

VR RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED MARCH 31, 2017

REPORT DATE:
May 30, 2017

This Management Discussion and Analysis (the “MDA”) provides relevant information on the operations and financial condition of VR Resources Ltd. (the “Company”) for the year ended March 31, 2017.

The Company is in the business of mineral exploration. Activities include the evaluation, acquisition and exploration of mineral exploration properties in search of economic mineral deposits. Properties with copper and gold potential in the western United States are the current focus of the Company, specifically in Nevada. The realization of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves and future profitable production, or proceeds from the disposition of these assets. The carrying values of exploration and evaluation assets do not necessarily reflect their present or future values.

All monetary amounts in this MDA and in the interim consolidated financial statements are expressed in Canadian dollars, unless otherwise stated. Financial results are being reported in accordance with International Financial Reporting Standards (“IFRS”).

The Company’s certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that these filings do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by these filings, and these consolidated financial statements together with other financial information included in these filings. The Board of Directors’ approves the consolidated financial statements and MDA and ensures that management has discharged its financial responsibilities.

The MDA should be read in conjunction with the Company’s consolidated financial statements and notes thereto for the year ended March 31, 2017.

The Company is registered in the province of British Columbia. Its principal office is located at Suite 1750 – 700 West Pender Street Vancouver, BC, V6C 1G8. It’s registered and records office is located at Suite 2300 – 550 Burrard Street, Vancouver, BC, V6C 2B5.

OVERALL PERFORMANCE

Roll-Up Capital Corp (“Roll-Up”), a capital pool company, reviewed numerous opportunities through 2016 in pursuit of a Qualifying Transaction for listing, as such term is defined in the policies of the TSX Venture Exchange. Following ongoing discussions with Renntiger commencing in early October 2016, the Company entered into an LOI dated November 9, 2016, with Renntiger, and a formal Arrangement Agreement, dated December 9, 2016, to complete an arm's length business combination with Renntiger, and its Qualifying Transaction.

On March 21, 2017, the Company acquired all of the issued and outstanding common shares of Renntiger Resources Ltd. (“Renntiger”) by way of the arrangement agreement (the “Transaction”) by issuing 33,305,225 common shares of Roll-Up. As a result of the Transaction, Renntiger obtained a majority interest of the issued and outstanding shares of Roll-Up, thus constituting for accounting purposes a reverse acquisition of Roll-Up by Renntiger, (the “Reverse Acquisition”), with Renntiger being identified as the accounting acquirer; accordingly, the Company is considered a continuation of Renntiger. The net assets of Roll-Up at the date of the reverse acquisition are deemed to have been acquired by Renntiger.

These consolidated financial statements include the results of operations of the Company from March 21, 2017. The comparative figures are those of Renntiger prior to the reverse acquisition, with the exception of adjusting retroactively the capital of Renntiger to reflect the capital of the Company.

The Company completed a Brokered Financing of 13,333,333 units issued at \$0.30 per unit, for gross proceeds of \$4,000,000 and a Non-Brokered Rights Offering of 1,382,364 units issued at \$0.30 per unit, for gross proceeds of

\$414,709, concurrent with the Transaction (Note 3). Each unit consists of one common share and one-half of one common share purchase warrant (each whole common share purchase warrant, a “Warrant”). Each warrant will entitle the holder thereof to purchase one common share of the Company at an exercise price of \$0.60 to March 21, 2019. Cash finders’ fees in the amount of \$280,000 were paid, and 933,333 agents’ warrants were issued, valued at \$146,437. Additionally, professional fees of \$127,783 were incurred in connection with this financing, and was recorded as an offset to share capital, as share issue costs.

The Company is the continuance of the discovery-based value creation model of Renntiger, and it’s four-year mineral exploration strategy in Nevada. The purpose of the reverse acquisition was to create a publicly-listed, well-financed junior mineral exploration company. The Company will maintain Renntiger’s Vancouver office, including legal and audit foundations. The Company continues to evaluate new opportunities, whether by staking, property acquisition or by a corporate transaction (e.g. merger).

EXPLORATION PROJECTS

Summary

The Company owns three mineral properties in Nevada, USA. For extensive descriptions of the ownership, location, geography and access, and exploration work done by Renntiger in 2014 through 2016 for all three mineral properties, the reader is referred to the previous interim MD&A dated December 23, 2016, covering the quarter ended September 31, 2016, and the March 31, 2016, year-end MD&A, dated May 24, 2016.,

As of the date of this report, the Company continues active exploration on the ground at its core asset, the Bonita property located in Humboldt County in northwestern Nevada, USA. An array of successive field programs and airborne and ground-based surveys have been completed on the property over the past two and one half years, starting in December, 2014. An IP ground-based geophysical survey started in December and halted upon the arrival of winter conditions was re-started on May 8, 2017, and is ongoing as of the date of this report. Also ongoing as of the date of this report is detailed geological mapping of four key target areas at Bonita. The Company received final approvals from the federal Bureau of Land Management for its drill permit at Bonita, and the Company continues to plan towards a first pass drill program at Bonita during the summer of 2017..

The company acquired in October, 2016, a gold property named Danbo, and located in Nye County, Nevada, to add to its exploration portfolio. A small field program of mapping, soil geochemistry and a ground magnetic survey was completed in October, 2106, at a cost of approximately C\$ 10,000. The Company is currently evaluating several different airborne geophysical suveys for Danbo, as well as detailed outcrop chip sampling of quartz veins. Work is targeted for the summer of 2017, and pending a full and complete integration of all available exploration data at Danbo, a first-pass drill program will be designed, and the process of drill permitting will be commenced.

The Company owns a porphyry property named Yellow Peak, located in Mineral County in west-central Nevada, USA. For Fiscal 2016, the Company determined that the carrying value of its interest in the Yellow Peak property was impaired because no additional expenditures are planned for the property at this time. As previously reported, the Company wrote off cumulative costs incurred to date on the Yellow Peak property of \$1,824,523 as an impairment loss. The Company continues to hold the mineral claims in good standing. Reclamation of the Company’s 2014 drill pads at Yellow Peak began in February, 2016. Work was completed in October, 2016. In a letter dated January 19, 2017, the Company was notified by the BLM authority that the Yellow Peak file is closed, reclamation work is approved, and obligations and liabilities according to Permit NVN092802 are removed. The Company has received in full from the BLM the return of its reclamation bond, in the amount of US\$ 16,385.

The Company actively seeks new opportunities on an ongoing basis, whether by generative work and staking, acquisition of assets for sale, or joint venture.

Bonita Property, Nevada, USA

The Bonita property is located in Humboldt County in northwestern Nevada, approximately 75 km northwest of Winnemucca. It is on the southwestern flanks of the Jackson Range, and immediately east of the Black Rock desert. It is accessible from the town of Winnemucca by paved and gravel county roads.

The Company completed an independent, NI 43-101 compliant Technical report on the Bonita Property in October, 2015, and carried out the Phase 1 exploration program recommended in that report in 2016, from June through December. An array of geological and geochemical programs were done, including numerous airborne and ground-based geophysical surveys.

The Company completed an update of the independent Technical Report in February, 2017, as part of the aforementioned Transaction; The report is filed on SEDAR (www.sedar.com). It includes ALL exploration data collected by the Company from 2014 through 2016. The Interpretations, Conclusions and Recommended Work Program in the updated 2017 Technical Report are substantively unchanged from the 2015 report, anchored by the recommendation for a 3,000 m, first-pass drill program.

The Company also engaged a third party geophysical consulting Company, Condor Consulting Inc., based in Denver, Colorado, to complete an inversion model for both its ground gravity airborne magnetic data Bonita. The magnetic inversion model produced an independent verification of the vertical extent of the large hydrothermal demagnetization footprint of the Bonita porphyry system evident on RTP and 1VD plan maps from the magnetic survey flown in 2015. The gravity inversion models, completed on select east-west profile lines, provide an independent verification of a subsurface, low density, vertical pipe- or stock-like body as the source for the eight high contrast, sharp bounded, circular to elliptical, low density gravity anomalies apparent on the 270 residual gravity plan maps produced in the fall of 2016 upon completion of the field survey.

Test lines for an induced polarization ground-based geophysical survey (IP) were initiated in December, 2016. Work was terminated due to winter weather conditions, but was recommenced on May 8, 2017. Targeted for completion by the last week of May, 2017, the survey will include 7 individual lines for a total of 16 line-kilometres, at a cost of approximately C\$ 140,000. The work is being done by Zonge International, a long-standing industry leader in IP surveys, with offices in both Tucson, AZ, and Reno, NV. Final data and reports, including survey descriptions and model inversions and interpretations of sections, are expected from Zonge by the middle or end of June, 2017. IP surveys are a common exploration tool used to test for sub-surface, sulfide-bearing porphyry stocks; data from this program will help evaluate and prioritize the eight integrated exploration targets developed at Bonita over the past 2 ½ years of exploration on the property. Further, the IP data will help refine drilling strategies for individual targets.

- Surface exploration was initiated by the Company in April, 2017, just prior to the commencement of the IP geophysical survey. Work is ongoing as of the date of this report, and is expected to run through the middle of June. Work includes: Detailed geological mapping of four key target areas;
- Whole rock geochemistry on 14 rock samples, and geochronology on two samples, to help understand the age and magmatic evolution of the polyphaser batholith and porphyry hydrothermal system at Bonita;
- Extension and infill of 2015 and 2016 soil sampling, to refine drill target areas: 5 lines completed for a total of 206 samples.

The Company increased the size of the Bonita property by 32% in May, 2017, by staking 103 claims which extend the existing property of 326 claims farther to the south and east. The claims were filed and approved at the state BLM and local County offices on May 15, 2017. The Bonita property now totals 429 claims covering 3,586 ha, an area of approximately 5 x 6 kilometres.

The new claims cover ground the Company views as prospective based on reconnaissance geological, geochemical and geophysical data, most importantly a circular, high contrast, sharp bounded low density gravity anomaly that is similar to the already established drill targets on the original Bonita Property. One IP test line is planned for over this target during the current IP geophysical survey. There is no historic exploration or working in the area because it is largely covered, low-relief terrain with little outcrop; VR will pursue the opportunity to apply geological and exploration knowledge obtained from the well-exposed Bonita Property in order to be the first Company to evaluate sub-surface targets in the new claim area.

Planning is currently underway for a first pass drilling at Bonita in the summer 2017, in accordance with the recommendations in the independent NI 43-101 report. Specific drill hole locations will be determined and prioritized upon conclusion of the IP ground geophysical survey that is currently ongoing. The Company received notice from the BLM in a letter dated April 28, 2017, that its drill permit application was approved, with a reclamation bond decision in the amount of US\$ 17,006. That bond was paid by the Company, and approved by the BLM in a letter dated May 23, 2017.

Bonita will continue to be the focus of the Company’s exploration efforts going forward. Bonita is a district of historic Cu-Au showings which occur within a single, large magmatic-hydrothermal system as defined by airborne magnetic and hyperspectral surveys, and alteration mapping on the ground. Integrated exploration targets to date represent the potential to discover a cluster of buried, porphyry copper stocks which give rise to the various historic workings of copper-gold veins, and copper-gold bearing iron oxide hydrothermal breccias (IOCG).

The Company will leverage the use of modern exploration technologies, and application of modern mineral deposit models to pursue discovery, tools that were collectively not available when the historic workings were active circa 1920’s. Owning the entire district of showings is also a strategic advantage, allowing the Company to “step back” to evaluate the entire mineral system as a whole, compared to the fragmented nature of historic work on individual workings.

The property can be explored cost-effectively using local road access both to and within the property. Work is easily facilitated from the town of Winnemucca located some 75 kilometres to the southeast.

Danbo Property, Nevada, USA

The Danbo property is located north of Tonopah, within the southeastern part of the Walker Lane mineral belt in central Nevada. No work was done in the interim period for this report, at the time of writing of this report. As previously reported, the Company continues to work with the exploration data collected in October 2016.

The property is an important part of the Company’s overall exploration strategy going forward; it has the potential for a grass roots epithermal gold discovery. Various airborne geophysical surveys are currently being evaluated for the Danbo Property, in conjunction with a detailed surface sampling program of quartz veins; the goal is to identify the heart of the epithermal system, prioritize targets, and initiate the permitting process for a first pass diamond drill program.

Qualified Person

Dr. Michael H. Gunning, Ph.D., P.Geo, President, is a Qualified Person as defined by National Instrument 43-101, and has reviewed and approved the technical disclosure contained in this MD&A.

SELECTED ANNUAL INFORMATION

The following selected financial data have been prepared in accordance with IFRS unless otherwise noted and should be read in conjunction with the Company’s consolidated financial statements. The following table sets forth selected financial data for the Company for and as of the end of the last three completed financial years.

Financial Year Ended	March 31, 2017	March 31, 2016	March 31, 2015
Net loss	\$ (2,115,436)	\$ (1,887,459)	\$ (120,356)
Net comprehensive gain (loss)	\$ (2,102,297)	\$ (1,881,272)	\$ 119,714
Earnings (loss) per share – basic and diluted	\$ (0.13)	\$ (0.15)	\$ (0.01)
Exploration and evaluation assets	\$1,329,000	\$690,835	\$2,308,807
Total assets	\$ 5,554,983	\$ 730,847	\$ 2,513,479
Working capital (deficiency)	\$ 3,778,553	(\$ 1,928)	\$ 170,785

During fiscal 2017, the Company completed a reverse acquisition and became a publically listed company. The Company completed financings during the year for net proceeds of \$5,045,540 and incurred expenditures of \$336,405, including land payments. The Company also acquired the Danbo property by issuing 1,500,000 common shares of the Company with a fair value of \$315,000. Details of operating expenses are reviewed under Overview – 2017.

During fiscal 2016, the Company continued its early stage exploration work on its Bonita Property by incurring expenditures of \$168,746, including land payments. The Company issued 400,000 common shares in August 2015, at

a price of \$0.20 for gross proceeds of \$80,000, in support of its exploration efforts. Details of operating expenses are reviewed under Overview – 2016.

During fiscal 2015, the Company continued its exploration work on the Yellow Peak property by incurring expenditures of \$663,028. As part of the process, the Company issued 639,139 common shares at a price of \$0.45 for gross proceeds of \$287,612. The Company also acquired the Bonita property by issuing 450,000 common shares and paying staking fees of \$138,116.

Overview - 2017

Results of Operations for the years ended March 31, 2017

During the year ended March 31, 2017, the Company incurred a net loss of \$2,115,436 (2016 – \$1,887,459).

The following discussion explains the variations in key components of these numbers but, as with most junior mineral exploration companies, the results of operations are not the main factor in establishing the financial health of the Company. Of far greater significance are the mineral properties in which the Company has, or may earn, an interest, its working capital and how many shares it has outstanding. Quarterly results can vary significantly depending on whether the Company has abandoned any properties or granted any stock options.

The Company's general and administrative costs were \$930,762 (2016 - \$1,888,459), and reviews of the major items are as follows:

- Consulting fees of \$95,324 (2016 - \$Nil) consisting of CFO fee of \$6,000 (2016- \$ Nil), Corporate Secretary of \$2,853 (2016 - \$Nil) and strategic business plan and business development of \$86,471 (2016 - \$Nil);
- Professional fees of \$72,068 (2016 - \$43,478), consisting of legal of \$43,318 (2016 - \$20,478) and audit accounting of \$28,750 (2016 - \$23,000). The increase was mainly attributed to the reverse transaction;
- Salaries of \$104,625 (2016 - \$Nil) increased as the Company hired a full-time geologist and salary to the CEO as a result of the activity of the Company increasing substantially;
- Property impairment of \$26,379 (2016 - \$1,815,889). The Company determined that the carrying value of its interest in the Yellow Peak property was impaired because no additional expenditures are planned for the property now. As a result, the Company wrote off cumulative costs incurred to date on the Yellow Peak property of \$26,379 (2016 - \$1,815,889) as an impairment loss;
- Share-based compensation of \$540,959 (2016 - \$11,085) for options issued during the period; and
- Regulatory and transfer agent of \$12,823 (2016 - \$Nil) increased as the Company is a public company because of the reverse acquisition.

Expenses related to the reverse acquisition of \$1,184,674 (2014- \$Nil). The acquisition of the Company by Renntiger was accounted for as a share-based payment. The fair value of the shares issued was determined to be \$630,000 based on the estimated fair value of the shares. The Company also incurred an additional \$800,755 of transaction costs that were attributable to the reverse acquisition. The excess of the purchase price and related costs over the fair value for the net assets acquired was recognized in the statement of comprehensive loss. The determination and allocation of the purchase price is summarized below:

Net assets of Roll-Up acquired:

Cash	\$ 122,891
Deferred costs	182,003
Trade payable and accrued liabilities	(58,813)
Net assets acquired	<u>246,081</u>

Consideration provided in acquisition of Roll-Up:

Fair value of 2,100,000 common shares at \$0.30 per share	\$ 630,000
Transaction costs – cash	719,822
Transaction costs – non-cash	80,933
Total consideration paid	<u>1,430,755</u>
Listing expense	<u>\$ 1,184,674</u>

Overview - 2016**Results of Operations for the years ended March 31, 2016**

This review of the Results of Operations should be read in conjunction with the consolidated financial statements of the Company for the year ended March 31, 2016.

For the year ended March 31, 2016, the Company recorded a comprehensive loss of \$1,881,272 compared to a gain of \$119,714 for the year ended March 31, 2015. The Company's loss was driven by operating expenses totalling \$1,888,459 (2015 – \$120,356). During the year, the Company capitalized \$168,746 (2015 –\$1,398,050) on their exploration and evaluation asset, which includes translation adjustments of \$6,187 and \$240,070 respectively and had an impairment loss of \$1,815,889 on the Yellow Peak property.

Expenses

As noted above, operating expenses totaled \$1,888,459 for the year ended March 31, 2016 compared to \$120,356 for the year ended March 31, 2015. Details of the most significant items are as follows:

Consulting fees of \$Nil (2015 - \$50,000) decreased as the President and CEO of the Company halted receiving a salary, as of October 1, 2014.

Office expenses of \$8,518 (2015 - \$25,104) decreased due to lesser travel (2015 - \$6,729), lower bank charges of \$287 (2015 - \$3,858) and no salary costs (2015 - \$1,853).

Professional fees of \$43,478 (2015 - \$26,629) increased as a result of the Company doing an audit for 2015 and 2016 compared to an audit review in previous years. Legal fees also increased because of various legal discussions, analyses and due diligence related to potential corporate transactions (e.g. merger; RTO).

Rent of \$10,092 (2015 - \$12,790) decreased marginally.

The Company determined that the carrying value of its interest in the Yellow Peak property was impaired because no additional expenditures are planned for the property now. As a result, the Company wrote off cumulative costs incurred to date on the Yellow Peak property of \$1,815,889 (2015 - \$Nil) as an impairment loss.

Other income \$1,000 (2015 - \$Nil) Due to their nature, these transactions relate to events that do not necessarily generate comparable effects on the Company's operating results. Significant areas of change include:

SUMMARY OF QUARTERLY RESULTS

The following selected financial data have been prepared in accordance with IFRS and should be read in conjunction with the Company's consolidated financial statements. The following is a summary of selected financial data for the Company for its eight completed financial quarters ended March 31, 2017.

Quarter Ended Amounts in 000's	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016	Jun. 30, 2016	Mar. 31, 2016	Dec. 31, 2015	Sept. 30, 2015	Jun. 30, 2015
Net income (loss)	(1,869)	(112)	(110)	(24)	(1,838)	(5)	(21)	(23)
Earnings (loss) per share – basic and diluted	(0.11)	(0.01)	(0.01)	(0.00)	(0.15)	(0.00)	(0.00)	(0.00)
Total assets	5,555	1,959	1,581	1,021	731	2,543	2,559	2,489
Working capital	3,779	455	674	246	(2)	5	67	126

During the quarter ended March 31, 2017 the Company completed a reverse acquisition and recorded a listing expense of \$1,184,674.

During the quarter ended March 31, 2016 the Company determined that the carrying value of its interest in the Yellow Peak property was impaired because no additional expenditures are planned for the property at this time. As a result, the Company wrote off cumulative costs incurred to date on the Yellow Peak property of \$1,815,889 (2015 - \$Nil) as an impairment loss.

The Companies general and administrative costs have been increasing over the last three quarters, particularly the quarter ended March 3, 2017, as a result of the reverse acquisition. The following financial results of operation describe in detail those expenses that have increased.

Three Months ended March 31, 2017 compared to three months ended March 31, 2016

The Company's general and administrative costs were \$1,869,607 (2016 - \$1,839,325), and reviews of the major items are as follows:

- Consulting fees of \$50,324 (2016 - \$Nil) consisting of CFO fee of \$6,000 (2016 - \$ Nil), Corporate Secretary of \$2,853 (2016 - \$Nil) and strategic business plan of \$41,471(2016 - \$Nil);
- Professional fees of \$17,374 (2016 - \$17,884), were as a result of the Company's general corporate matters, private placement activities, audit accrual and accounting;
- Salaries of \$54,625 (2016 - \$Nil) increased as the Company hired a full-time geologist and salary to the CEO as a result of the activity of the Company increasing substantially;
- Property impairment of \$3,188 (2016 - \$1,815,889). The Company determined that the carrying value of its interest in the Yellow Peak property was impaired because no additional expenditures are planned for the property at this time. As a result, the Company wrote off cumulative costs incurred to date on the Yellow Peak property of \$3,188 (2016 - \$1,815,889) as an impairment loss; and
- Share-based compensation of \$489,960 (2016 - \$Nil) for options issued during the period.

Other items showed a loss of \$1,184,674 (2016 - \$1,000). Due to their nature, these transactions relate to events that do not necessarily generate comparable effects on the Company's operating results. Significant areas of change include:

Expenses related to the reverse acquisition of \$1,184,674 (2016 - \$Nil). The acquisition of the Company by Renntiger was accounted for as a share-based payment. The fair value of the shares issued was determined to be \$630,000 based on the estimated fair value of the shares. The Company also incurred an additional \$800,755 of transaction costs that were attributable to the reverse acquisition. The excess of the purchase price and related costs over the fair value for the net assets acquired was recognized in the statement of comprehensive loss. The determination and allocation of the purchase price is summarized below:

Net assets of Roll-Up acquired:

Cash	\$ 122,891
Deferred costs	182,003
Trade payable and accrued liabilities	(58,813)
Net assets acquired	<u>246,081</u>

Consideration provided in acquisition of Roll-Up:

Fair value of 2,100,000 common shares at \$0.30 per share	\$ 630,000
Transaction costs – cash	719,822
Transaction costs – non-cash	80,933
Total consideration paid	<u>1,430,755</u>
Listing expense	<u>\$ 1,184,674</u>

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2017, the Company had working capital of \$3,778,553 (March 31, 2016 - \$(1,928)).

As a result of economic conditions, globally, there is uncertainty in capital markets and the Company anticipates that it and others in the mineral resource sector will have limited access to capital. Although the business and assets of the Company have not changed, investors have increased their risk premium and their overall equity investment has diminished. The Company continually monitors its financing alternatives and expects to finance its fiscal 2017 operating overhead and acquisition and exploration expenditures through private placements.

The quantity of funds to be raised and the terms of any equity financing that may be undertaken will be negotiated by management as opportunities to raise funds arise. There can be no assurance that such funds will be available on favorable terms, or at all.

During the year ended March 31, 2017 the Company completed a private placement of 4,500,001 common shares at \$0.21 per common share for gross proceeds of \$945,000, less a \$15,750 cash finders' fee, for net proceeds of \$929,250. In connection with the private placement, the Company also issued 146,500 common shares with a fair value of \$0.21 per share, totalling \$30,765, for finders' fees. This amount was recorded as an offset to share capital, as a share issue cost.

During the year ended March 31, 2017 the Company completed a Brokered Financing of 13,333,333 units issued at \$0.30 per unit, for gross proceeds of \$4,000,000 and a Non-Brokered Financing of 1,382,364 units issued at \$0.30 per unit, for gross proceeds of \$414,709. Each unit consists of one common share and one-half of one common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each warrant will entitle the holder thereof to purchase one common share of the Company at an exercise price of \$0.60 to March 21, 2019. Cash finder's fees in the amount of \$280,000 were paid, and 933,333 compensation options were issued, valued at \$146,437. Additionally, professional fees of \$127,783 were incurred in connection with this financing, and was recorded as an offset to share capital, as share issue costs.

The Company has no long-term debt obligations.

SHARE CAPITAL

(a) As of the date of the MDA the Company has 35,405,225 issued and outstanding common shares. The authorized share capital is unlimited no par value common shares.

(b) As at the date of the MDA the Company has 2,150,000 incentive stock options outstanding.

(c) As at the date of the MDA the Company has 8,374,516 share purchase warrants.

RELATED PARTY TRANSACTIONS

Key management personnel compensation for the period ended March 31, were:

	2017	2016
Short-term benefits paid or accrued:		
Professional fees paid to Blaine Bailey (CFO)	\$ 11,000	\$ 2,500
Salary paid to Michael Gunning (CEO)	75,000	-
	<u>86,000</u>	<u>2,500</u>
Share-based payments:		
Consulting fees	\$ 403,208	\$ 11,085
Total remuneration	\$ 489,208	\$ 13,585

These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Directors of the Company are not currently compensated for their services.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

INVESTOR RELATIONS

On February 16th, 2017, the Company entered an investor relations contract with Renmark Financial Communications Inc. (“Renmark”) to provide investor relations services to the Company. The agreement is for an initial term of six months, and may continue thereafter on a month to month basis. Under the agreement, Renmark will be paid the sum of \$5,000 per month.

PROPOSED TRANSACTIONS

Currently the Company is not a party to any material proceedings. The Company continually evaluates new opportunities, including new properties by staking, acquisition or joint venture, and corporate consolidation or merger opportunities.

NEW STANDARDS AND UPCOMING ACCOUNTING PRONOUNCEMENTS

Please refer to note 2 of the March 31, 2017 consolidated financial statements on www.sedar.com for a comprehensive list of the accounting policies not yet adopted during the current year.

RISKS AND UNCERTAINTIES

The Company’s business is mineral exploration. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, mineral prices, political, and economical.

The Company will take steps to verify the title to any properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties. These procedures do not guarantee the Company’s title. Property titles may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

The Company has no significant sources of operating cash flow and no revenue from operations. Additional capital will be required to fund the Company’s exploration program. The sources of funds available to the Company are the sale of equity capital or the offering of an interest in its project to another party. There is no assurance that it will be able to obtain adequate financing in the future or that such financing will be advantageous to the Company.

The property interests to be owned by the Company or in which it may acquire an option to earn an interest are in the exploration stages only, are without known bodies of commercial minerals and have no ongoing operations. Mineral exploration involves a high degree of risk and few properties, which are explored, are ultimately developed into production. If the Company’s efforts do not result in any discovery of commercial minerals, the Company will be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous materials and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties in which it previously had no interest. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liabilities to the Company.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial risk factors

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 at Level 1 of the fair value hierarchy. The carrying value of receivables, and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

Financial risk factors

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

Credit risk

Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and receivables. Management believes that the credit risk concentration with respect to receivables is remote as they are due from the Government of Canada. The Company's cash is deposited in accounts held at a large financial institution in Canada. As such, the Company believes the credit risk with cash is remote. Receivables comprise input tax receivables due from the Government of Canada. The Company considers the credit risk of receivables to be low.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As of March 31, 2017, the Company had a cash balance of \$4,157,167 (2016 - \$15,412) to settle current liabilities of \$444,027 (2016 - \$20,661). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

The Company intends to raise additional equity financing in the coming fiscal year to meet its obligations.

Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade demand investments issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The Company is not subject to significant exposure to interest rate risk.

Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to assets and liabilities that are denominated in USD. As at March 31, 2017 the amounts exposed to foreign currency risk include cash of US\$1,000,000 as of March 31, 2017 (March 31, 2016 - US\$9,689).

Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's profit or loss, the ability to obtain financing, or the ability to obtain a public listing due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on profit or loss and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in value may be significant.

CAPITAL MANAGEMENT

The Company defines capital that it manages as shareholders' equity, consisting of issued common shares, stock options and warrants included in reserve, and subscriptions receivable.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of exploration and evaluation assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The property in which the Company currently has an interest is in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital restrictions. There were no changes to the Company's approach to capital management during the year.

FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and U.S. securities legislation. These statements relate to future events or the future activities or performance of the Company. All statements, other than statements of historical fact, are forward-looking statements. Information concerning mineral resource/reserve estimates and the economic analysis thereof contained in preliminary economic analyses or prefeasibility studies also may be deemed to be forward-looking statements in that they reflect a prediction of the mineralization that would be encountered, and the results of mining that mineralization, if a mineral deposit were developed and mined. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate, plans and similar expressions, or which by their nature refer to future events. These forward-looking statements include, but are not limited to, statements concerning:

- the Company's strategies and objectives, both generally and in respect of its specific mineral properties or exploration and evaluation assets;
- the timing of decisions regarding the timing and costs of exploration programs with respect to, and the issuance of the necessary permits and authorizations required for, the Company's exploration programs;
- the Company's estimates of the quality and quantity of the resources and reserves at its mineral properties;
- the timing and cost of planned exploration programs of the Company and the timing of the receipt of result thereof;
- general business and economic conditions;
- the Company's ability to meet its financial obligations as they come due, and to be able to raise the necessary funds to continue operations; and

- the Company's expectation that it will be able to add additional mineral projects of merit to its existing property portfolio.

Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Inherent in forward looking statements are risks and uncertainties beyond the Company's ability to predict or control, including, but not limited to, risks related to the Company's inability to raise the necessary capital to be able to continue in business and to implement its business strategies, to identify one or more economic deposits on its properties, variations in the nature, quality and quantity of any mineral deposits that may be located, variations in the market price of any mineral products the Company may produce or plan to produce, the Company's inability to obtain any necessary permits, consents or authorizations required for its activities, to produce minerals from its properties successfully or profitably, to continue its projected growth, and other risks identified herein under "Risk Factors".

The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results are likely to differ, and may differ materially, from those expressed or implied by forward looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove incorrect, including, but not limited to, assumptions about:

- the level and volatility of the price of commodities;
- general business and economic conditions;
- the timing of the receipt of regulatory and governmental approvals, permits and authorizations necessary to implement and carry on the Company's planned exploration;
- conditions in the financial markets generally;
- the Company's ability to attract and retain key staff;
- the nature and location of the Company's mineral exploration projects, and the timing of the ability to commence and complete the planned exploration programs; and
- the ongoing relations of the Company with its regulators.

These forward-looking statements are made as of the date hereof and the Company does not intend and does not assume any obligation, to update these forward-looking statements, except as required by applicable law. For the reasons set forth above, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.

Historical results of operations and trends that may be inferred from the following discussion and analysis may not necessarily indicate future results from operations. In particular, the current state of the global securities markets may cause significant reductions in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Disclosure controls and procedures are controls and other procedures that are designed to provide reasonable assurance that all relevant information required to be disclosed in the Company's reports filed or submitted as part of the Company's continuous disclosure requirements is gathered and reported to senior management, including the Company's Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure and such information can be recorded, processed, summarized and reported within the time periods specified by applicable regulatory authorities.

Management of the Company, with the participation of the Chief Executive Officer and the Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures as at March 31, 2017 as required by Canadian securities laws. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that, as of March 31, 2017, the disclosure controls and procedures were effective. However, Management and the Board of Directors recognize that no matter how well designed the Company's control systems

are, such controls can only provide reasonable assurance, not absolute assurance, of detecting, preventing and deterring errors.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There have not been any changes in the Company's internal control over financial reporting or any other factors during the period ended March 31, 2017, that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

DISCLOSURE OF MANAGEMENT COMPENSATION

In accordance with the requirements of Section 19.5 of TSXV Policy 3.1, the Company provides the following disclosure with respect to the compensation of its directors and officers during the period:

1. During the year ended March 31, 2017, the Company did not enter into any standard compensation arrangements made directly or indirectly with any directors or officers of the Company, for their services as directors or officers, or in any other capacity, with the Company or any of its subsidiaries except as disclosed under "Related Parties Transactions".
2. During the year ended March 31, 2017, officers of the Company were paid for their services as officers by the Company as noted above under "Related Parties Transactions".
3. During the year months ended March 31, 2017, the Company did not enter into any arrangement relating to severance payments to be paid to directors and officers of the Company and its subsidiaries.

APPROVAL

The Board of Directors of the Company has approved the disclosures in this MDA.