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KESSELRUN RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS FOR
THE THREE AND SIX MONTHS ENDED
JANUARY 31, 2017 & 2016

INTRODUCTION

The following Management Discussion and Analysis ("MD&A") of Kesselrun Resources Ltd. (the "Company" or "Kesselrun"), has been prepared by management, in accordance with the requirements of National Instrument 51-102 as of April 3, 2017, and should be read in conjunction with unaudited condensed interim financial statements for the three and six-month periods ended January 31, 2017, and the related notes contained therein which have been prepared under International Financial Reporting Standards ("IFRS"). The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company. The Company is presently a "Venture Issuer" as defined in National Instrument 51-102. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com and the Company's website at http://www.kesselrunresources.com.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of the Company's management as well as assumptions made by and information currently available to the management. When used in this document, the words "*anticipate*", "*believe*", "*estimate*", "*expect*" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of the Company's exploration properties. Such statements reflect the current views of the management with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or the Company's achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

COMPANY OVERVIEW

Background

Kesselrun is a Canadian mineral exploration company based in Thunder Bay, Ontario. The Company's principal focus is its Bluffpoint property ("Bluffpoint"), covering 4,608 hectares located in Bluffpoint Lake Township, with portions extending into the townships of Lawrence Lake, Napanee Lake and Barker Bay in the Kenora Mining Division of Northwestern Ontario. The Company does not have any assets or mineral properties that are in production. The Company was incorporated on May 18, 2011, under the laws of British Columbia and was a capital pool company ("CPC") under the TSX Venture Exchange ("TSX-V") Policy 2.4. On July 18, 2012, the Company completed its qualifying transaction by entering into a property option agreement to acquire 100% interest in Bluffpoint property and changing its name to "Kesselrun Resources Ltd."

In 2016 Kesselrun was approved under the Junior Exploration Assistance Program (the "JEAP") sponsored by the Northern Ontario Heritage Fund Corporation and the Ontario Prospectors Association. The JEAP grant will provide Kesselrun with a rebate of up to 33.33% on approved exploration expenses at the Bluffpoint and Huronian projects, to a maximum of $100,000 for each project. As of the date of this report the Company has applied and received an approval for a rebate on its exploration expenses associated with the exploration programs carried out in its Fiscal 2016.

Significant Events

Tamaka Debentures Receivable

The Company holds three senior unsecured convertible debentures of Tamaka Gold Corporation ("Tamaka") in the aggregate principal amount of $2,139,900 (the "Debentures"). The Debentures earn interest at a fixed rate of 10% per annum compounded annually, and are unsecured. At the election of Tamaka, up to 50% of the interest may be paid by the issuance of additional debentures of Tamaka.

The Debentures are automatically convertible in case of a liquidity event (the "Liquidity Event"), which is defined as (i) the receipt by Tamaka of a final decision document (a "Decision Document") from a Canadian securities regulator for a final prospectus in relation to an initial public offering of common shares or units of Tamaka or any subsidiary of Tamaka (an "Initial Public Offering"); (ii) the filing on SEDAR of a disclosure document in relation to a reverse take-over, whereby a publicly listed company acquires, directly or indirectly, all the issued and outstanding common shares of Tamaka (an "RTO Filing"); or (iii) the sale of a majority of the issued and outstanding common shares, representing a change of control of Tamaka or any of its subsidiary (a "Change of Control").

On June 16, 2016, the Company became aware of a Change of Control of Tamaka when all Tamaka's issued and outstanding common shares were acquired by First Mining Corp. (the "Transaction"). As such, the Company expects the full value of Debentures, being $2,139,900 and any unpaid and accrued interest to be converted into common shares of First Mining Corp. based on the value of Tamaka's common shares immediately prior to the closing of the Transaction. First Mining Corp. has asserted that no change of control has occurred.

On October 11, 2016, the Company filed a Notice of Application with the Ontario Superior Court of Justice in connection with the Transaction for a total of $2,237,540 consisting of $2,139,900 principal and $97,640 interest accrued up to June 16, 2016. The Company believes that it is probable that the claim will be in the Company's favour, and the Company will be awarded the share capital of First Mining Corp.

Annual General Meeting

Kesselrun's Annual General Meeting ("AGM") was held on December 20, 2016. At the AGM the shareholders of the Company fixed the number of directors of the Company at four and approved Michael Thompson, Caitlin Jeffs, John da Costa and Yanika Silina as directors of the Company. Other proposed resolutions to approve the Company's 10% rolling Stock Option Plan and appoint Dale Metheson Carr-Hilton LaBonte LLP as the auditors of the Company were also duly passed.

Loan Agreement with Fladgate Exploration Consulting Corporation

On December 22, 2016, the Company entered into a loan agreement (the "Loan Agreement") with Fladgate Exploration Consulting Corporation, a company controlled by certain directors and officers of the Company, for a loan in the principal amount of $200,000 (the "Loan"). Due to the delay in receiving the funds contemplated under the Loan Agreement, the Company and Fladgate agreed to amend the date of the Loan Agreement to January 12, 2017. The Loan is unsecured, due on demand and accumulates interest at a rate of 8% per annum. As at January 31, 2017, the Company accrued $833 in interest expense associated with the Loan.

Third Interest Payment under Tamaka Debentures

On December 23, 2016, the Company received a third interest payment on the Tamaka Debentures. The total interest accumulated as at December 31, 2016, was calculated to be $213,990 (December 31, 2015 - $203,800). First Mining Finance Corp, the parent of Tamaka Gold Corporation, did not exercise the option available under the terms of the Debentures to substitute 50% of the interest with a debenture.

Property Acquisition

On February 15, 2017, the Company entered into a purchase agreement with an arms-length party to acquire a 100% interest in a key mining claim (the "Claim") adjacent to the Company's Huronian Gold Project. The unpatented mining Claim is approximately 160 hectares in size and covers a portion of favourable geology less than one kilometre north of Wesdome Gold Mine's Moss Lake Gold Deposit conceptual open pit. In consideration for the purchase, Kesselrun has agreed to issue the vendor of the Claim 200,000 common shares of Kesselrun and make a one-time payment of $20,000. The acquisition was approved by TSX-V on March 1, 2017, and the shares were issued on March 3, 2017.

EXPLORATION PROJECTS

As of the date of this MD&A the Company's interest in exploration and evaluation assets consists of its main exploration project, the Bluffpoint Property and its newly acquired project, the Huronian Property (Figure 1).

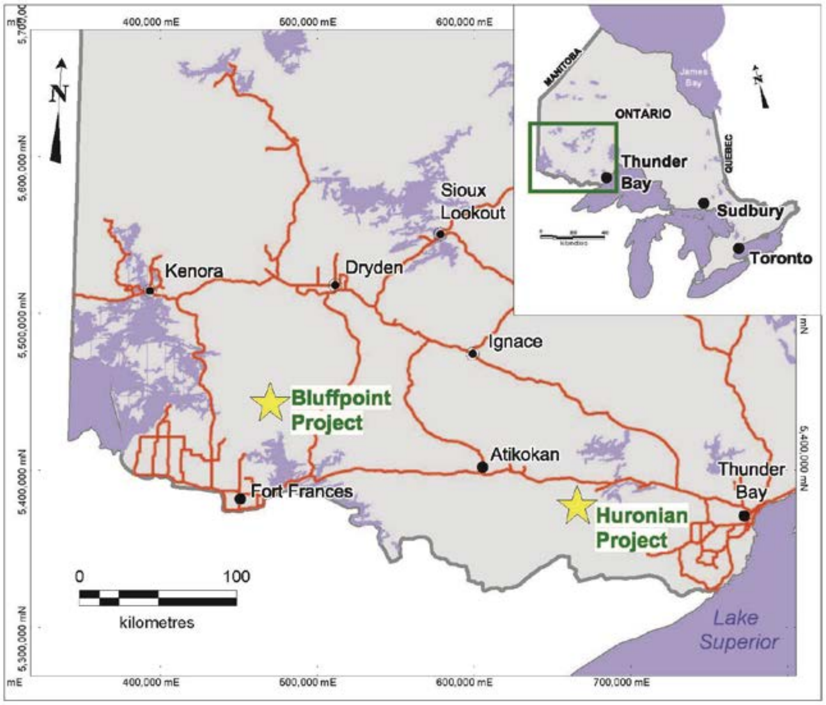

Figure 1. Project Locations

BLUFFPOINT PROPERTY

Option Agreement

On March 31, 2012, the Company entered into Property Option Agreement (the "Option Agreement") with Michael Thompson (the "Initial Optionor") to acquire up to a 100% interest in 56 mining claims covering 11,408 hectares located in Bluffpoint Lake Township, with portions extending into the townships of Lawrence Lake, Napanee Lake and Barker Bay in the Kenora Mining Division of Northwestern Ontario (the "Bluffpoint Property").

The original Option Agreement contained two options. The first option allowed the Company to acquire a 60% undivided interest in the Bluffpoint Property by issuing 4,000,000 common shares and paying the Initial Optionor $200,000 within a two-year period. The second option allowed the Company to acquire a further 40% interest in the Bluffpoint Property by making an additional payment of $200,000 and issuing 2,000,000 common shares.

On April 30, 2013, in a private transaction, the Initial Optionor assigned 2/3's of his interest in the Option Agreement to Caitlin Jeffs and Neil Pettigrew (collectively referred to hereafter as the "Optionors").

On April 30, 2013, the Optionors and the Company agreed to amend the Option Agreement reducing the cash payment and share issuance requirements for the Company to earn a 100% interest in the Bluffpoint Property. As per amended Option Agreement, the Company was granted an exclusive right to acquire 100% interest in Bluffpoint Property by paying an additional $200,000 and issuing an additional 2,000,000 common shares to the Optionors. The option was exercised on September 24, 2013, upon receiving an approval from TSX Venture Exchange.

The Bluffpoint Property is subject to a net smelter returns royalty (the "NSR") payable to the Optionors equal to a 2.0% NSR, of which 1.0% may be purchased by the Company at any time for the payment of $1,000,000; leaving the Optionors with a final 1.0% NSR. If the Optionors decide to dispose of the remaining 1.0% NSR, the Company shall have the first right of refusal to acquire that remaining 1% NSR on the same terms and conditions that the Optionors propose to dispose of their NSR. If the Optionors propose to dispose of their NSR, the Optionors shall deliver to the Company written notice of the Optionors' intention to dispose of their NSR and the terms of the proposed disposition.

The Company shall have thirty days from receipt of such disposal notice to notify the Optionors in writing that the Company intends to exercise its option and acquire the Optionors' NSR. If the Company has duly exercised its option to acquire the NSR from the Optionors, the Company shall then have sixty days to deliver to the Optionors the full payment price for the NSR.

Additions and Dispositions of Claims

During Fiscal 2013, the Company staked an additional 47 mining claims covering 11,104 hectares adjacent and contiguous to the original Bluffpoint Property. Certain claims fell within the area of interest provisions of the Option Agreement and, as such, were added to the Bluffpoint Property claims and became subject to the terms of the Option Agreement.

As part of the maintenance of the Bluffpoint Property, the Company stakes additional claims adjacent to its Bluffpoint Property, as well as allows some of the claims to expire. As of the date of this report, the Bluffpoint Property is represented by 26 mining claims, or approximately 4,608 hectares.

Property Acquisition and Exploration Costs

Table 1. Bluffpoint Property acquisition and exploration costs.

	January 31, 2017	July 31, 2016
Balance, beginning of period	$ 314,553	$ 240,000
Cash paid for Bluffpoint Property	-	4,060
Deferred exploration expenditures		
Assaying	19,690	-
Camp and travel	38,177	11,763
Geology	196,747	46,968
Equipment use / rental	113,385	11,762
Sub-total, deferred exploration expenditures	367,999	70,493
Balance, end of period	$ 682,552	$ 314,553

Property Location and General Description

The Bluffpoint Property is located close to the centre of the Kenora Mining Division of Northwestern Ontario, approximately 60 km north of Fort Frances, and 80 km southwest of Dryden. The Property is centred on UTM NAD8 3 Zone 15N 475,448.02 mE, 5,450,971.51 mN.

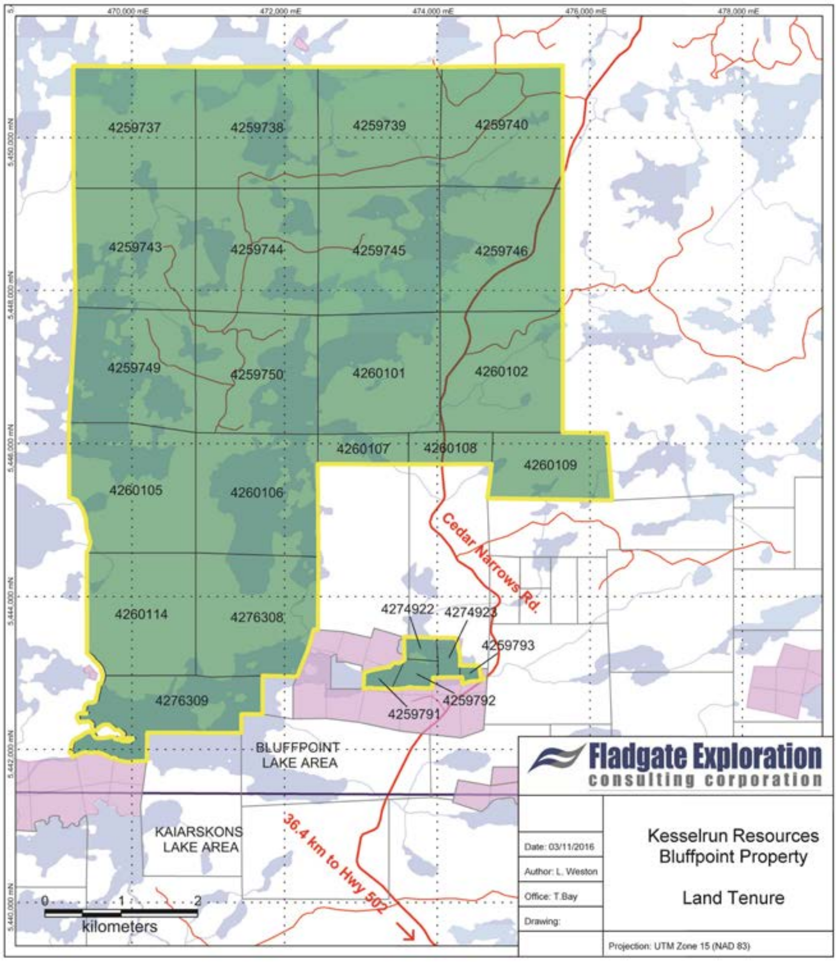

Figure 2. Bluffpoint Property, Claims Map

The Company holds the centre of the Straw Lake stratigraphy, host to the former producing Straw Lake Beach Mine located approximately 200 metres south of the claim group. The Straw Lake Beach Mine produced 11,568 oz gold and 1,040 oz silver from 33,662 tons of ore (0.34 oz/ton Au) from 1938 to 1941 (Ontario Ministry of Northern Development and Mines production data).

Exploration Activities

In July 2016 the Company announced the start of its new field program on the Bluffpoint Property. The Company mobilized field crews with work concentrating on three main areas, Southern Target, Straw Lake Target, and Northern Target. The work consists mainly of mapping, prospecting and outcrop stripping. The results of this field program will aid the Company in identifying the further exploration and drilling programs. The field program was completed in November 2016, however, as of the date of the filing of this report, the results were not available yet.

HURONIAN PROPERTY

On June 28, 2016, the Company entered into a purchase agreement to acquire a 100% interest in the Huronian Gold Project ("Huronian Property") from Chalice Gold Mines Limited ("Chalice") and its wholly owned subsidiary, Coventry Resources Ontario Inc., and Pele Mountain Resources Inc. ("Pele") and its wholly-owned subsidiary, Pele Gold Corporation (the "Transaction"). The Huronian Project consists of 153 contiguous unpatented mining claims totaling 4,640 hectares, plus 4 patented mining claims totaling 404.3 hectares located in Moss Township, Thunder Bay Mining Division, Ontario.

In consideration for the purchase, the Company agreed to issue Chalice 2,040,000 and Pele 1,960,000 shares of the Company's common stock for a total of 4,000,000 common shares, contingent upon approval from TSX-V, which was granted on July 13, 2016.

Huronian Project is subject to net smelter return royalties ("NSR") as detailed in the table below:

Table 2. Huronian Property - NSR

Township/Area	Claim Type	Claims	Area (ha)	Total NSR
Moss	Unpatented	96	3,520.0	2.00%
Moss	Unpatented	57	1,120.0	2.50%
Moss	Patented	2	274.8	2.00%
Moss	Patented	2	129.5	2.50%
Total		157	5,044.3	

The Company retains a right to purchase up to 50% of the NSR by paying Chalice up to $1,020,000 and Pele up to $980,000, for a total of up to $2,000,000. In addition, the Company retains a right of first refusal to acquire the NSR at the same terms and prices that would be set out in any arm's length third party offer.

Additions and Dispositions of Claims

On February 15, 2017, the Company entered into a purchase agreement with an arms-length party to acquire a 100% interest in a key mining claim adjacent to the Huronian Property. In consideration for the purchase, On March 3, 2017, the Company issued 200,000 common shares of the Company's common stock and made a one-time payment of $20,000. The Claim was added to the Huronian Property.

Property Acquisition and Exploration Costs

Table 3. Huronian Property acquisition and exploration costs.

	January 31, 2017	July 31, 2016
Balance, beginning of period	$ 1,040,000	$ -
Cash paid for acquisition	953	-
Common shares issued for Huronian Property	-	1,040,000
Deferred exploration expenditures		
Assaying	16,262	-
Camp and travel	47,650	-
Geology	164,400	-
Equipment use / rental	112,845	-
Sub-total, deferred exploration expenditures	341,157	-
Balance, end of period	$ 1,382,110	$ 1,040,000

Property Location and General Description

The Huronian Property is situated in the highly prolific Shebandowan Greenstone Belt located in the Abitibi-Wawa Subprovince approximately 100 km west of Thunder Bay, Ontario along major transportation and power routes.

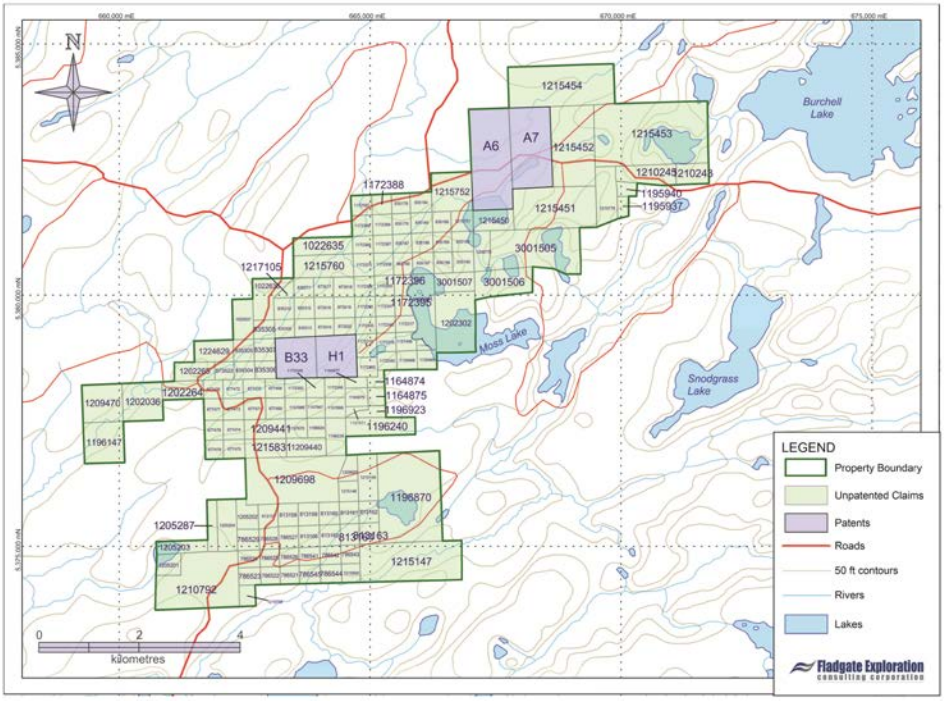

Figure 3. Huronian Property, Claims Map

The Huronian Property hosts numerous significant gold zones including the past producing Huronian Mine (also formerly known as the Jackfish, Kerry, Moss and Ardeen at various times) that produced 29,629 ounces gold and 170,463 ounces silver from 143,724 tons from 1932-1936 (Ontario Ministry of Northern Development and Mines Production Records). The Huronian Property also covers the southwest strike extension of the geology that hosts Wesdome Gold Mine's Moss Lake Gold Deposit. The Moss Lake Gold Deposit hosts an NI 43-101 compliant resource estimate of 40 million tonnes at a grade of 1.1 g Au/tonne (1,377,300 Oz Au) Indicated and an additional 50 million tonnes at a grade of 1.1 g Au/tonne (1,751,600 Oz Au) Inferred (Moss Lake Gold Mines NR February 20, 2013).

Exploration Activities

In September 2016 the Company commenced its field program on the Huronian Property. The program consisted mainly of mapping, prospecting and outcrop stripping. The results of this field program will aid the Company in identifying further exploration and drilling programs. The field program was completed in November 2016, however, as of the date of the filing of this report, the results were not available yet.

COMMITMENTS

In order to keep the Bluffpoint Property and the Huronian Property in good standing, the Company is required to complete certain annual exploration activities. The cost of these exploration activities is determined based on the size of the claims. The Company continuously monitors status of its claims; and should it decide that the exploration of certain claims within a property is not in the Company's best interests at any given year, the Company retains the right to drop such claims.

QUALIFIED PERSON

Michael Thompson, P. Geo., President & Chief Executive Officer of Kesselrun, is the Qualified Person responsible for the Bluffpoint Property and the Huronian Property projects as defined by National Instrument 43-101 and has approved the technical information contained herein.

SELECTED FINANCIAL INFORMATION

Table 4. Comparison of financial condition

	Six months ended January 31, 2017	Year ended July 31, 2016
Working capital (deficit)	$ (101,612)	$ 541,177
Current assets	$ 347,699	$ 575,843
Exploration and evaluation assets	$ 2,064,662	$ 1,354,553
Debentures receivable	$ 1	$ 1
Total liabilities	$ 449,311	$ 34,666
Share capital and share-based payment reserve	$ 6,321,965	$ 6,324,579
Deficit	$ 4,358,914	$ 4,428,848

RESULTS OF OPERATIONS

During the six-month period ended January 31, 2017, the Company generated net income of $69,934, as compared to net income of $28,316 it had generated during the six-month period ended January 31, 2016.

During the six months ended January 31, 2017, the Company's operating expenses increased by $70,472, or 96%, from $73,584 the Company incurred during the six-month period ended January 31, 2016, to $144,056 during the six-month period ended January 31, 2017. The increase was mainly associated with $33,816 in legal fees the Company incurred due to its negotiations with First Mining on Tamaka Debentures, as well as $67,875 in consulting fees associated with the Company's day-to-day operations and its decision to dual-list its shares of the common stock on the OTC Link alternative trading system on the OTC Pink marketplace. In addition, the Company recorded $12,000 in administrative fees, $15,370 in accounting and audit fees, and $10,318 in filing and regulatory fees. Due to increased business activity, the Company's office expenses increased by $4,020 to $6,052, in addition, the Company incurred $3,846 in travel fees and $3,237 in meals and entertainment expenses. The increased operating expenses were in part offset by $10,454 recovery of share-based compensation, due to the decrease in market price of the Company's common stock.

During the six months ended January 31, 2016, the Company continued with its operations at a low level. The Company incurred $42,000 in consulting fees, $12,000 in administrative fees and $10,140 in accounting and audit fees. In addition, the Company recorded $6,066 in filing and regulatory fees. All other operating expenses were kept at a minimum.

Summary of Quarterly Results

Results for the most recently completed financial quarters are summarized in the table below:

Table 5. Summary of quarterly results

	January 31, 2017	October 31, 2016	July 31, 2016	April 30, 2016
Net Income (Loss)	$ 143,030	$ (73,096)	$ (208,482)	$ (78,648)
Income (Loss) per Share	$ 0.00	$ (0.00)	$ (0.01)	$ (0.00)
Exploration and Evaluation Assets	$ 2,064,662	$ 1,906,800	$ 1,354,553	$ 244,060
Total Assets	$ 2,412,362	$ 2,293,146	$ 1,930,397	$ 595,377
Working Capital (Deficit)	$ (101,612)	$ (100,979)	$ 541,177	$ 319,363

	January 31, 2016	October 31, 2015	July 31, 2015	April 30, 2015
Net Income (Loss)	$ 62,597	$ (34,281)	$ (501,442)	$ (61,554)
Income (Loss) per Share	$ 0.00	$ (0.00)	$ (0.02)	$ (0.00)
Exploration and Evaluation Assets	$ 240,000	$ 240,000	$ 240,000	$ 692,035
Total Assets	$ 410,727	$ 351,157	$ 387,320	$ 880,647
Working Capital (Deficit)	$ 164,172	$ 100,113	$ 134,510	$ 180,136

Liquidity and Capital Resources

As at January 31, 2017, the Company had $229,860 (July 31, 2016 - $536,370) in cash, current assets of $347,699 (July 31, 2016 - $575,843) and current liabilities of $449,311 (July 31, 2016 - $34,666) with working capital deficit of $101,612 (July 31, 2016 – working capital of $541,177). Other current assets consisted of GST receivable totalling $112,679, an increase of $98,799 compared to $13,880 receivable at July 31, 2016, and $5,160 in prepaid expenses, which were $20,433 lower than prepaid expenses at July 31, 2016.

During the second quarter ended January 31, 2017, the Company's operations were supported by interest payment the Company received from Tamaka Gold Corporation on senior unsecured convertible debentures of Tamaka (the "Debentures"). The total interest accumulated as at December 31, 2016, on $2,139,900 aggregate principal of the Debentures was calculated to be $213,990, which was paid out in cash. In addition to the interest payment, the Company advanced an additional $200,000 from Fladgate Exploration Consulting Corporation ("Fladgate"), under the terms of the loan agreement between the Company and Fladgate.

Aside from the interest payments on the Debentures, the Company does not have any additional sources of revenue. Should the Company require additional financing to continue exploration of its current mineral claims, acquire additional claims, and to support general operating activities, the Company will have to rely upon the sale of equity securities, primarily through private placements for cash.

The Company has not pledged any of its assets as security for loans, or otherwise is not subject to any debt covenants. Based on current information, the Company anticipates that its working capital is sufficient to meet its expected ongoing obligations for the coming year.

Transactions with Related Parties

During the six-month period ended January 31, 2017 and 2016, the Company had the following transactions with related parties:

Table 6. Related Party Transactions

	Six months ended January 31, 2017	Six months ended January 31, 2016
Fladgate, for exploration and evaluation expenditures[(1)]	$ 709,156	$ -
Fladgate, for project investigation costs[(1)]	$ 1,150	$ -
Da Costa Management Corp., for accounting, consulting, and administrative services[(2)]	$ 36,000	$ 36,000

(1) Fladgate is a full service geological consulting firm with over 30 employees/contractors, which conducts all mineral exploration activities on behalf of the Company. Fladgate invoices the Company periodically when exploration is active at competitive industry standard rates. Fladgate is part owned by Michael Thompson, Chief Executive Officer and a Director of Kesselrun and Caitlin Jeffs, a director of Kesselrun, each owning 33.33% of Fladgate.

(2) Da Costa Management Corp. is a private company owned by John da Costa, the Chief Financial Officer and a Director of Kesselrun.

Amounts due to related parties are unsecured, non-interest bearing and due on demand. At January 31, 2017 $191,803 was due to related parties (July 31, 2016 - $1,238).

On December 22, 2016, the Company entered into a loan agreement (the "Loan Agreement") with Fladgate for a loan in the principal amount of $200,000 (the "Loan"). Due to the delay in receiving the funds contemplated under the Loan Agreement, the Company and Fladgate agreed to amend the date of the Loan Agreement to January 12, 2017. The Loan is unsecured, due on demand and accumulates interest at a rate of 8% per annum. As at January 31, 2017, the Company accrued $833 in interest expense associated with the Loan.

Outstanding Share Data

As at the date of this MD&A, the following securities were outstanding:

Table 7. Share Data

Type	Amount	Conditions
Common shares	36,763,483	Issued and outstanding
Warrants	2,200,000	Exercisable into 2,200,000 common shares at a price of $0.10 per share until April 8, 2018
Warrants	1,424,667	Exercisable into 1,424,667 common shares at a price of $0.20 per share until June 14, 2017
Agent Warrants	117,600	Exercisable into 117,600 common shares at a price of $0.10 per share until June April 8, 2018
Stock options	890,000	Exercisable into 890,000 common shares at a price of $0.10 per share until July 18, 2017

Type	Amount	Conditions
Stock options	100,000	Exercisable into 100,000 common shares at a price of $0.60 per share until December 5, 2017
Stock options	700,000	Exercisable into 700,000 common shares at a price of $0.05 per share until March 26, 2020
Stock options	300,000	Exercisable into 300,000 common shares at a price of $0.06 per share until April 13, 2021. Of this number, options to acquire up to 75,000 common shares have not yet vested
Stock options	150,000	Exercisable into 150,000 common shares at a price of $0.08 per share until May 3, 2018
Stock options	595,000	Exercisable into 595,000 common shares at a price of $0.11 per share until May 31, 2021. Of this number, options to acquire up to 148,750 common shares have not yet vested
	43,240,750	Total shares outstanding (fully diluted)

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

SIGNIFICANT ACCOUNTING POLICIES

All significant accounting policies adopted by the Company have been described in the notes to the audited financial statements for the year ended July 31, 2016.

New accounting standards and interpretations

Certain new accounting standards and interpretations have been published, however, are not mandatory for the January 31, 2017 reporting period. The management of the Company believes that these standards and interpretations will have no material impact on Kesselrun's financial statements.

RISKS AND UNCERTAINTIES

Our exploration programs may not result in a commercial mining operation.

Mineral exploration involves significant risk because few properties that are explored contain bodies of ore that would be commercially economic to develop into producing mines. Our mineral claims are without a known body of commercial ore and our exploration programs are an exploratory search for ore. We do not know whether our exploration programs will result in any commercial mining operation. If the exploration programs do not result in the discovery of commercial ore, we will be required to acquire additional properties and write-off all of our investments in our existing claims.

We may not have sufficient funds to complete further exploration programs.

We have limited financial resources, do not generate operating revenue and must finance our exploration activity by other means. We do not know whether additional funding will be available for further exploration of our projects or to fulfill our anticipated obligations under our existing property agreements. If we fail to obtain additional financing, we will have to delay or cancel further exploration of our properties, and we could lose all of our interest in our claims.

Factors beyond our control may determine whether any mineral deposits we discover are sufficiently economic to be developed into a mine.

The determination of whether our mineral deposits are economic is affected by numerous factors beyond our control. These factors include market fluctuations for precious metals; metallurgical recoveries associated with the mineralization; the proximity and capacity of natural resource markets and processing equipment; costs of access and surface rights; and government regulations governing prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection.

We have no revenue from operations and no ongoing mining operations of any kind.

We are a mineral exploration company and have no revenues from operations and no ongoing mining operations of any kind. If our future exploration programs successfully locate an economic ore body, we will be subject to additional risks associated with mining.

We will require additional funds to place the ore body into commercial production. Substantial expenditures will be required to establish ore reserves through drilling, develop metallurgical processes to extract the metals from the ore and construct the mining and processing facilities at any site chosen for mining. We do not know whether additional financing will be available at all or on acceptable terms. If additional financing is not available, we may have to postpone the development of, or sell, our Bluffpoint Project.

Mineral exploration is highly speculative and risky; any material changes to the estimated reserves might adversely affect the profitability of the property.

In making determinations about whether to proceed to the next stage of development, we must rely upon estimated calculations as to the mineral reserves and grades of mineralization on our properties. Until ore is actually mined and processed, mineral reserves and grades of mineralization must be considered as estimates only. Any material changes in mineral reserve estimates and grades of mineralization will affect the economic viability of the placing of a property into production and a property's return on capital.

Mineral exploration is hazardous. We could incur liability or damages as we conduct our business due to the dangers inherent in mineral exploration.

Mining operations often encounter unpredictable risks and hazards that add expense or cause delay. These include unusual or unexpected geological formations, changes in metallurgical processing requirements; power outages, labor disruptions, flooding, explosions, rock bursts, cave-ins, landslides and inability to obtain suitable or adequate machinery, equipment or labor. We may become subject to liabilities in connection with pollution, cave-ins or hazards against which we cannot insure against or which we may elect not to insure. The payment of these liabilities could require the use of financial resources that would otherwise be spent on mining operations.

In the future we may be required to comply with government regulations affecting mineral exploration and exploitation, which could adversely affect our business, the results of our operations and our financial condition.

Mining operations and exploration activities are subject to national and local laws and regulations governing prospecting, development, mining and production, exports and taxes, labor standards, occupational health and mine safety, waste disposal, toxic substances, land use and environmental protection. In order to comply, we may be required to make capital and operating expenditures or to close an operation until a particular problem is remedied. In addition, if our activities violate any such laws and regulations, we may be required to compensate those suffering loss or damage, and may be fined if convicted of an offence under such legislation.

Land reclamation requirements for our exploration properties may be burdensome.

Although variable depending on location and the governing authority, land reclamation requirements are generally imposed on mineral exploration companies (as well as companies with mining operations) in order to minimize long term effects of land disturbance. Reclamation may include requirements to control dispersion of potentially deleterious effluents and reasonably re-establish pre-disturbance land forms and vegetation. In order to carry out reclamation obligations imposed on us in connection with our mineral exploration, we must allocate financial resources that might otherwise be spent on further exploration programs.

We face industry competition in the acquisition of exploration properties and the recruitment and retention of qualified personnel.

We compete with other exploration companies, many of which have greater financial resources than us or are further along in their development, for the acquisition of mineral claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. If we require and are unsuccessful in acquiring additional mineral properties or personnel, we will not be able to grow at the rate we desire or at all.

Some of our directors and officers have conflicts of interest as a result of their involvement with other natural resource companies.

Some of our directors and officers are directors or officers of other natural resource or mining-related companies. These associations may give rise to conflicts of interest from time to time. In particular, our directors who also serve as directors of other companies in the same industry may be presented with business opportunities which are made available to such competing companies and not to us. As a result of these conflicts of interest, we may miss the opportunity to participate in certain transactions, which may have a material, adverse effect on our financial position.

Financial Instruments

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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 fair value of cash is measured based on level 1 inputs of the fair value hierarchy.

The estimated fair value of financial liabilities approximates their carrying values due to the short-term nature of these instruments.

Capital management

The Company manages its capital to safeguard the Company's ability to continue as a going concern, to ensure future benefits to stakeholders, and to have sufficient funds on hand for business opportunities as they arise.

The Company considers the items included in share capital as capital. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through short-term prospectuses, private placements, sell assets, incur debt, or return capital to shareholders. As at the date of the filing of this MD&A, the Company does not have any debt that is subject to externally imposed capital requirements.

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity risk, credit risk, and market risk. Where material, these risks are reviewed and monitored by the Board of Directors.

a) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due or can only do so at excessive cost. The Company maintains sufficient cash balances to meet current working capital requirements. The Company is considered to be in the exploration and evaluation stage. Thus, it is dependent on obtaining regular financings in order to continue its exploration and evaluation programs. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company's cash is invested in business accounts with quality financial institutions, is available on demand for the Company's programs, and is not invested in any asset backed commercial paper.

b) Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash, other assets and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash and other assets with high-credit quality financial institutions.

c) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as foreign exchange rates, interest rates, and commodity and equity prices.

i. Currency risk
The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company is not exposed to foreign currency risk.

ii. Interest rate risk
The Company's exposure to interest rate risk arises from the interest rate impact on its cash. In order to maintain liquidity the Company plans to invest its cash at floating rates of interest in cash equivalents. There is a minimal risk that the Company would recognize any loss as a result of a decrease in the fair value of any guaranteed bank investment certificates included in cash, restricted cash and reclamation bond as they are generally held with large financial institutions.

iii. Price risk

The Company is exposed to price risk with respect to commodity and equity prices. The ability of the Company to explore its mineral properties and future profitability of the Company are directly related to the market price of commodities. The Company monitors commodity prices to determine appropriate actions to be undertaken.

CONTINGENCIES

There are no contingent liabilities.

DIRECTORS AND OFFICERS

As of the date of this report, the Company has the following directors and officers:

Michael Thompson, P.Geo - *Director, President and CEO*
John da Costa – *Director and CFO*
Caitlin Jeffs, P.Geo – *Director*
Yanika Silina, CPA, CMA – *Director*

Michael Thompson, P.Geo - Director, President and CEO

Mr. Thompson has served as a Director, the President, and the Chief Executive Officer of the Company since July 18, 2012. Mr. Thompson received his Honours B.Sc. in Geology from the University of Toronto in 1997. Michael has worked for several companies since 1997 in both gold and base metal exploration, most notably Teck Resources Ltd., Placer Dome CLA Inc. and Goldcorp Inc. Mr. Thompson specializes in structural interpretation of gold deposits as well as advancing exploration programs to the resource stage. He is a founding partner, part owner and President of Fladgate Exploration Consulting Corporation of Thunder Bay, ON, a full service mineral exploration consulting firm with over 30 employees and a roster of publicly traded clients. Mr. Thompson is also a Director and Vice President of Exploration for Red Metal Resources Ltd., a mineral exploration company quoted on the OTC Pink, and Director of Fairmont Resources Inc., a TSX Venture Exchange company.

John da Costa – Director, CFO

Mr. da Costa has served as a Director, the Chief Financial Officer, and the Corporate Secretary of the Company since July 18, 2012. Mr. da Costa is the President of Da Costa Management Corp., a BC company that provides corporate management, bookkeeping and accounting services to public and private companies. Mr. da Costa has acted as CFO, Corporate Secretary and director of several reporting issuers listed on the OTCQB, OTC Pink, and the TSX Venture Exchange.

Caitlin Jeffs, P.Geo – Director

Ms. Jeffs has served as a Director of the Company since July 18, 2012. Ms. Jeffs received her Honours B.Sc. in Geology from the University of British Columbia in 2002. She is a professional geologist on the register of the Association of Professional Geoscientists of Ontario. She worked for Placer Dome (CLA) Ltd. in Canada from February 2003 until May 2006 where she worked as both a project geologist managing drill programs for the exploration department at Placer Dome's Musselwhite Mine in Northwestern Ontario and then as part of the generative team evaluating potential projects in Northwestern Ontario. Placer Dome (since acquired by Barrick Gold Corp. and Gold Corp.) was a major mining company with operations in North America, Australia, Africa and South America. Ms. Jeffs is one of the founders and Vice President of

Fladgate Exploration Consulting Corporation of Thunder Bay, ON, a full service mineral exploration consulting firm with over 30 employees and a roster of publicly traded clients. Ms. Jeffs is also a Director and President of Red Metal Resources Ltd., a mineral exploration company quoted on the OTC Pink.

Yanika Silina, CPA, CMA – Director

Ms. Silina, has served as a Director of the Company since December 23, 2014. Ms. Silina is a Chartered Professional Accountant and holds a Diploma in Management Studies from Thompson Rivers University. Ms. Silina is currently the CFO and director of Cell MedX Corp., a reporting issuers listed on the OTCQB, and the CFO of Lifestyle Delivery Systems Inc., a reporting issuer listed on the Canadian Securities Exchange. Ms. Silina has previously held various management positions with other public companies listed on OTCQB and Canadian Securities Exchange.

ADDITIONAL INFORMATION

Additional information concerning the Company and its operations is available on SEDAR at www.sedar.com.