The following management's discussion and analysis (the "MD&A") of financial results of Jasper Mining Corporation ("Jasper" or the "Corporation") as at and for the years ended December 31, 2016 and 2015 should be read in conjunction with the audited financial statements as at December 31, 2016 and 2015 and related notes thereto. Certain statements included in this discussion constitute forward-looking statements that involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements expressed or implied by such forward-looking statements to differ significantly from the Corporation's expectations. Such factors include general economic and business conditions, which among other things, affect demand for the Corporation's services; industry capacity; the ability of the Corporation to implement its business strategy; and changes in, or the failure to comply with government regulations, especially health, safety and environmental law, regulations and guidelines. The financial data presented has been prepared in accordance with International Financial Reporting Standards ("IFRS"). The reporting currency in the financial statements and in this MD&A is in Canadian dollars, unless otherwise stated.

The date of this Management's Discussion and Analysis ("MD&A") is April 28th, 2017.

Special Note Regarding Non-IFRS Measures – This MD&A includes references to financial measures commonly used in the mining industry. The Corporation uses these measures to evaluate its performance and feels that their inclusion enables the Corporation and current and potential investors to compare the financial measures against other companies in the mining industry. The term "funds from (used in) operations", defined as the net loss for the period adjusted for non-cash items in the statement of loss, before the change in non-cash working capital, should not be considered an alternative to, or more meaningful than, cash flow from operating activities or net loss as determined in accordance with IFRS as an indicator of performance. The Corporation's determination of funds from (used in) operations may not be comparable to that reported by other companies. The reconciliation between net loss and funds from (used in) operations can be found in the Statements of Cash Flows included in the financial statements noted above.

OVERVIEW

Jasper Mining Corporation was incorporated on November 28, 1994 in the Province of Alberta. The Corporation is in the exploration stage and is engaged in the exploration for and development of base and precious metals in Canada.

The Corporation historically capitalized expenditures on the exploration and evaluation of its' mineral properties. During the period ended March 31, 2016, the Corporation adopted a voluntary change in accounting policy, as permitted and accepted under IFRS, with respect to these expenditures. The Corporation's new policy is now to expense these costs until such time as the technical feasibility and commercial viability has been established that supports the future development of the property. The ability of the Corporation to continue as a going concern and the recoverability of expenditures for mineral properties is dependent upon the existence of economically recoverable mineral reserves, the ability of the Corporation to obtain necessary financing to complete their development and upon future profitable operations. The financial statements have been prepared on a going concern basis, which assumes the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business in the foreseeable future. The financial statements do not include any adjustments that would be necessary should the Corporation be unable to raise sufficient capital and consequently be unable to continue as a going concern.

CHANGE IN ACCOUNTING POLICY

Under IFRS 6 – "Exploration and Evaluation of Mineral Resources" ("IFRS 6"), the Corporation had historically capitalized its expenditures on exploration and evaluation ("E&E") activities.

During the year ended December 31, 2016, the Corporation adopted a voluntary change in accounting policy, as permitted and accepted under IFRS, with respect to the E&E expenditures. The Corporation's new policy on accounting for E&E expenditures is to expense these costs until such time as the technical feasibility and commercial viability has been established that supports the future development of the property, and such development receives appropriate board approvals.

The Corporation re-evaluated the policy for accounting for such expenditures as a result of the current economic climate and lack of capital funding. The Corporation has determined that such a voluntary change in accounting policy results in financial statements providing more reliable and more relevant information. The change in accounting policy is consistent with the accounting conceptual framework for the recognition of assets, and is an accepted accounting practice in the mining industry. This change in accounting policy has been applied to all of the Corporation's exploration activities for all properties.

Under the previous accounting policy the Corporation was required to perform an impairment assessment on the carrying value of the exploration and evaluation assets. As of December 31, 2015, impairment indicators were noted and resulted in a full impairment charge.

In accordance with IAS 8 – "Accounting Policies, Changes in Accounting Estimates and Errors" the change in accounting policy has been made retrospectively and comparatives have been restated accordingly to all periods presented, as if the policy had always been applied.

OPERATING UPDATE

The management of Jasper is following its plan to reduce costs as well as reduce the number of properties the Corporation intends to maintain.

Jasper anticipates difficulty in raising operating and drilling money in the mining business for the foreseeable future. The current plan includes the following:

1) Jasper anticipates continuing to explore the lead zinc silver and gold potential of its Ruth Vermont/Vowell Creek properties.
2) Jasper's Isintok property (copper, molybdenum, gold, silver, tungsten) is being marketed with the intention of finding a joint venture partner to carry on the exploration. The Isintok property has shown the potential for large tonnage.
3) In June 2016, the Corporation entered into a letter of intent with two arm's length private Alberta companies to acquire all the issued and outstanding common share of the companies in an all-stock transaction that was anticipated to be completed by way of a Plan of Arrangement ("Transaction"). The letter of intent contemplated material conditions precedent to be fulfilled prior to there being a binding agreement between all parties. Subsequently, the letter of intent expired as certain conditions in the letter of intent could not be completed.

4) In April 2017, the Corporation completed a private placement to a non-arm's length investor by the issuance of 616,667 units at $0.05 per unit for gross proceeds of $37,000. Each unit consists of one common share and one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share at an exercise price of $0.10 per share for up to two years from the closing date.

PORTFOLIO OF EXPLORATION PROPERTIES AND ACTIVITY REPORT

Copper Molybdenum Porphyry - (Cu Mo Ag Au W)

Isintok - As reported in previous MD&A's, Jasper has been provided a Letter Report by AMC Mining Consultants (Canada) Ltd. ("AMC") on the Isintok Property. See Jasper's website (www.jaspermining.com) for the full report. Despite the claims being in good standing until 2021-2025, the Corporation does not currently have capital funding available and given the current economic outlook, the decision was made during the year ended December 31, 2015 to expense all of the previous acquisition costs on this property. No further expenditures have been incurred during the year ended December 31, 2016.

Lead Zinc Gold Silver - (Pb Zn Ag Au)

Vowell Creek - The Vowell Creek property is comprised of 12,750.20 hectares ("ha") (31,481 acres) located approximately 35 kilometers south of Golden, British Columbia. Despite the 5 significant claims being in good standing, the Corporation does not currently have capital funding available and given the current economic outlook, the decision was made during the year ended December 31, 2015 to expense all of the previous claim renewals on this property. During the year ended December 31, 2016, $5,055 of expenditures were incurred on the property.

McFarlane – The property is located immediately east of Kootenay Lake in British Columbia and is beside the Lydy property. Extensive soil sampling was completed and a geophysical airborne survey was flown over the property. The Corporation carried out a diamond drill program of 93 core holes following up several thousand assays on these drill cores. An IP survey was then conducted over these high grade veins. Despite the claims being in good standing until 2022 the Corporation does not currently have capital funding available and given the current economic outlook, the decision was made during the year ended December 31, 2015 to expense all of the previous acquisition costs on this property. No further expenditures have been incurred during the year ended December 31, 2016.

Lead Zinc Silver (Pb Zn Ag)

Irony - The Irony property was sold for $100,000 but the Corporation still retains the net smelter interest.

All Other Properties - All other aspects of Jasper's mineral exploration are on hold at this time

RESULTS OF OPERATIONS

Three months ended December 31

During the three months ended December 31, 2016, the Corporation incurred a net loss of $65,061 compared to a net loss of $232,408 during the comparative 2015 period. The majority of the change can be attributed to the following components:

- A $3,000 decrease in share-based compensation, due to options issued in the third quarter of 2015.
- A $28,000 increase in general and administrative expenses due to a $1,000 increase in bank fees, $3,000 increase in regulatory and filing fees, $23,000 increase in legal fees due to the expired letter of intent and a $1,000 increase in office expenses.
- A $192,000 decrease on exploration and evaluation expenditures.

Year ended December 31

During the year ended December 31, 2016, the Corporation incurred a net loss of $160,233 compared to a net loss of $310,474 during the comparative 2015 period. The majority of the change can be attributed to the following components:

- A $6,000 decrease in share-based compensation, due to options issued in the third quarter of 2015 and no new options being granted during 2016.
- A $43,000 increase in general and administrative expenses due to a $10,000 increase in professional fees, $1,000 increase of property taxes, $1,000 increase in bank fees, $1,000 decrease in meals and entertainment, $23,000 increase in legal fees due to the expired letter of intent and a $9,000 increase in regulatory and filing fees.
- A $187,000 decrease on exploration and evaluation expenditures.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2016, the Corporation had a working capital deficit of $460,993 compared to a working capital deficit of $393,465 at December 31, 2015. The increase in working capital deficit is a result of an equity financing for gross proceeds of $90,000 reduced by $7,560 of share issue costs and the balance of the funds being utilized for operating activities.

Junior mining companies like Jasper face significant difficulties in raising money to fund their ongoing operations during this continued period of economic downturn. The Corporation continues to pursue alternate arrangements either from equity or debt financings, joint ventures or asset rationalizations to provide the funding required to continue its exploration activities and fund its overhead expenditures.

FINANCING ACTIVITIES

During the year ended December 31, 2016, the Corporation authorized and issued the following equity instruments:

	Number	Amount ($)
Common share units	1,800,000	90,000
Share issue costs	–	(7,560)
	1,800,000	82,440

a) In February 2016, the Corporation completed a private placement to a non-arm's length investor for a total of 400,000 units at $0.05 per unit for gross proceeds of $20,000. Each unit consisted of one common share and one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share at an exercise price of $0.10 per share for up to two years from the closing date. At the time of the private placement, the fair value of the warrants was estimated to be $4,369 with the $15,631 balance of proceeds ascribed to common shares.

b) In April 2016, the Corporation completed a private placement to a non-arm's length investor for a total of 400,000 units at $0.05 per unit for gross proceeds of $20,000. Each unit consisted of one common share and one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share at an exercise price of $0.10 per share for up to two years from the closing date. At the time of the private placement, the fair value of the warrants was estimated to be $10,709 with the $9,291 balance of proceeds ascribed to common shares.

c) In October 2016, the Corporation completed a private placement to a non-arm's length investor for a total of 400,000 units at $0.05 per unit for gross proceeds of $20,000. Each unit consisted of one common share and one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share at an exercise price of $0.10 per share for up to two years from the closing date. At the time of the private placement, the fair value of the warrants was estimated to be $16,455 with the $3,545 balance of proceeds ascribed to common shares.

d) In November 2016, the Corporation completed a private placement to a non-arm's length investor for a total of 600,000 units at $0.05 per unit for gross proceeds of $30,000. Each unit consisted of one common share and one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share at an exercise price of $0.10 per share for up to two years from the closing date. At the time of the private placement, the fair value of the warrants was estimated to be $15,111 with the $14,889 balance of proceeds ascribed to common shares.

EXPLORATION AND EVALUATION EXPENSES

During the year ended December 31, 2016, the Corporation incurred $5,055 in expenditures on exploration and evaluation assets for the Vowel Creek property.

As at December 31, 2015, the Corporation completed an impairment review on its E&E assets and determined there was an impairment of $192,050. Under IAS 36, the recoverable amount is defined as the higher of an asset's "fair value less cost to sell" and its "value-in-use." As the

Corporations' mining properties are considered early stage exploration minerals properties without defined resources, the Corporation does not have the relevant data to determine the property's recovery value under either accounting method. Taking into account present market conditions, management's decisions to suspend further explorations activities and to look for outside parties for potential sale and/or joint venture, the Corporation's best estimate for recoverable value is $nil.

INCOME TAX

A deferred income tax reduction of $nil (2015 - $nil) was recorded for the year ended December 31, 2016.

As at December 31, 2016, the Corporation has approximately $3.5 million (2015 - $3.4 million) in non-capital losses and a tax basis of approximately $3.0 million (2015 - $3.0 million) available for deduction against future taxable income. The non-capital losses expire between 2026 and 2036. The deferred income tax assets have not been recognized as their recovery is uncertain.

RELATED PARTY BALANCES AND TRANSACTIONS

The Corporation had the following related party transactions in the normal course of operations and measured at the exchange amount:

a) Amounts due to related parties consist of amounts due to shareholders, officers and directors of the Corporation and companies controlled or significantly influenced by shareholders and officers of the Corporation. The amounts are non-interest bearing, unsecured and have no fixed terms of repayment.

b) During the year ended December 31, 2016, $21,000 (December 31, 2015 - $21,000) was charged for rent by a company owned by the President of the Corporation. Included in trade and other payables at December 31, 2016 is $81,875 (December 31, 2015 - $59,825) due to this company.

c) At December 31, 2016, there is $41,490 (December 31, 2015 - $21,279) in due to related parties for expense advances and $23,000 due to related parties controlled by the President of the Corporation.

d) During the year ended December 31, 2016, $21,000 (December 31, 2015 - $21,000) was charged by a company owned by the President of the Corporation for administrative services. Included in trade and other payables at December 31, 2016 is $91,500 (December 31, 2015 - $70,500) due to this company.

DECOMMISSIONING OBLIGATIONS

At December 31, 2016, the Corporation did not estimate costs relating to future site restoration and abandonment to be in excess of recorded property deposits. The Corporation has made no provision for decommissioning obligations or potential environmental liabilities on the basis that any such liability would not have a material effect on the December 31, 2016 or December 31, 2015 financial statements. Factors such as further exploration, inflation and changes in technology may materially change the cost estimate. Mineral property deposits totaling $50,503 (December 31, 2015 - $50,261) have been paid to the Government of British Columbia and are refundable upon reclamation of areas impacted by mining exploration activities.

SHARE CAPITAL

Common shares

The Corporation commenced 2016 with 11,087,976 shares outstanding. During the year ended December 31, 2016, the Corporation issued 1,800,000 additional common shares for an ending balance of 12,887,976 common shares as at December 31, 2016. Subsequently 616,667 common shares were issued increasing the total shares outstanding to 13,504,643 as at the date of this MD&A.

Warrants

At the beginning of 2016, the Corporation had 1,150,000 warrants outstanding. During the year ended December 31, 2016, the Corporation issued 1,800,000 additional warrants and 650,000 expired resulting in 2,300,000 warrants outstanding as at that date. Subsequently 308,334 warrants were issued increasing the total to 2,608,334 as at the date of this MD&A.

Stock options

The Corporation had 1,023,750 stock options outstanding at the beginning of 2016. During the year ended December 31, 2016, 123,750 options expired unexercised resulting in 900,000 options outstanding as at December 31, 2016 and the date of this MD&A.

Work Credits

The Corporation's work on the Ruth/Vowell Creek, Lydy, Proximal, Isintok, Erie Creek and other properties has been credited towards the assessment requirement by the Province of British Columbia which puts the claims, leases and grants of the Corporation in good standing for a number of years.

THE YEAR AHEAD

The likelihood of raising money for mining ventures is small. The Corporation continues to explore available alternatives.

SELECTED QUARTERLY INFORMATION:

The information below has been restated, where appropriate as a result of the change in accounting policy as described in Note 4 to the December 31, 2016 financial statements.

	2016			
$	December 31	September 30	June 30	March 31
Mineral properties	–	–	–	–
Total assets	204,116	184,678	185,681	190,800
Working capital deficit	(460,993)	(441,354)	(420,745)	(400,065)
Shareholders' equity	(279,325)	(259,394)	(238,491)	(217,518)
Net loss	(65,061)	(23,935)	(42,285)	(28,952)
Net loss per share	(0.00)	(0.00)	(0.00)	(0.00)

$	2015 December 31	September 30	June 30	March 31
Mineral properties	–	187,086	187,086	187,086
Total assets	184,272	377,308	379,110	397,722
Working capital deficit	(393,465)	(356,115)	(352,357)	(335,911)
Shareholders' equity	(210,628)	14,191	18,330	35,158
Net loss	(232,408)	(39,792)	(16,828)	(26,003)
Net loss per share	(0.03)	(0.00)	(0.00)	(0.00)

BUSINESS AND OPERATIONAL RISKS

The Corporation is a mineral exploration company and is exposed to a number of risks and uncertainties that are common to companies in the same business. These risks and uncertainties include, among other things, the speculative nature of mineral exploration and development activities, the Corporation's need for additional funding to continue its exploration efforts, operating hazards and risks incidental to mineral exploration, the fact that the Corporation's properties are in the exploration stage only and do not contain a known body of commercial ore, uncertainties associated with title to mineral properties, changes in general economic, market and business conditions; competition for capital, acquisitions of mineral properties and skilled personnel; ability to obtain required mine licenses, mine permits and regulatory approvals required to proceed with mining operations; ability to comply with current and future environmental and other laws; actions by governmental or regulatory authorities including increasing taxes and changes in other regulations; and the occurrence of unexpected events involved in mineral exploration, development and production.

Being a junior exploration mining company, the Corporation's ability to raise the necessary financings for future exploration depends to a large degree on commodity price trends, general investor sentiment for companies in the mining exploration sector and the Corporation's ability to confirm the existence of sought after minerals in sufficient quantities and quality on its exploration lands. Management of the Corporation is of the view that these risks faced by the Corporation are no greater than the risks encountered by its peers.

Valuation of mineral properties

The Corporation historically capitalized expenditures on the exploration and evaluation of its' mineral properties. During the period ended March 31, 2016, the Corporation adopted a voluntary change in accounting policy, as permitted and accepted under IFRS, with respect to these expenditures. The Corporation's new policy is now to expense these costs until such time as the technical feasibility and commercial viability has been established that supports the future development of the property.

Income taxes

The Corporation records deferred tax assets and liabilities to account for the expected future tax consequences of events that have been recorded in its financial statements and its tax returns. These amounts are estimates and the actual tax consequences may differ from the estimates due to changing tax rates and regimes, as well as changing estimates of cash flows and capital expenditures in current and future periods. A valuation allowance is recorded to the extent that there is uncertainty regarding utilization of future tax assets.

Share-based compensation

Share-based compensation expense is recorded in the statement of loss for all options granted based on the estimated fair value at the time of the grant and recognized as expense over the vesting period of the option. The fair value of options is estimated using the Black-Scholes option-pricing model based on estimates and assumptions for expected life of the options, expected volatility, expected forfeitures, risk-free interest rate and dividend yield.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

The Corporation's financial instruments include cash, mineral property security deposits, other receivables, due to related parties, and trade and other payables. The carrying values of these financial instruments approximate their fair values due to their relatively short periods to maturity. The Corporation is required to classify fair value measurements using a hierarchy that reflects the significance of the inputs used in making the measurements.

The fair value hierarchy is as follows:

- Level 1 - quoted prices 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 or indirectly; and
- Level 3 - inputs for the asset or liability that are not based on observable market data.

The Corporation's risk management policies are established to identify and analyze the risks faced by the Corporation, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Corporation's activities. The Corporation has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments.

This presents information about the Corporation's exposure to each of the above risks and the Corporation's objectives, policies and processes for measuring and managing these risks. Further quantitative disclosures are included throughout the financial statements.

The Board of Directors has overall responsibility for the establishment and oversight of the Corporation's risk management framework. The Board has implemented and monitors compliance with risk management policies as set out herein:

a) Credit risk

Credit risk is the risk of financial loss to the Corporation if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Corporation's policy is to ensure that its investments are liquid.

The Corporation's other receivables relates primarily to Goods and Services Tax input tax credits. Accordingly, the Corporation views credit risk on accounts receivable as minimal and has subsequently collected the outstanding amount.

b) Liquidity risk

Liquidity risk is the risk that the Corporation will incur difficulties meeting its financial obligations as they are due. The Corporation's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Corporation's reputation.

The Corporation prepares annual expenditure budgets, which are regularly monitored and updated as considered necessary. To facilitate its expenditure program, the Corporation raises funds through private equity placements. The Corporation's liquidity position has weakened since the beginning of the year due to the cost of ongoing exploration and corporate activities exceeding funds raised during the period. Current market conditions resulting from the global credit crisis have created unfavourable terms for equity financings required for many junior mineral exploration companies, including the Corporation. As a result, the Corporation is currently evaluating alternatives to raise additional capital to improve liquidity.

As at December 31, 2016, the Corporation's financial liabilities were comprised of trade and other payables and due to related parties which have a maturity of less than one year.

c) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Corporation is exposed to interest rate risk primarily through its variable interest rate on its cash and mineral property security term deposits. For the year ended December 31, 2016 and 2015, if interest rates had been 1% higher with all other variables held constant, the change in the net loss for the periods would have been insignificant.

The Corporation did not have any interest rate contracts outstanding at December 31, 2016 or December 31, 2015.

CAPITAL MANAGEMENT

The Corporation's objectives when managing capital are to safeguard the Corporation's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue the development of its mineral properties. Therefore, the Corporation monitors the level of risk incurred in its mineral property expenditures relative to its capital structure.

The Corporation considers its capital structure to include working capital and shareholders' equity. The Corporation monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets.

To maintain or adjust the capital structure, the Corporation may issue new equity if available on favourable terms, option its mineral properties for cash and/or expenditure commitments from optionees, enter into joint venture arrangements, or dispose of mineral properties.

The Corporation's investment policy is to hold cash in interest bearing bank accounts and highly liquid short-term interest bearing investments with maturities of one year or less which can be liquidated at any time without penalties.

The Corporation is not subject to externally imposed capital requirements. There has been no change in the Corporation's approach to capital management during the year ended December 31, 2016.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The President and Chief Financial Officer of the Corporation are responsible for designing internal controls over financial reporting or causing them to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The President and Chief Financial Officer have assessed the design of internal controls over financial reporting and during this process have identified certain weaknesses in internal controls over financial reporting which are as follows:

- Due to the limited number of staff at the Corporation, it is not possible to achieve complete segregation of duties; and
- Due to the size of the Corporation and the limited number of staff, the Corporation does not have the technical accounting expertise and knowledge to address all complex and non-routine accounting transactions that may arise.

These weaknesses in the Corporation's internal controls over financial reporting result in a more than remote likelihood that a material misstatement would not be prevented or detected. Management and the Board of Directors work to mitigate the risk of material misstatement in financial reporting. In addition, when complex accounting and technical issues arise during preparation of the quarterly financial statements outside consulting expertise is engaged. In spite of management's best efforts, there can be no assurance that this risk can be reduced to less than a remote likelihood of a material misstatement.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

In the process of applying the Corporation's accounting policies, management has made the following judgments, apart from those involving estimates, which may have the most significant effect on the amounts recognized in the financial statements.

i) Impairment indicators and calculation of impairment:

At each reporting date, the Corporation assesses whether or not there are circumstances that indicate a possibility that the carrying values of exploration and evaluation assets and property and equipment are not recoverable, or are impaired. Such circumstances include incidents of physical damage, deterioration of commodity prices, changes in the regulatory environment, or a reduction in estimates of proved and probable reserves. When management judges that circumstances clearly indicate impairment, exploration and evaluation assets & property and equipment are tested for impairment by comparing the carrying values to their recoverable amounts. The recoverable amounts of cash generating units ("CGUs") are determined based on the higher of value-in-use calculations and fair values less costs to sell. These calculations require the use of estimates and assumptions, including the discount rate applied. At the end of each financial reporting period, the Corporation assesses whether there is any indication that an impairment loss recognized in prior periods may no longer exist or may have decreased. An impairment loss recognized in prior periods would be reversed if there has been a change in the estimate used to determine the recoverable amount since the last impairment loss was recognized. The increased carrying amount of an asset other than goodwill attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognized for the asset in prior years.

ii) Cash generating units

A cash generating unit is defined as the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups thereof. The Corporation allocates costs to a CGU based on geographic location, shared infrastructure, and common geological and geophysical characteristics.

iii) Income taxes:

The Corporation recognizes deferred income tax assets to the extent that it is probable that taxable profit will be available to allow the benefit of that deferred income tax asset to be utilized. Assessing the recoverability of deferred income tax assets requires the Corporation to make significant estimates related to expectations of future taxable income. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Corporation to realize the deferred income tax assets recorded at the reporting date could be impacted. Additionally, future changes in tax laws in the jurisdictions in which the Corporation operates could limit the ability of the Corporation to obtain tax deductions in future periods.

iv) Going concern:

As described in Note 1 in the financial statements as at and for the years ended December 31, 2016 and 2015, management uses its judgment in determining whether the Corporation is able to continue as a going concern.

v) Exploration and evaluation expenditures:

The application of the Corporation's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Corporation, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available.

vi) Property & equipment, depreciation and exploration & evaluation assets

Estimated useful lives and residual values of tangible equipment are reviewed annually. Estimated resources are reviewed each reporting period. Resource estimates are dependent on numerous variables. Changes in these variables could have a significant impact on the test for impairment. The carrying values of property & equipment and exploration &

evaluation assets are reviewed for impairment where there has been a trigger event (that is, an event which may have resulted in impairment) by assessing the recoverable amount. Recoverable amount is the higher of fair value less costs to sell and value in use which is determined by the present value of future cash flows. The calculation of estimated future cash flows is discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

vii) Share-based compensation

In accounting for the fair value of stock options and warrants, the Corporation makes assumptions regarding share price volatility, risk free rate, forfeiture rate, and expected life in order to determine the amount of associated expense to recognize.

NEW ACCOUNTING PRONOUCEMENTS

Under IFRS 6 – "Exploration and Evaluation of Mineral Resources" ("IFRS 6"), the Corporation had historically capitalized its expenditures on exploration and evaluation ("E&E") activities. The Corporation did adopt a voluntary change in an accounting policy as permitted and accepted under IFRS with respect to the E & E expenditures. This change has been applied retrospectively and comparatives have been restated accordingly for all periods presented as if the policy had always been applied.

Future accounting pronouncements:

IFRS 9 *Financial Instruments* was issued in July 2014 and will replace IAS 39 *Financial Instruments: recognition and measurement.* IFRS 9 was released in three phases: 1) Accounting for financial assets and liabilities; 2) Impairment of financial assets; and 3) Hedge accounting. IFRS 9 provides for a single model of classifying and measuring financial assets and liabilities and introduces a credit loss impairment model. Entities are required to select the measurement method based on both the entity's business model for managing financial assets and the contractual cash flow characteristics of the financial asset. Hedge accounting remains optional. The new guidance is intended to improve the disclosure on risk management and provide more options of when to apply hedge accounting. This standard is effective for annual periods beginning on or after January 1, 2018.

IFRS 15 Revenue, which was issued in May 2014, replaces IAS 18 Revenue, IAS 11 Construction Contracts, and other revenue related interpretations. This standard requires revenue recognition upon the transfer of goods or services when control is transferred to the purchaser and additional disclosure. This standard is effective for annual periods beginning on or after January 1, 2018. Early adoption is permitted.

IFRS 2 – Shared-Based Payments, in June 2016 the Board issued the final amendments to IFRS 2 which amended (a) the effects that vesting conditions have on the measurement of a cash-settled share-based payment; (b) the accounting for modification to the terms of a share-based payment that changes the classification of the transaction from cash-settled to equity settled; and (c) classification of share-based payment transactions with net settlement features.

IFRS 16 *Leases*, which was issued in January 2016, introduced a single model of accounting for leases by lessees which requires the recognition of assets and liabilities for most leases and replaces IAS 17 *Leases*. The standard is effective for annual periods beginning on or after January 1, 2019.

The Corporation is currently reviewing the impact of these standards and does not anticipate a significant impact on the financial statements.

FORWARD LOOKING STATEMENTS

Certain information set forth in this MD&A, including management's assessment of the Corporation's future plans and operations, contains forward-looking statements, which are based on the Corporation's current internal expectations, estimates, projections, assumptions and beliefs, which may prove to be incorrect. Some of the forward-looking statements may be identified by words such as "expects", "anticipates", "believes", "projects", "plans" and similar expressions. These statements are not guarantees of future performance and undue reliance should not be placed on them. Such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause the Corporation's actual performance and financial results in future periods to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. The Corporation is a mineral exploration Corporation and is exposed to a number of risks and uncertainties that are common to companies in the same business. These risks and uncertainties include, among other things, the speculative nature of mineral exploration and development activities, the Corporation's need for additional funding to continue its exploration efforts, operating hazards and risks incidental to mineral exploration, the Corporation's properties are in the exploration stage only and do not contain a known body of commercial ore, uncertainties associated with title to mineral properties, changes in general economic, market and business conditions; competition for, among other things, capital, acquisitions of mineral properties and skilled personnel; ability to obtain required mine licenses, mine permits and regulatory approvals required to proceed with mining operations; ability to comply with current and future environmental and other laws; actions by governmental or regulatory authorities including increasing taxes and changes in other regulations; and the occurrence of unexpected events involved in mineral exploration, development and production.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures have been designed to ensure that information required to be disclosed by the Corporation is accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosure. The Corporation's Chief Executive Officer and Chief Financial Officer have concluded, based on his evaluation as of December 31, 2016, that the Corporation's disclosure controls and procedures are effective to provide reasonable assurance that material information related to the Corporation, is made known to them by others within the entity. It should be noted that while the Corporation's Chief Executive Officer and Chief Financial Officer believe that our disclosure controls and procedures provide a reasonable level of assurance and that they are effective, he does not expect that the disclosure controls and procedures will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

LIST OF DIRECTORS AS OF DECEMBER 31, 2016

Gordon F. Dixon, Q.C.
Jean-Pierre Pelletier
M. Blake Willard
Alex Attie

LIST OF OFFICERS AS OF DECEMBER 31, 2016

Gordon F. Dixon, Q.C. – President, Secretary, CEO and Interim CFO
Dena Dixon - Assistant Treasurer
Susan Lawrence – Assistant Secretary