccia, or "BMB") within the Waulsortian limestone.

Summary Table of Maiden Mineral Resource Estimate at Stonepark Zinc Project, Ireland

Area	Resource Category	Tonnes	Grades			Metal Content (lbs)		
		('000)	Zn (%)	Pb (%)	Zn+Pb (%)	Zn ('000)	Pb ('000)	Zn+Pb ('000)
Stonepark North	Inferred	3,900	9.2	2.9	12.1	790,200	247,600	1,037,800
Stonepark West	Inferred	800	7.1	2.2	9.3	128,000	39,900	167,900
Stonepark	Inferred	400	7.0	1.0	8.0	64,000	9,100	73,100
Total		5,100	8.7	2.6	11.3	982,200	296,600	1,278,800

Notes:

- Classification of the MRE was completed based on the guidelines presented by Canadian Institute for Mining (CIM), adopted for Technical reports which adhere to the regulations defined in Canadian National Instrument 43-101 (NI 43-101).
- Inferred Mineral Resources are at 4.8% zinc equivalent cut-off grade.
- Zinc Equivalent (ZnEq) = (NSRPb + NSRZn + Mc + Pc) / (RZn * PZn * (PrZn - ScZn) - RZn * PZn * PrZn * (RoyZn / 100))
- ZnEq cut-off grade (calculated from Net Smelter Return) using the following parameters:
 - Zinc price of US\$3,284/t, recovery 88%; Lead price of US\$2,425/t, recovery 80%.
 - Concentrate grade 60% zinc, 50% lead.
 - Processing cost of US\$21.25/t; Mining cost of US\$46.50/t; Treatment charges of US\$1.00/t of concentrates.
 - Payable zinc 85%, lead 94%, with selling cost zinc US\$1,257/t metal and lead US\$1,026/t metal.
- Royalty of 4.5%.
- The Inferred Mineral Resource classification is based on geology, trends in mineralisation, drilling spacing, sampling QA/QC, estimation search pass number and number of samples, and zinc equivalent grade.
- Tonnages and metal are rounded to the nearest 100,000 to reflect this as an estimate.
- Average In Situ Dry Bulk Density for mineralised material is 3.24 t/m³, based on available data.
- Mineralisation wireframes were constructed using a minimum true thickness of 2.0 m, at 2% Zn+Pb natural cut-off.
- CSA Global is not aware of any known environmental, permitting, legal, title, taxation, socio-economic, marketing, political, or other relevant factors that could materially affect the MRE.

During Q1 2019, the Company completed the fourth hole of a four-hole drill program that had commenced late in Q4 2018. One hole, G11-450-02, aimed at testing an area 1.4 kilometres northwest of known high-grade zinc mineralization at the Company's Carrickittle prospect, intersected a vertically extensive (230 metre) zone (downhole depth of 200-430 metres) containing varying amounts of iron-sulfide (pyrite and possible marcasite), chert (suspected to be either volcanogenic and/or hydrothermal) and brecciation (mostly hydrothermal). This is contained within a package of predominantly flat-flying and interlayered volcanics and limestones. Black cherts near the top of the Waulsortian unit contain local elevated zinc and other metals. This sequence is interpreted to represent the peripheral part of a hydrothermal system typical of southern Irish-Type zinc deposits.

The Company drilled three other holes within the Stonepark project. Each of these have provided strong vectors towards further exploration within the Limerick basin. The Company spent \$129,655 during Q1 2019 on the Stonepark project, primarily on drilling, license renewals, and data compilation from the drill program.

PG West (Limerick Region)

The PG West project comprises 33 PLs covering 1,019 square kilometres and is contiguous with the Company's Stonepark project, covering additional prospective stratigraphy in the Limerick region. The project hosts the Carrickittle area, which is the third most advanced zinc prospect in the Pallas Green region, after Glencore's Pallas Green deposit and the Company's Stonepark deposit. Previous drilling results at Carrickittle have shown significant widths and grades at shallow depths, including 4.9 metres of 12.8% zinc/lead and 3.1 metres of 18.1% zinc/lead and 31 g/t silver. This project also includes the Gortdrum prospect, located on the southeast part of the project, which was discovered in 1966 and contained 4.2 million tonnes grading 1.2% copper and 23 g/t silver (historic estimate¹). Open pit mining occurred from 1967 to 1975 with total production of 38,000 tonnes copper and 2.9 million ounces silver. Another prospect, Oola, is known to be an area of extensive historic silver-lead and copper workings, with records as early as the 13th Century.

During Q1 2019, the Company commenced drilling hole G11-2654-01 at the Ballywire prospect ("Ballywire Hole"), located on the southeastern portion of the PG West project. This hole is a 260-metre step-out hole from FM-2654-1, a hole drilled in 2008 that intersected narrow high-grade mineralization (0.30 metres of 13.2% zinc + lead) within a wider (1.55 metre) intercept. The hole, completed subsequent to Q1 2019, successfully intersected the strongest mineralization to date at the prospect. Three mineralized zones were encountered over a 36.5 metre interval at the base of the Waulsortian limestone, including:

- 1.85m of 6.4% Zn and Pb and 23 g/t silver (including 0.75m of 13.1% Zn and Pb and 39 g/t Ag);
- 1.45m of 6.3% Zn and Pb and 17 g/t silver (including 0.20m of 35.1% Zn and Pb and 93 g/t Ag);
- 2.75m of 3.2% Zn and Pb and 5 g/t silver (including 0.90m of 5.8% Zn and Pb and 8 g/t Ag)

The Ballywire hole extends the Pallas Green Corridor an additional 10 kilometres, supporting the concept of a mineralized trend along the corridor.

For Q1 2019, the Company incurred \$20,627 in exploration expenditures at PG West, primarily on the start-up of drilling, data compilation and license renewals.

Ballinalack Project

The Ballinalack project ("Ballinalack") covers 312 square kilometres and is located approximately 50 kilometres west of the currently producing Navan Zinc-Lead Mine (Boliden AB). The Company holds a 60% interest in Ballinalack Resources Limited ("BRL"), the legal entity that owns the licenses comprising Ballinalack. The remaining 40% of BRL is owned by Shenzhen Zhongjin Lingnan Nonfemet Company Limited ("Nonfemet"), one of the largest zinc producers in China. It is expected that each partner will fund its pro-rata share of exploration and development programs in 2019. The interest in

BRL is consolidated, with the acquisition value of the project reflected in exploration and evaluation assets and ongoing exploration expenditures reflected on the income statement. The carrying value ascribed to the 40% interest in BRL held by Nonfemet is captured as non-controlling interest in the Financial Statements.

On November 28, 2018 the Company announced an updated independent Mineral Resource Estimate ("MRE") for Ballinalack of 5.4 million tonnes grading 8.7% zinc and lead combined (7.6% zinc and 1.1% lead) in the Inferred Mineral Resource category (prepared in accordance with CIM guidelines). The MRE was prepared by CSA Global (UK) Ltd. under contract to SLR Consulting Ireland and was based on recent drilling by the Company, as well as, historic drilling from the 1970s onwards.

Mineralization is near-surface, occurring at depths ranging from 10 metres to 300 metres, and dips 15° to 20° to the north. The deposit shows reasonable continuity of mineralization and consists of sub-horizontal, strata-bound (5 to >30 metres thick) lenses of massive and semi-massive sphalerite and galena within the Waulsortian limestone. SLR and CSA Global comment that the deposit is open along and across strike and recommend additional step-out drilling to potentially augment the resource estimate. The study also states that the 'greenfields' exploration ground at the Ballinalack project has significant potential for further discovery.

Summary Table of Mineral Resource Estimate at Ballinalack Zinc Project, Ireland

Resource Category	Tonnes	Grades			Metal Content (lbs)		
	('000)	Zn (%)	Pb (%)	Zn+Pb (%)	Zn ('000)	Pb ('000)	Zn+Pb ('000)
Inferred	5,400	7.6	1.1	8.7	898,000	136,000	1,034,000

Notes:

- Classification of the MRE was completed based on the guidelines presented by Canadian Institute for Mining (CIM), adopted for Technical reports which adhere to the regulations defined in Canadian National Instrument 43-101 (NI 43-101).
- Inferred Mineral Resources are at 5.2% zinc equivalent cut-off grade.
- Zinc Equivalent (ZnEq%) = (NSRPb + NSRZn + NSRAg in Pb + NSRAg in Zn)*100/(RZn*PZn* (PrZn-ScZn) - RZn*PZn*PrZn*(RoyZn/100))
- ZnEq cut-off grade (calculated from Net Smelter Return) using the following parameters:
 - RZn: Metallurgical recovery of Zn, PZn: Zn price, ScZn: Selling cost for Zn, RoyZn: Royalty.
 - Mining recovery of 95%; Mining dilution of 10%
 - Mining cost of US\$60.00/t; Processing cost of US\$13.63/t
 - Treatment charges of US\$400/t of Zn concentrate and US\$270/t of Pb concentrate; Refining charges of US\$1.00/oz for Ag
 - Concentrate transport to smelter: US\$100/t of wet concentrate.
 - Processing recovery 92.7% Zn; 54.1% Pb; 82.6% Ag in Zn; 9.4% Ag in Pb.
 - Zinc price of US\$2,954/t; Lead price of US\$2,325/t; Silver price of US\$15.79/oz
 - Concentrate grade 64.4% Zn, 45% Pb, 98 g/t Ag in Zn, 104 g/t Ag in Pb; Concentrate moisture of 9%
 - Payable Zn 85%, Pb 93%, Ag in Zn 49%, Ag in Pb 51.9%, with selling cost Zn US\$1,259/t metal, Pb US\$1,026/t metal, Ag in Zn US\$6.73/t metal, and Ag in Pb US\$6.97/t metal.
 - Royalty of 4.5%.
- The Inferred Mineral Resource classification is based on geology, trends in mineralisation, drilling spacing, sampling QA/QC, estimation search pass number and number of samples, and zinc equivalent grade.
- Tonnages and metal are rounded to the nearest 100,000 to reflect this as an estimate.
- Assumed average in situ dry bulk density for mineralised material is 3.05 t/m³.
- Mineralisation wireframes were constructed using a minimum true thickness of 2.0 m, at 3% Zn+Pb natural cut-off.
- CSA Global is not aware of any known environmental, permitting, legal, title, taxation, socio-economic, marketing, political, or other relevant factors that could materially affect the MRE.

During Q1 2019, the Company spent \$34,838 on Ballinalack, primarily on completing the 2018 MRE and data compilation.

Silvermines

Silvermines is comprised of 21 PLs covering a total of 715 square kilometres. The Silvermines project is considered highly prospective for Irish Type zinc-lead deposits. The Cooleen prospect (e.g. 7.3 metres grading 16.0% zinc and lead in hole NX-11) has seen limited exploration activity over the past 20 years (the PLs were released from long-term moratorium in May 2015). The project is located adjacent to the historic Silvermines Zinc Mine which produced approximately 10.8 million tonnes grading 7.4% zinc and 2.7% lead between 1968 and 1982 (Boland et al, 1992). The Silvermines-Lisheen region is unique from a global perspective given that four past producing zinc mines (Galmoy, Lisheen, Tynagh and Silvermines) and four known zinc prospects (Rapla, Dearykearn, Crinkill and Cooleen) exist within a relatively short (30 kilometre) radius.

During Q1 2019, the Company incurred \$83,225 in exploration expenditures at Silvermines, primarily in the Silvermines North section of the property on Tellus data reprocessing and interpretation, as well as, data compilation.

Tralee

The Tralee project covers approximately 513 square kilometres and consists of seven PLs in the Kerry Head and Fenit areas and an additional eight PLs in the Castleisland area. The project area is underlain by two regional anticlines of Waulsortian (WL) limestone along the 'Navan-Silvermines' and 'Rathdowney' mineralized trends, respectively. Tralee hosts high-grade drill intercepts (up to 17% zinc and lead, 0.73% Cu and 185 g/t Ag over 1.5m) and a number of lead-silver, zinc and copper showings (including medieval mine workings). Significant historical drilling (approximately 14,000 metres) has been conducted on the property, though much of this was shallow (particularly at Kerry Head where drilling was completed to approximately 20 metre depths).

The Company views Tralee as one of the most overlooked parts of the 'Irish Orefield'. One of the key aims for Group Eleven is to determine if the Castlemaine prospect hosts significant zinc-lead (and silver) mineralization. A galena-rich grab sample from surface float at the Castlemaine prospect was recently assayed and returned 223 g/t Ag, 13.5% zinc and 17.9% lead, representing the highest silver grade observed to date on the Tralee project. This compares to a sphalerite-rich float sample collected by the Company at Castlemaine, which returned an assay of 50.5% zinc and 8.9 g/t silver. Both samples are believed to be derived from dumps from medieval workings in the area.

For Q1 2019, the Company incurred minimal (\$2,732) expenditures at Tralee, primarily for data compilation.

Exploration Property Expenditures

Exploration and evaluation expenditures incurred by the Company, excluding acquisition costs, have been expensed in the statements of loss and comprehensive loss in the Financial Statements, the details of which are as follows:

	Three months ended March 31, 2019	From Acquisition to December 31, 2018
Stonepark Project	\$ 129,655	\$ 598,276
PG West Project	20,627	567,279
Ballinalack Project	34,838	619,427
Silvermines Project	83,225	484,161
Tralee Project	2,732	305,564
Ferbane and Kilkenny Projects	2,700	19,841
Total Cumulative Expenditures	\$ 273,777	\$ 2,594,548

The licenses for the Ferbane and Kilkenny projects were not renewed on their March 30, 2019

renewal date.

Results from Operations

The following is a summary of results from the Company's consolidated financial statements:

Three months ended March 31	2019	2018	2017 Restated
Loss and Comprehensive loss	\$ (801,246)	\$ (731,479)	\$ (353,918)
Basic and diluted loss per share	(0.01)	(0.02)	(0.01)
As at	March 31, 2019	December 31, 2018	December 31, 2017
Cash	\$ 919,305	\$ 1,936,921	\$ 5,050,079
Total Assets	9,972,921	11,030,358	14,194,667
Share capital	13,027,584	13,027,584	13,027,584
Deficit	(7,317,214)	(6,561,119)	(3,202,592)

For Q1 2019, the loss and comprehensive loss was \$78,767 higher than Q1 2018 primarily as a result of the following:

- Personnel costs (management fees and salaries) increased \$62,881 from 2018 due to additional personnel hired in mid-2018 to support expanded exploration activity, property maintenance, and investor relations activities.
- General and administrative costs were \$38,810 higher in 2019 compared with 2018 due to increase software, office rental and other office support costs in Ireland as a result of increased operations.

These increases were offset by a \$24,759 decrease in exploration expense during Q1 2019 as the Company was completing the exploration program in the Limerick region and had not commenced any new exploration during the period.

Cash decreased \$1,017,616 from 2018 due to the loss from operations (\$801,246) and a \$244,952 decline in working capital due to the paydown of vendor payables from year-end.

The following selected financial information is a summary of the eight most recently completed quarters up to March 31, 2019.

	Mar 31, 2019	Dec 31, 2018	Sept 30, 2018	June 30, 2018	Mar 31, 2018	Dec 31, 2017	Sept 30, 2017	June 30, 2017
Comprehensive Loss	\$801,246	\$1,171,069	\$ 873,208	\$ 902,361	\$ 731,479	\$ 768,884	\$ 744,815	\$ 584,420
Basic and Diluted Loss per Share	0.01	0.02	0.01	0.02	0.01	0.02	0.02	0.02

The Company and its business are relatively new, and the Company's expenses and cash requirements may fluctuate and lack some degree of comparability from period to period. The Company's quarterly results may be affected by many factors such as timing of exploration activity, share-based payment costs, marketing activities and other factors that affect Company's exploration and financing activities. Furthermore, the Company's expenses may also be affected by the strength of capital markets. The Company's primary source of funding is through the issuance of share capital and exploration activity is dependent on the availability of financing.

Liquidity and Capital Resources

The Company had cash of \$919,305 at March 31, 2019 compared to \$1,936,921 at December 31, 2018. Subsequent to quarter-end the Company closed a financing for total proceeds of \$465,872 (refer to *Subsequent Events*).

The Company has forecast its cash requirements for the next year and believes it has sufficient cash

resources and liquidity to support the ongoing sustaining costs for the Company. However, in order to meet future property expenditure requirements and continue exploration activities at historic levels, the Company will need to raise additional funds. While the Company has been successful in doing so in the past, there can be no assurance that the Company will be able to do so in the future. If the Company is unable to raise sufficient capital to meet the property expenditure requirements and cover ongoing costs, the Company will look to defer or delay planned exploration expenditures. The Company also maintains the option to release PL's where required to conserve costs or focus on priority exploration areas.

In 2019, the Company is required to make exploration expenditures to meet spending requirements at Ballinalack, Silvermines, Tralee and PG West in order to maintain existing license holdings. The total spending requirements are €500,000, €82,500, €60,000, and €10,000, respectively, for each of the properties. The spending requirements for Silvermines, which were due by March 12, 2019, have been satisfied with work completed to date. The remaining requirements are due over the third and fourth quarters of 2019.

Financial Instruments

The Company's activities potentially expose it to a variety of financial risks, including liquidity risk, interest rate risk, foreign exchange currency risk, and commodity price risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. As at March 31, 2019, the Company had working capital of \$776,848. Management believes that the Company has sufficient financial resources to sustain minimum operating requirements however will need to raise additional funds to meet future expenditure requirements.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is currently not exposed to any interest rate risk as cash is held in a non-interest bearing account and the Company does not hold any interest bearing liabilities.

Foreign Exchange Risk

The Company's functional currency is the Canadian dollar. There is a foreign exchange risk to the Company as its exploration and evaluation property interests and resulting future commitments are located in Ireland. The Euro translation rate has experienced volatility over the last several years as a result of monetary policies adopted by the European Central Bank. Management monitors its foreign currency balances and makes adjustments based on anticipated need for currencies. The Company has a policy of not engaging in hedging activities to address this foreign currency risk. At March 31, 2019, the Company had Euro denominated current assets of €409,939 and Euro denominated current liabilities of €88,054. Accordingly, a 10% change in the foreign exchange rate would result in a \$48,290 credit or charge to operations.

Commodity Price Risk

While the value of the Company's exploration and evaluation assets is related to the price of zinc and other minerals, the Company currently does not have any operating mines and hence does not have any hedging or other commodity-based risks with respect to its operational activities. Zinc and other mineral prices have historically fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, the perception of market participants about the price and future price prospects for zinc, changes in manufacturing and construction activity as well as other industrial demands, levels of worldwide production, and forward sales by producers and speculators.

Subsequent Events

On April 3, 2019, the Company closed an initial tranche of a non-brokered private placement (the "Financing"), issuing 3,348,965 units ("Units") at a subscription price of \$0.12 per Unit, for total proceeds of \$401,876. On April 30, 2019, the Company closed a second and final tranche of the Financing issuing a further 533,300 Units for additional proceeds of \$63,996. Each Unit consists of one common share and one half non-transferrable common share purchase warrant. Each whole warrant will entitle the holder thereof to purchase one additional common share in the capital of the Company at \$0.24 per share for two years from the date of issue.

Contractual Obligations

The Company does not have any contractual obligations as at March 31, 2019.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements and no short or long-term debt obligations.

Related Party Transactions

The key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

Their remuneration includes the following:

	Position	March 31,	
		2019	2018
Salaries and benefits paid or accrued to:			
Bart Jaworski (Note 1)	CEO, Director	\$ 52,088	\$ 53,613
David Furlong (Note 2)	COO	39,066	40,212
Shaun Heinrichs (Note 3)	CFO	33,000	33,000
Spiros Cacos (Note 4)	VP Investor Relations	37,500	–
Rebecca Furlong (Note 5)	Geologist	–	13,053
Management fees paid or accrued to:			
John Barry (Note 6)	VP Exploration	27,365	28,167
Professional fees paid or accrued to:			
Sheryl Dhillon (Note 7)	Corporate Secretary	5,250	5,250
Share-based payments paid to:			
Bart Jaworski	CEO, Director	5,467	–
David Furlong	COO	3,417	–
John Barry	VP Exploration	1,708	–
Shaun Heinrichs	CFO	3,417	–

Note 1: Compensation paid to Bart Jaworski has been reported as salaries and benefits.

Note 2: Compensation paid to David Furlong has been reported as salaries and benefits (2019 - \$26,711; 2018 - \$26,689) or exploration expense (2019 - \$12,355; 2018 - \$13,523).

Note 3: Compensation paid to Shaun Heinrichs has been reported as salaries and benefits.

Note 4: Compensation paid to Spiros Cacos has been reported as salaries and benefits.

Note 5: Compensation paid to Rebecca Furlong has been reported as salaries and benefits (\$2,946) or exploration expense (\$10,107). Rebeca Furlong ceased being an insider of the Company on December 21, 2018.

Note 6: Compensation paid to John Barry has been reported as management fees.

Note 7: The professional fees paid to Sheryl Dhillon has been reported as professional fees.

Outlook

For the remainder of 2019, the Company continues to focus on a two-pronged parallel approach: (a) 'Big Think' exploration, which relies on a regional-scale reinterpretation of Irish zinc geology combined with cutting-edge exploration methods and an open-minded philosophical approach (i.e. relying on as few pre-conceived ideas as possible, while generating new concepts from the ground up) and (b) drill testing high-specificity targets at Ballinalack, Stonepark, Silvermines and other properties.

Specifically, the Company looks forward to focusing on the following, over the next 12 months:

- Further analyzing recently completed drilling at Stonepark and PG West,
- Commencement of exploration drilling at Ballinalack (testing for Navan-bed hosted mineralization beneath the existing deposit),
- Receiving and incorporating data from the Tellus airborne geophysical survey over Stonepark/PG West and Silvermines, and
- Starting exploration drilling at Stonepark in Q4 2019, based on preliminary drilling and Tellus data.

The Company currently intends to carry out the exploration plans required to meet the spending requirements and significantly advance our understanding at each of the key projects. Final plans for the latter half of 2019 will depend on results from work completed in 2018 and early 2019 and available funding. The focus of exploration in 2019 will be on Ballinalack (50%) and Limerick (31%), with the remainder spent relatively evenly between Silvermines (10%) and Tralee (9%). Should additional funds become available, the Company will look to increase planned exploration in target areas within the primary properties.

The recently completed drilling program in the Limerick region will complement and advance the ongoing 'Big Think' exploration strategy. This information, providing important 3D geological information, and existing geological data will be combined with data from the recently completed Tellus airborne survey, consisting of a 24,700 line-km survey collecting Magnetics, EM and Radiometrics data, to produce high-priority drill targets for this year's 'Big Drill' program. The focus of the 'Big Drill' will be to identify and follow large regional feeder structures towards a potential new zinc discovery.

Critical Accounting Estimates

The preparation of the Company's consolidated financial statements requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities; the disclosure of contingent assets and liabilities; as well as the reported expenses during the reporting period. Such estimates and assumptions affect the determination of the carrying value and the recoverability of exploration and evaluation assets and the inputs used in calculating the fair value of share-based payment expense. Management re-evaluates its estimates and assumptions on an ongoing basis; however, due to the nature of estimates, actual amounts could differ from its estimates. The most critical accounting estimates upon which the Company depends are those requiring estimates of reserves and resources, future recoverability of assets, and assumptions around future commodity prices.

Share-based Payments

The Company provides compensation benefits to its employees, directors, officers and consultants through a share-based compensation plan. All share-based awards are measured and recognized based on the grant date fair value. Fair value is determined using the Black Scholes option pricing model. As the Company does not have a material trading history, the volatility was determined based on the junior gold miners index (GDXJ). The Company utilizes historical data to estimate the expected option term for input into the valuation model. The risk-free rate for the expected term of the applicable option is based on the risk-free lending rate for the Bank of Canada.

Significant and Recently Adopted Accounting Policies

The Company's significant account policies are described in Note 2 of the audited annual consolidated financial statements for year ended December 31, 2018. Effective January 1, 2019, the Company adopted IFRS 16 Leases ("IFRS 16"). IFRS 16 replaces IAS 17 Leases ("IAS 17"). IFRS 16 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. The Company has adopted IFRS 16 using the modified retrospective application method, where the 2018 comparatives are not restated and a cumulative catch up adjustment is recorded on January 1, 2019 for any differences identified, including adjustments to opening retained earnings balance.

The Company analyzed its contracts to identify whether they contain a lease arrangement for the application of IFRS 16. No such contracts were identified, and as a result, the adoption of IFRS 16 resulted in no impact to the opening retained earnings on January 1, 2019.

The following is the Company's new accounting policy for financial instruments under IFRS 16:

Leases

At inception of a contract, the Company assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Leases of right-of-use assets are recognized at the lease commencement date at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, and otherwise at the Company's incremental borrowing rate. At the commencement date, a right-of-use asset is measured at cost, which is comprised of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any decommissioning and restoration costs, less any lease incentives received.

Each lease payment is allocated between repayment of the lease principal and interest. Interest on the lease liability in each period during the lease term is allocated to produce a constant periodic rate of interest on the remaining balance of the lease liability. Except where the costs are included in the carrying amount of another asset, the Company recognizes in profit or loss (a) the interest on a lease liability and (b) variable lease payments not included in the measurement of a lease liability in the period in which the event or condition that triggers those payments occurs. The Company subsequently measures a right-of-use asset at cost less any accumulated depreciation and any accumulated impairment losses; and adjusted for any remeasurement of the lease liability. Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term, except where the lease contains a bargain purchase option a right-of-use asset is depreciated over the asset's useful life.

Disclosure Controls and Procedures

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitation 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 National Instrument 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.

Outstanding Share Data

As at May 24, 2019, there were 63,831,171 common shares outstanding and warrants outstanding to purchase an aggregate of 7,440,703 common shares. MAG Silver holds 4,632,950 warrants,

approximately 7% of the Company's outstanding common shares. Directors, consultants and employees of the Company hold 3,390,000 stock options.

Risks and Uncertainties

Exploration and Development of Mineral Resource Properties

The mineral exploration business is inherently risky, and most exploration projects will not become mines. Commercial development of any Group Eleven property will occur only if sufficient quantities of minerals at sufficient average grades are discovered and can be economically produced. If a mineral discovery is made, substantial financial resources will be required to establish ore reserves, develop processes to extract metal from the ore and develop mining and processing facilities at a given site.

Calculation of Reserves, Resources and Metal Recoveries

There is a degree of uncertainty attributable to the calculation and estimates of reserves and resources and the corresponding metal grades to be mined and recovered. Until reserves or resources are actually mined and processed, the quantities of mineralization and metal grades must be considered as estimates only. Any material change in the quantity of mineral reserves, mineral resources, grades and recoveries may affect the economic viability of the Company's properties. To date, the Company has not established reserves on any of its mineral properties.

Title to Assets

Although the Company has received title opinions for certain properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company's claims may be subject to prior unregistered agreements or transfers and title may be affected by unidentified or unknown defects. The Company has conducted as thorough an investigation as possible on the title of properties that it has acquired to confirm that there are no other claims or agreements that could affect its title to the concessions or claims. If title to the Company's properties is disputed it may result in the Company paying substantial costs to settle the dispute or clear title and could result in the loss of the property, which events may affect the economic viability of the Company.

Uncertainty of Funding

The ability of Group Eleven to continue as a going concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. Group Eleven's principal source of financing currently is through the issuance of common shares and/or possibly entering into option and joint venture agreements. Sufficient funding for future exploration and development of its properties may not be available when and as required. Failure to obtain financing on a timely basis could cause the Company to forfeit all or parts of its interests in mineral properties or reduce or terminate its operations.

Zinc Price Fluctuations

The ability of the Company to raise funds to continue exploration of the mineral properties in which it has an interest will be significantly affected by changes in the market price for zinc. Prices for base metals fluctuate on a daily basis, have historically been subject to wide fluctuations and are affected by numerous factors beyond the control of the Company such as demand growth from China and the rest of the world, world mine supply dynamics, currency fluctuations, interest rate changes, capital availability, speculative activities, and political developments. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not being able to continue its planned exploration programs. Declining market prices for these metals could materially adversely affect the Company's operations and financial condition.

Government Regulation

Although Ireland has a favorable legal and fiscal regime for exploration and mining, including a relatively simple system for the acquisition of mineral titles and relatively low tax burden, possible future government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards could cause additional expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted. Before production can commence on any properties, the Company must obtain regulatory and environmental approvals. There is no assurance that such approvals can be obtained on a timely basis or at all. The cost of compliance, with changes in governmental regulations, has the potential to reduce the profitability of operations. The Company is currently in compliance with all material regulations applicable to its exploration activities.

Competitive Conditions

The profitability of any prospect is dictated by the market for minerals, which is influenced by many factors including changing production costs, supply and demand, inflation, and the political environment. The Company's success is also dependent on the knowledge and expertise of its management and employees and their ability to identify and advance attractive exploration projects and targets. The competition for highly qualified personnel is strong and there is no guarantee that the Company will be able to retain or attract such personnel.

Forward Looking Information

This MD&A provides management's analysis of Group Eleven's historical financial and operating results and provides estimates of Group Eleven's future financial and operating performance based on information currently available. Actual results will vary from estimates and the variances may be significant. Readers should be aware that historical results are not necessarily indicative of future performance.

Certain information set forth in this MD&A, including management's assessment of the Company's future plans and operations, contains forward-looking information. By their nature, forward-looking information is subject to numerous risks and uncertainties, some of which are beyond the Company's control, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, imprecision of reserve estimates, environmental risks, competition from other industry participants, the lack of availability of qualified personnel or management, stock market volatility and ability to access sufficient capital from internal and external sources. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be inaccurate and, as such, undue reliance should not be placed on forward-looking information. Group Eleven's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking information will transpire or occur or, if any of them do so, what benefits Group Eleven will derive there from. Group Eleven disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise except as required by applicable law.