

**BOREAL METALS CORP.**  
**(AMENDED)**  
**FORM 51-102F1**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE PERIOD ENDED JUNE 30, 2017**

The following management's discussion and analysis ("MD&A"), prepared as of October 20, 2017 should be read together with the condensed interim consolidated financial statements for the period ended June 30, 2017 and the audited financial statements for the year ended December 31, 2016 and related notes attached thereto, which are prepared in accordance with International Financial Reporting Standards. All amounts are stated in Canadian dollars unless otherwise indicated.

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

## **Forward Looking Statements**

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of our management as well as assumptions made by and information currently available to us. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to our company or our 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 our exploration properties. Such statements reflect the current views of management with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or our achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

## **Description of Business**

Boreal Metals Corp. (the "Company") was incorporated under the Business Corporations Act, British Columbia on December 31, 2013 and is considered to be in the exploration stage with respect to its mineral properties. On November 7, 2016, the Company changed its name to Boreal Metals Corp. The Company's head office address is 340 - 233 West 1st Street, North Vancouver, BC V7M 1B3.

On April 1, 2014, the Company commenced trading on the Canadian Securities Exchange ("CSE") under the trading symbol "EFM". On April 12, 2016, the CSE delisted the Company for being in default of CSE requirements. As of the date of the financial statements the Company's common shares were delisted from trading on the CSE.

## **Significant Events**

On February 14, 2017, the Company closed its share purchase agreement with Eurasian Minerals Inc. ("Eurasian") and has acquired two companies with exploration stage assets in Scandinavia. The companies were wholly-owned subsidiaries of Eurasian which together domiciled a portfolio of four base and precious metal exploration projects, two in Sweden and two in Norway. EMX Exploration Scandinavia AB and Iekelvare Minerals AB (together referred to as the "Swedish Companies") are now wholly-owned subsidiaries of the Company. To acquire the Swedish Companies, the Company issued 1,713,390 common shares to Eurasian.

On April 4, 2017, the Company closed a non-brokered private placement of 12,270,000 units at \$0.05 per unit. Each unit consist of one common share and one-half of one transferable share purchase warrant, each whole warrant exercisable into one additional common share at a price of \$0.10 per share for a period of one year.

## **Exploration and evaluation assets**

On February 14, 2017, the Company closed its share purchase agreement with Eurasian Minerals Inc. ("Eurasian") and has acquired two companies with exploration stage assets in Scandinavia. The companies were wholly-owned subsidiaries of Eurasian which together domiciled a portfolio of four base and precious metal exploration projects, two in Sweden and two in Norway. EMX Exploration Scandinavia AB and Iekelvare Minerals AB (together referred to as the "Swedish Companies") are now wholly-owned subsidiaries of the Company.

		Swedish Properties
Balance as of December 31, 2016	\$	-
Property acquisition costs		388,563
Balance as of June 30, 2017	\$	388,563

The Company is the owner of mining license located in Norway known as the Tynset licenses and Burfjord licenses and Sweden known as Gumsberg and Adak VMS Projects.

In the period ended June 30, 2016, the total of \$162,503 exploration costs were incurred by the Company as follows:

Exploration expenses	Adak	Gumsberg	Burfjord	Tynset	Total
Exploration licenses	\$ -	\$ 33,010	\$ 5,943	\$ 3,279	\$ 42,231
Field work	-	-	35,648	-	35,648
Geological	18,809	35,094	28,899	1,822	84,624
Total exploration costs incurred in 2017	\$ 18,809	\$ 68,104	\$ 70,490	\$ 5,101	\$ 162,503

### **Selected Annual Financial Information**

The Company's Consolidated Financial Statements for the years ended December 31, 2016, 2015, and 2014 have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The following selected financial information is taken from the annual consolidated financial statements and should be read in conjunction with those statements.

	December 31, 2016	December 31, 2015	December 31, 2014
Cash	\$ 196,987	\$ 77	\$ 2,246
Total Assets	205,918	5,084	5,782
Total Liabilities	181,551	98,555	58,586
Shareholders' equity (deficiency)	24,367	(93,471)	(52,804)
Net loss and comprehensive loss	(171,541)	(40,667)	(231,539)
Basic and diluted loss per common share	(0.02)	(0.01)	(0.03)

### **Acquisition**

February 14, 2017, the Company has closed its share purchase agreement via a share exchange transaction with Eurasian Minerals Inc. ("Eurasian") and acquired two companies that were wholly-owned subsidiaries of Eurasian Minerals which together domicile a portfolio of four Scandinavian base and precious metal (zinc-lead-copper-silver-gold) exploration projects, including the Gumsberg and Adak exploration assets in Sweden and the Tynset and Burfjord assets in Norway (the "Properties"). EMX Exploration Scandinavia AB and Iekelvare Minerals AB (together referred to as the "Swedish Companies") are now wholly-owned subsidiaries of the Company

To acquire the Swedish Companies, the Company issued 1,713,390 of its common shares to Eurasian which represents a 19.9% equity ownership in the Company at the present time and will have the continuing obligation to issue additional shares to maintain 19.9% interest, at no additional cost to Eurasian, until the Company has raised CDN\$5,000,000 in equity; thereafter, Eurasian will have the right to participate pro-rata in future financings at its own cost to maintain its 19.9% interest. On April 4, 2017, 3,466,610 shares were issued to Eurasian due to above obligation.

Eurasian has also been granted a 3% net smelter return ("NSR") royalty on each of the Properties, of which a 1% NSR royalty may be purchased by the Company on or before the fifth anniversary of the closing date in 0.5% increments for a total of (a) US \$2,500,000, or (b) at the purchaser's option, US \$2,000,000 plus shares of the Company equal in value to US \$500,000.

Eurasian will receive annual advance royalty ("AAR") payments of USD\$20,000 for each of the Properties commencing on the second anniversary of the closing, with each AAR payment increasing by \$5,000 per year until reaching \$60,000 per year, except that the Company may forgo AAR payments on two of the four Properties in years two and three. Once reaching US \$60,000, AAR payments will be adjusted each year according to the Consumer Price Index (as published by the U.S. Department of Labor, Bureau of Labor Statistics). Eurasian will receive a 0.5% NSR royalty on any new mineral exploration

projects generated by the Company in Sweden or Norway, excluding projects acquired from a third party containing a mineral resource or reserve or an existing mining operation. Eurasian has the right to one seat on the Board of Directors of the Company.

Management has determined that this transaction does not qualify as a business combination. Accordingly it was accounted for as an acquisition of assets. The fair value of the purchased assets was measured using the fair value of the issued common shares of the Company on the transaction date.

The following table summarizes the fair value of Swedish companies' identifiable assets and liabilities acquired at the date of acquisition:

Net assets and liabilities acquired:	
Cash	\$ 51,450
Accounts Receivable	777
Properties Acquisition Costs	215,233
Trade and Other Payables	(181,790)
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Total	\$ 85,670
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Consideration paid:	
Share capital	\$ 85,670
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## **Results of Operations**

### *Period ended June 30, 2017 and 2016*

During the six months period ended June 30, 2017, the Company incurred a net loss of \$363,755, an increase of \$348,883 compared to \$14,872 net loss incurred during the same period of 2016. This significant increase in the Company expenses was a result of increased activity of the Company. In the first six months of 2017, the Company acquired four Scandinavian projects, closed \$613,500 financing and in the process of closing second \$2,000,000 financing, completed an audit, and conducted exploration on its newly acquired properties.

In the first six months of 2017, the Company's professional fees totaled \$84,187 compared to \$8,227 in 2016. The professional fees consist of legal, audit and accounting charges incurred due to Scandinavian companies' acquisition, closing the Company's financing and yearend audit.

The regulatory, filing and transfer agent's fees were \$5,728 in 2017 vs \$6,443 in 2016.

During the period ended June 30, 2017, the Company incurred \$26,461 of general and administration expenses. In 2016, general and administrative expenses totaled \$202 as the Company was inactive due to difficult market conditions.

In the period ended June 30, 2017, the Company recorded \$32,658 (2016 - \$Nil) in travel expenses and \$52,218 (2016 - \$Nil) in consulting fees for the due diligence work done on the new project acquisition (see Acquisition).

The Company charged to operations \$162,503 (2016 - \$Nil) of exploration and evaluation expenses incurred in the six months period ended June 30, 2017.

The basic and diluted loss per common share in the first six months of 2017 totaled \$0.02 vs \$0.00 in the same period of 2016.

### *Cash flows for the period ended June 30, 2017 and 2016*

At June 30, 2017, the Company had \$390,770 cash, compared to \$196,987 cash at December 31, 2016.

In the period ended June 30, 2017, the Company received \$334,121 for shares issued on April 4, 2017, collected \$305,500 of share subscription for the financing announced on April 12, 2017, received \$83,565 as a short-term loan and paid \$76,859 of short term loan to a director of the Company.

In the six months ended June 30, 2017, net cash used in operating activities totaled \$347,796 compared to \$15,057 of net cash used in operating activities in the same period of 2016. The cash used in operating activities consisted of the operating expenses of the Company.

### Summary of Quarterly Results

	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016	June 30, 2016	March 31, 2016	December 31, 2015	September 30, 2015
	\$	\$	\$	\$	\$	\$	\$	\$
Cash	390,770	228,579	196,987	76,381	5,504	14,443	77	244
Total assets	812,621	406,988	205,918	83,859	11,298	19,775	5,007	4,992
Total liabilities	264,281	283,960	181,551	173,233	119,641	119,880	98,555	75,092
Working capital (deficiency)	159,777	228,579	24,367	(89,374)	(108,343)	(100,105)	(93,471)	(70,100)
Net loss and comprehensive loss	(193,518)	(170,681)	(85,766)	(56,031)	(8,238)	(6,634)	(23,369)	(3,621)
Basic and diluted loss per share	(0.01)	(0.01)	(0.01)	(0.01)	(0.00)	(0.00)	(0.01)	(0.00)

#### *Three Months Period ended June 30, 2017 and 2016*

In the second quarter ended June 30, 2017, the Company incurred a net loss of \$193,518, an increase of \$185,280 compared to \$8,238 of net loss incurred in Q2 2016. This significant increase in the Company expenses was a result of the Scandinavian Companies acquisition and all corresponding administrative, exploration and legal activities.

\$51,325 (2016 - \$Nil) of exploration and evaluation expenses incurred in the three months ended June 30, 2017.

In the second quarter of 2017, the Company recorded \$23,889 (2016 - \$Nil) in travel expenses and \$32,220 (2016 - \$Nil) in consulting fees for the due diligence work done on the new project acquisition and an increase of professional fees to \$62,699 from \$3,227 and general and administrative costs to \$17,911 from \$68 in 2016.

### Liquidity and Capital Resources

To date, the Company has not yet realized profitable operations. The Company currently requires additional financing to continue in business and there can be no assurances that such financing will be available, or if available, will be on reasonable terms.

These consolidated financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since inception and the ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. Management is actively targeting sources of additional financing through alliances with financial, exploration and mining entities, or other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In order for the Company to meet its liabilities as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing.

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate programs and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms

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acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

The Company's revenues, if any, are expected to be in large part derived from the mining and sale of minerals and metals or interests related thereto. The economics of developing and producing properties are affected by many factors including the cost of operations and the market price of the mineral resource. Depending on the market price of mineral resources, the Company may determine that it is impractical to continue commercial production.

### **Short-Term Loan**

As at June 30, 2017, the Company's director advanced to the Company a total amount of \$17,336 (December 31, 2016 - \$94,195) by the way of a short-term loan.

As of June 30, 2017, \$83,565 (December 31, 2016 - \$Nil) was advances to the Company by the way of short-term loans.

These loans are unsecured, non-interest bearing and due on demand loans.

### **Related Party Transactions**

Key management personnel include the Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and Directors of the Company.

During the period ended June 30, 2017, the Company accrued a total of \$61,278 (2015 - \$Nil) of consulting and management fees to its directors. As of June 30, 2017, \$88,512 (December 31, 2016 - \$8,100) is payable to these directors.

As at June 30, 2017, the Company's director advanced to the Company an amount of \$17,336 (December 31, 2016 - \$94,195) by the way of short-term loans. This is an unsecured, non-interest bearing and due on demand loan.

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

### **Financial Instruments and Other Instruments**

#### **Financial instruments**

Financial assets and liabilities are classified in the fair value hierarchy according to the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement requires judgement and may affect placement within the fair value hierarchy levels. The hierarchy is as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of cash and accounts payable and accrued liabilities and short-term loan from related party approximate their carrying amounts due to the short term nature of the financial instruments. Cash is classified as financial assets fair value through profit or loss and is measured using level 1 inputs of the fair value hierarchy. Accounts payable and accrued liabilities and short-term loan from related party are classified as financial liabilities fair value through profit or loss.

#### *Risk management*

The Company is exposed to a variety of financial instrument related risks to varying degrees:

#### *Credit risk*

Credit risk is the risk that the counterparty to a financial instrument will cause a financial loss for the Company by failing to discharge its obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The

Company limits its exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company is currently investigating financing opportunities so that it has sufficient liquidity to meet liabilities when due.

There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipates it will need additional capital in the future to finance on-going exploration of its properties, such capital to be derived from the completion of other equity financings. The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for future exploration and development of its project. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success. In recent years, the securities markets have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

*Market risk*

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

Currency risk

The Company is exposed to financial risk related to fluctuations in foreign exchange rates. Foreign currency risk is limited to the portion of the Company's business transactions denominated in currencies other than the Canadian Dollar.

Interest rate risk

The Company's exposure to interest rate risk arises from the interest rate impact on cash. The Company's policy is to invest cash at floating rates of interest, in order to maintain liquidity, while achieving a satisfactory return for shareholders. There is minimal risk that the Company would recognize any loss as a result of a decrease in the fair value.

Price risk

The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

**Segment Information**

The Company is engaged in one business activity, being the acquisition, exploration and development of base and precious metal. The two geographical segments are Canada and Scandinavia. All non-current assets are held solely in the Scandinavia segment.

Summarized financial information on the geographic segments the Company operates in are as follows:

For the period ended June 30, 2017	Canada	Scandinavia	Consolidated
Exploration and evaluation assets	\$ -	\$ 388,563	\$ 388,563
Exploration expense	-	162,503	162,503
Loss for the period	100,210	263,545	363,754

**Subsequent Events**

- a) On August 14, 2017, the Company closed a private placement of 4,527,500 units at \$0.20 per unit. Each unit consists of one common share and one-half of one transferable share purchase warrant, each whole warrant exercisable into one additional common share at a price of \$0.40 per share for a period of two years from the date of issue. The warrants are subject to an acceleration provision, whereby any time after four months from the date of issuance and before the expiry

date, if the closing price of the common shares of the Company is \$0.75 or above for 10 consecutive trading days, the Company may provide notice to the holder (the "Acceleration Notice") that the warrants will expire on the date which is 30 days from the date of the Acceleration Notice. 1,000,000 units of this private placement were closed into escrow, subject to certain conditions. As of June 30, 2017, \$305,500 of share subscription was received towards this private placement.

The Company paid finder's fees of \$18,500 in cash, issued 44,000 common shares as finder's fees at a deemed price of \$0.20 per common share and 135,500 finder's warrants to certain finders. The finder's warrants have the same terms as private placement warrants except they are non-transferable.

On August 14, 2017, 900,972 shares were issued to Eurasian at no additional cost due to the Company's obligation to maintain Eurasian 19.9% equity ownership in the Company, until \$5,000,000 in equity has been raised.

- b) A claim filed against the Company for non-payment of outstanding trade payable balances has been settled .
- c) On September 25, 2017, the Company announced an equity financings to raise aggregate proceeds of up to \$3,000,000, and its intended application to the TSX Venture Exchange ("Exchange") for an original listing of its common shares and warrants on the facilities of the Exchange.

The Company entered into an agency agreement with PI Financial Corp. ("Agent") that will provide for a financing to be completed by way of Short Form Offering Document ("SFOD") in accordance with Exchange policies. The SFOD will consist of up to 6,666,666 units of the Company at a price of \$0.30 per unit for gross proceeds of up to \$2,000,000. Each unit will consist of one common share and one-half of share purchase warrant, with each whole warrant exercisable at a price of \$0.50 for a period of 24 months from the closing date of the SFOD.

The Company is also announced a brokered private placement of up to 3,333,334 units ("Brokered Units") at a price of \$0.30 per Brokered Unit, for gross proceeds of up to \$1,000,000, concurrently with the SFOD. Each Brokered Unit will consist of one common share and one warrant, having the same terms as the SFOD warrants.

The Agent will receive a cash commission equal to 8% of the gross proceeds raised from the sale of units, and such number of non-transferable agent's warrants equal to 8% of the aggregate number of SFOD units and Brokered Units sold. Each Agent's Warrant will be exercisable for one Common Share at a price of \$0.30 for a period of 18 months from the closing date of the financings. The Agent will also receive 600,000 units as a corporate finance fee, with 400,000 of such units having the same terms as the SFOD units and 200,000 having the same terms as the Brokered Units.

Closing of the SFOD and the private placement will be subject to approval of the Exchange and other standard closing conditions. All securities issued in connection with the private placement will be subject to a statutory hold period of four months plus a day from the closing date.

## **Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements as at June 30, 2017 and 2016.

## **Significant Accounting Policies**

These consolidated financial statements, including comparatives, were prepared in accordance with the accounting policies described in the Company's annual financial statements for the year ended December 31, 2016. There have been no changes to the Company's critical accounting estimates and judgments during the period ended June 30, 2017.

## **Critical Accounting Estimates**

The preparation of the unaudited consolidated financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates.



The most significant estimates relate to the valuation of deferred income tax amounts and impairment testing. The value of deferred tax assets is evaluated based on the probability of realization; the Company has assessed that it is improbable that such assets will be realized and has accordingly not recognized a value for deferred taxes.

The most significant judgments relate to the recoverability of capitalized amounts, recognition of deferred tax assets and liabilities and the determination of the economic viability of a project.

### **New standards not yet adopted**

The Company has not yet adopted the following revised or new IFRS that have been issued but were not yet effective as at December 31, 2016:

IFRS 9, Financial Instruments (effective date January 1, 2018) introduces new requirements for the classification and measurement of financial assets and liabilities.

IFRS 16, Leases is a new standard that sets out the principles for recognition, measurement, presentation and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17 and instead introduces a single lessee accounting model. This standard is effective for the years beginning on or after January 1, 2019.

The Company is currently assessing the impact that these new accounting standards will have on the financial statements and the business of the Company.

### **Outstanding Share Data**

As at June 30, 2017, the Company has 26,060,000 common shares outstanding and 31,532,472 shares as of the date of this MD&A.

On April 4, 2017, the Company closed a non-brokered private placement of 12,270,000 units at \$0.05 per unit. Each unit will consist of one common share and one-half of one transferable share purchase warrant, each whole warrant exercisable into one additional common share at a price of \$0.10 per share for a period of one year from the date of issue.

On April 4, 2017, 3,466,610 common shares of the Company were issued to Eurasian pursuant to Eurasian's antidilution right and another 900,972 shares issued on August 14, 2017.

On August 14, 2017, the Company closed a private placement of 5,527,500 units at \$0.20 per unit for total gross proceeds of \$1,105,500. Each unit consists of one common share and one-half of one transferable share purchase warrant, each whole warrant exercisable into one additional common share at a price of \$0.40 per share for a period of two years from the date of issue. The warrants are subject to an acceleration provision, whereby any time after four months from the date of issuance and before the expiry date, if the closing price of the common shares of the Company is \$0.75 or above for 10 consecutive trading days, the Company may provide notice to the holder (the "Acceleration Notice") that the warrants will expire on the date which is 30 days from the date of the Acceleration Notice. 1,000,000 units of this private placement were closed into escrow, subject to certain conditions. As of June 30, 2017, \$305,500 of share subscription was received towards this private placement.

The Company paid finder's fees of \$18,500 in cash, issued 44,000 common shares as finder's fees at a deemed price of \$0.20 per common share and 135,500 finder's warrants to certain finders. The finder's warrants have the same terms as private placement warrants except they are non-transferable.

As at June 30, 2017, and the date of this MD&A, the Company had not issued any stock options and had 6,135,000 and 9,034,250 warrants, respectively. 6,135,000 transferrable share purchase warrants were issued on April 4, 2017, at a price of \$0.10 for a period of one year in connection to the closed non-brokered private placement. 2,899,250 share purchase warrants were issued on August 14, 2017, at a price of \$0.40 for a period of one year in connection to the closed non-brokered private placement.

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## Management's Responsibility for Financial Statements

Information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future value for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements. Management maintains a system of internal controls to provide reasonable assurances that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

### Risk Factors

*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 properties are without a known body of commercial ore and our proposed programs are an exploratory search for ore. We do not know whether our current 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 properties.

*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 properties.

*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.

*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.*

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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 the 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 reestablish 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.

## **Approval**

The Board of Directors of the Company has approved the disclosure contained in this MD&A on October 20, 2017. A copy of this MD&A will be provided to anyone who requests it and can be found on Sedar at [www.sedar.com](http://www.sedar.com).