STAKEHOLDER GOLD CORP.
MANAGEMENT DISCUSSION & ANALYSIS
3rd quarter ended September 30, 2015

The following management's discussion and analysis (the "MD&A") of the financial condition and results of the operations of Stakeholder Gold Corp. ("Stakeholder" or "the Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three and nine month period ended September 30, 2015. This MD&A should be read in conjunction with the Company's unaudited 3rd quarter interim condensed financial statements and related notes for the period ended September 30, 2015. The financial statements have been prepared in compliance with International Financial Reporting Standards ("IFRS") and reported in Canadian dollars unless otherwise stated.

Further information regarding the Company and its operations are filed electronically on the System for Electronic Document Analysis and Retrieval (SEDAR) in Canada and can be obtained from www.sedar.com and or on the Company's website at www.stakeholdergold.com.

DATE OF MD&A

This MD&A was prepared November 25, 2015.

FORWARD-LOOKING INFORMATION

This management's discussion and analysis may contain forward-looking statements reflecting the Company's objectives, estimates and expectations. These statements are identified by the use of verbs such as "estimate", "believe", "anticipate", "intend", "expect", "plan", "may", "should", "will", and the negative thereof, or other variations thereon or comparable terminology. By their very nature, these types of statements involve risk and uncertainty. Consequently, results could differ materially from the Company's projections or expectations.

NATURE OF ACTIVITIES

Stakeholder, which was incorporated on February 1, 2011 under the Canada Business Corporations Act and is a mineral exploration company engaged in the acquisition, exploration and development of mineral resource properties. The Company is currently focusing its exploration activities in Canada on precious metals properties located in the Yukon, and continues to evaluate and will acquire additional properties as capital and opportunities present themselves.

RECENT EVENTS

On October 2, 2015, the Company closed a non-brokered private placement. This private placement consists of $15,000 of flow-through financing (issuance of 300,000 units priced at $0.05 with a one year half warrant priced at $0.15) and $80,343 of hard dollar financing (issuance of 1,606,860 units priced at $0.05 with a one year half warrant priced at $0.15), for total gross proceeds of $95,343.

Yukon Gold Exploration

On April 22nd, 2015 Stakeholder announced initiation of a geological data review by GroundTruth Exploration Inc. (a Shawn Ryan exploration Company) of Dawson City, Yukon. GroundTruth has completed the review of the Company's Ballarat gold property exploration data, and Shawn Ryan has joined the Company's Exploration Advisory Committee for review and consultation on Ballarat as well as other properties in the White Gold District.

Stakeholder is reviewing exploration options on Ballarat, including infill soil sampling on the NW Gold Target and soil lines over the East of the property. A DC Resistivity/IP survey over the priority zone on the NW Target is anticipated and bedrock sampling using the GT Probe will very likely also be undertaken. The Company believes that Ballarat remains a high potential target for discovery of economic gold deposition.

The White Gold district is today one of the most exciting gold exploration camps in the world with a developing history of significant gold discoveries. GroundTruth have collected more than 250K soil samples in the White Gold area which has resulted in discoveries such as the Golden Saddle deposit, the Coffee deposit, the Betty, QV and Rosebute and several other high potential targets.

For further information and a podcast covering GroundTruth exploration methods and the Ballarat property exploration potential, please refer to the Company's website which can be found at: www.stakeholdergold.com

Bass River Exploration Program

The Company has discontinued work in Nova Scotia due to funding requirements for the Company's projects elsewhere. A site visit and geological assessment was made by an independent geologist which led management to believe that renegotiated terms were required otherwise the risk/reward characteristics of the financial commitment needed for further work were not sufficient to merit continued investment.

Cogonov Inc. (Cogonov) had staked the Bass River claims in central Nova Scotia as part of their regional and provincial exploration and ground acquisition initiatives. The Bass River claims cover select Iron-Oxide-Copper-Gold (IOCG) exploration targets previously delineated by Minotaur Exploration (Australia) ("Minotaur") along the Cobequid-Chedabucto Fault Zone (CCFZ). The CCFZ is a 300 km long fault structure that hosts over 100 mineral occurrences, past producing mines and small deposits of Iron - Oxide, Copper, Cobalt, Gold, Nickel and Barite.

On March 31, 2014 Stakeholder received approval for the Agreement with Cogonov from the TSX Venture Exchange. Under the terms of the Agreement, Stakeholder was able to earn a 51% interest in the Bass River Iron-Oxide-Copper-Gold (IOCG) project under the following conditions:

<u>On execution of the option</u>
By issuing 1,000,000 common shares of Stakeholder to Cogonov. The Company exercised this option in March, 2014. The common shares were issued at a price of $0.05 per share.

<u>Six months from execution of the option</u>
By incurring expenditures of at least $600,000 on Bass River over a period of up to six months from the execution of the Option, and by issuing an additional 1,000,000 common shares of Stakeholder to Cogonov by six months from the execution of the option. In September, 2014 the Company issued the 1,000,000 common shares at a price of $0.20 per share.

<u>Two years from execution of option</u>
By incurring expenditures of at least a total of $2,000,000 (including the initial $600,000) on Bass River over a period of up to two years from the execution of the option.

Upon completion of the terms above, the Company would own a 40% interest. Stakeholder then has the right to earn a further 11% in Bass River, in advance of exercising the right of first refusal, by spending an additional $1,000,000 for a period of up to eighteen months. Stakeholder would also have a right of first refusal over the remaining 49% of Bass River.

Stakeholder would be the operator of Bass River.

On April 15, 2015 the Company announced completion of drilling at Bass River. The drill results suggested that a reasonable mineralized system may be present at Bass River, and that the key target area for further work would be the newly detected Catlereagh VTEM anomaly located between 500 metres and 1,000 metres northeast from drill hole GL-06. Management concluded that given the results received and the investment required, a renegotiation of terms would be required to merit further work on the property.

The Company does not envision returning to Nova Scotia for exploration work and expects to focus future exploration initiatives on the developing gold opportunities of the Klondike in the Yukon Territories.

Management, due to its exploration plans, determined that its Bass River E&E assets were impaired and accordingly and judgementally wrote-off the full amount of the asset. In its determination of cost to sell and value in use, management assessed the nature of expenses incurred, almost all of which were labour and associated costs, rents, and third party assessments, and accordingly, the total impairment charge taken was $1,648,442.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUES WITHOUT SIGNIFICANT REVENUE

Bass River Expenditures

A total spend of approximately $1,648,442 (December 31, 2014–$1,292,467) on the Bass River project was accounted for approximately as follows: $314,177 was allocated for the option payment of which $250,000 was non-cash, $340,000 (December 31, 2014–$240,000) was paid to management and corporate management, $415,600 (December 31, 2014–$347,750) was paid to consultants, surveyors and field staff, $173,545 (December 31, 2014–$154,632) was spent on analysis and assays, $57,762 (December 31, 2014–$36,421) was required for leases, vehicles and equipment, $5,292 was spent on field supplies, $19,289 (December 31, 2014-$15,339) was spent on mapping,$16,162 December 31, 2014–$15,503) was spent on line-cutting, $223,687 (December 31, 2014–$93,505) was spent on drilling and $82,928 December 31, 2014–$68,846) was spent on transportation, meals, accommodation, general site and vehicle maintenance and repairs and insurance.

	Three month Period Ended September 30, 2015 $	**Nine month Period Ended September 30, 2015**	**Year Ended December 31, 2014 $**
Capitalized exploration expenditures (Bass River)	-	-	1,242,467
Impairment of exploration and evaluation assets (Bass River)	-	1,648,442	-
Management and consulting fees	66,528	157,503	344,267
Investor and shareholder expenses	2,867	19,418	265,058
Professional fees	8,896	23,156	21,636
Travel and promotion	5,169	59,019	20,433
Office expense	7,838	28,856	44,330
Exploration expenses	-	4,850	85,28
Stock-based compensation	-	432,200	31,092
Interest income	53	466	594

OVERVIEW

As of September 30, 2015 and for the three months then ended, the Company incurred a net loss of $91,245 (September 30, 2014–$317,162) and had a deficit of $8,677,668 (December 31, 2014–$6,306,690). The Company had a positive working capital position of $130,800 (December 31, 2014–$681,768).

The main expenses for three month period ended September 30, 2015 are as follows:

- $66,528 (2014–$135,518) Management fees charged through the statement of loss and comprehensive loss has decreased period over period by $68,990. External consultant fees decreased by approximately $80,000. Offsetting this decrease is management fees which were previously capitalized in 2014 and which are now being charged through the statement of loss and comprehensive loss. This change in treatment is due to management's decision to impair its Bass River E&E asset and is not considered a change in accounting policy.

- $2,867 (2014–$168,885) The decrease of $166,018 in investor and shareholder relation expenses period over period is tied to several factors first of which is less activity regarding press releases and general activity this period compared to prior principally due to timing and the number of exploration projects. The second contributing factor is the difference in programs used for investor relations period over period. In the prior comparative period there were several programs used which, in the current period, were discontinued. The more significant programs account for approximately $142,000 of the change, a large part of which was non-cash. The last contributing factor is the timing and nature of projects at each date. Specifically, that Bass River was well underway, whereas the Yukon project, which is now the Company's focus, is in its infancy at this time.

- $8,896 (2014–$5,163) Professional fees remained flat period over period. The small increase is due to some additional professional services this period.

- $5,169 (2014–$8,435) Travel and promotion expense quarter over quarter is relatively flat. Both in the current period and comparative period there was no specific travel costs incurred.

- $7,838 (2014–$9,918) Office expenditures are relatively flat period over period with differences due to timing and nature of expenses.

- $nil (2014–$1,160) There were no exploration expenses incurred in the quarter whereas in the prior comparative period, certain fees were incurred specific to E&E assets other than Bass River.

For the nine months ended September 30, 2015, the Company incurred a loss of $2,370,978 (2014 - $590,084). The main expenses for the period are as follows:

- $157,503 (2014 - $260,567) Management and consulting fees decreased period over period by $103,064. External consulting fees decreased by approximately $138,000. This is offset by management fees which were previously capitalized in 2014 and, which as of the second quarter, are being charged through the statement of loss and comprehensive loss. This change in treatment is due to management's decision to impair its Bass River E&E asset and is not considered a change in accounting policy.

- $19,418 (2014 - $238,496) The decrease of $219,078 in investor and shareholder relation expenses period over period is tied to several factors first of which is less activity regarding press releases and private placements this period compared to prior which is principally due to timing and the number of exploration projects. This affected fees charged by our transfer agent and the exchange. The second contributing factor is the difference in programs used for investor relations period over period. In the prior comparative period there were several programs used which, in the current period, were discontinued. The more significant programs account for approximately $142,000 of the change a large part of which was non-cash. The last contributing factor is timing and nature of projects at each date noting that Bass River had commenced whereas, the Yukon project, which is now the Company's focus, is in its infancy at this time.

- $23,156 (2014 - $20,803) in professional fees. Professional fees are flat period over period.

- $59,019 (2014 - $21,178) Travel and promotion expenses period over period has increased substantively due to a larger international focus on fund raising which included trips to the UK, Boston and New York.

- $26,856 (2014 - $22,898) The change in office expenditures period over period is principally a result of system requirements which required IT fees not incurred in the prior period. There were also late filing fees for certain T4 slips and other miscellaneous items which contributed to the change.

SUMMARY OF QUARTERLY INFORMATION

	Three months ending			
	September 30 2015	**June 30 2015**	**March 31 2015**	**December 31 2014**
	$	**$**	**$**	**$**
Net loss for the period	(91,245)	(1,758,883)	(521,632)	(121,204)
Net loss per share	(0.00)	(0.03)	(0.01)	(0.01)
Total assets	294,086	268,512	1,996,402	2,207,167

	Three months ending			
	September 30 2014	**June 30, 2014**	**March 31, 2014**	**December 31 2013**
	$	**$**	**$**	**$**
Net loss for the period	(317,162)	(135,320)	(137,602)	(668,897)
Net loss per share	(0.01)	(0.00)	(0.00)	(0.02)
Total assets	1,357,446	812,930	626,396	29,448

INVESTING ACTIVITIES

The Company holds a portfolio of mineral properties located in the Yukon. The Company explores for its own account. The Company may also derive revenue and furthers exploration or development by farming out mineral property interests in whole, or in part, to other exploration companies for a mix of cash, shares and work expenditure commitments.

White Gold Area

The Dawson Range area overlaps with the Klondike and Stewart gold camps where over 20 million ounces of placer gold have been produced to date. The hard rock gold potential of the Dawson Range had not been fully recognized until 2009 when Underworld Resources Inc. announced the Golden Saddle discovery. This discovery led to a massive staking rush in 2010, followed by a second major discovery by Kaminak Gold Corp. on its Coffee Creek project. The Dawson Range is currently one of the busiest exploration districts in Canada. Stakeholder holds a total of 17,046 hectares in the Dawson Range. Ballarat is located midway between Golden Saddle (now held by Kinross) and Coffee Creek. The Selwyn, Marion, Thistle Mountain and Coffee properties are also located in the district.

The Dawson Range remained free of ice during the last period of glaciation. Because of this, the region is characterized by rolling hills with steep-sided, V-shaped valleys. There is very little bedrock exposure and a thick local soil has developed which prevented early prospectors from finding much by traditional “pack and boots” prospecting. Modern, GPS-guided soil geochemical surveys have proven to be a very effective tool for identifying large mineralized systems. At this early stage, it appears that the geology is prospective for a range of deposits from narrow, low-tonnage, high-grade deposits to broad, large-tonnage, low-grade gold deposits. This part of Yukon is relatively accessible by a number of summer roads and airstrips built by placer miners. The Yukon River also offers a transportation corridor to barge in fuel, equipment and supplies.

Ballarat

The 200 claim (4,140ha) Ballarat property lies approximately 100km due south of Dawson City, Yukon. Stakeholder holds Ballarat 100%. In July 2012, the Company completed a five hole, 753 metre core drilling program to test two strong gold-in-soil trends outlined in work completed during 2010. Drill results were below expectations although low grade gold mineralization was intersected in three of the five holes. Management feels that the drilling program did not follow the identified gold anomalies. In December 2012, the Company wrote off all development expenses. Geochemical surveys completed in 2011 identified a number of gold-in-soil anomalies on the eastern part of the property. Recent GroundTruth interpretation of results coupled with the property's known geological merits and history of successful placer mining suggests that more investigation should be undertaken. In particular a more detailed soil sampling program has been recommended, which is expected to be followed by surface trenching and GT Probe sampling. This program could provide useful information quickly and cost effectively in relation to near surface or subsurface gold deposition that may be economic similar to the known deposits nearby.

Coffee

Stakeholder holds the 10-claim (208ha) Coffee property adjacent to, and enclosed by, Kaminak's Coffee property. These claims are located approximately 5km east of Kaminak's Supremo discovery, announced on May 26, 2010.

FINANCING ACTIVITIES

On March 7, 2014 the Company closed a non-brokered private placement of $700,000 through the issuance of 14,000,000 common shares at $0.05 per share. All common shares issued were subject to a four-month hold period ending July 6, 2014.

On July 11, 2014 the Company closed a non-brokered private placement of $723,698 consisting of $469,500 of flow-through financing (issuance of 1,878,000 units priced at $0.25 with a two year half warrant priced at $0.35) and $254,198 of hard dollar financing (issuance of 1,270,990 units priced at $0.20 with a two year half warrant priced at $0.30). Two Company directors subscribed for a total of $300,000 (or 41%) of the funds raised, constituting 1,200,000 flow-through units. A commission comprised of $560 and 2,240 two-year warrants priced at $0.35 was paid to Wolverton Securities Ltd for a portion of this financing.

On December 11, 2014 the Company closed a non-brokered private placement totalling $641,000. The private placement consisted of $35,000 of flow-through financing (issuance of 140,000 units priced at $0.25 with a two-year half warrant priced at $0.35) and $606,000 of hard dollar financing (issuance of 3,030,000 units priced at $0.20 with a two-year half warrant priced at $0.30). A commission of $1,600 was paid.

On December 31, 2014 the Company closed a non-brokered private placement totaling $173,646. This private placement consisted of $60,000 of flow-through financing (issuance of 240,000 units priced at $0.25 with a two-year half warrant priced at $0.35) and $113,646 of hard dollar financing (issuance of 568,228 units priced at $0.20 with a two-year half warrant priced at $0.30).

On October 2, 2015, the Company closed a non-brokered private placement. This private placement consists of $15,000 of flow-through financing (issuance of 300,000 units priced at $0.05 with a one year half warrant priced at $0.15) and $80,343 of hard dollar financing (issuance of 1,606,860 units priced at $0.05 with a one year half warrant priced at $0.15), for total gross proceeds of $95,343 dollars.

LIQUIDITY

As of September 30, 2015 the Company incurred a net loss of $2,370,978 (September 30, 2014–$590,085) and had a deficit of $8,677,668 (December 31, 2014–$6,306,690). The Company had a positive working capital position of $130,800 as at September 30, 2015 (December 31, 2014–$681,768); however, the Company's positive working capital balance comes principally from its HST receivable balance of which the Company is in the process of collecting from the Government. The amount of HST receivable is an estimate and there is no assurance of what the actual amount collected will be. The Company's cash position declined significantly from the December 31, 2014 balance of $748,676 to $29,016. The Company is actively managing its cash including having the CEO and CFO refrain from taking their consulting fees. The Company is initiating funding activities and will continue to source additional financing; however, there is no assurance that such financing will be available when required, or under terms that are favourable to the Company. The Company may also elect to advance the exploration and development of mineral properties through joint-venture participation. When financing conditions are not optimal, the Company may enter into option agreements or other solutions to continue its activities, or may slow its activities until conditions improve.

DISCLOSURE OF OUTSTANDING SHARE DATA (AS OF November 25, 2015)

	Number
Shares	69,038,319
Options	3,600,000
Warrants	4,519,279
Reserved shares	479,842
	77,637,449

FINANCIAL INSTRUMENTS

The Company is exposed to various financial risks resulting from both its operations and its investments activities. The Company's management manages financial risks. The Company does not enter into financial instrument agreements including derivative financial instruments for speculative purposes. The Company's main financial risk exposure and its financial risk management policies are as follows:

Interest rate risk
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The term deposits bear interest at a fixed rate and the Company is therefore exposed to the risk of changes in fair value resulting from interest rate fluctuations. Because these financial assets are recognized at amortized cost, the fair value variations have no impact on profit (loss).

Credit Risk
Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company is subject to concentrations of credit risk through cash and term deposits and its HST receivable. The Company has no trade accounts. The exposure to credit risk for cash and term deposits is considered negligible since the counterparties are reputable banks with high quality external credit ratings. As at September 30, 2015, the Company's maximum exposure to credit risk is limited to the carrying amount of these financial assets at the reporting date totaling $279,475, and $908,557 as at December 31, 2014. The HST receivable is collectible from the Government.

Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet the obligations associated with its financial liabilities. The Company manages its financial resources to ensure that there is sufficient working capital to fund near-term planned exploration work and operating expenditures. As of September 30, 2015, the Company had positive working capital; however, management is continuing to follow-up on additional financing opportunities including equity financing, participation by joint venture partners or by selling property interests in whole or in part. There is no assurance that such financing will be available

when required, or under terms that are favourable to the Company. The Company may also elect to advance the exploration and development of mineral properties through joint-venture participation. When financing conditions are not optimal, the Company may enter into option agreements or other solutions to continue its activities, or may slow its activities until conditions improve. Accounts payable and accrued liabilities are due within three months.

Fair Value

The carrying value of cash, restricted cash, other receivable and accounts payable and accrued liabilities is considered to be an approximation of fair value because of the short-term maturity of these instruments.

COMPENSATION TO KEY MANAGEMENT AND RELATED PARTY DISCLOSURES

Compensation to key management

Related party transactions conducted in the normal course of operations are measured at the exchange value established and agreed to by the related parties

Key management includes directors, the chief executive officer and the chief financial officer. Key management compensation includes the following expenses:

	Three months ended Sept. 30, 2015	Three months ended Sept. 30, 2014	Nine months ended Sept. 30, 2015	Nine months ended Sept. 30, 2014
	$	$	$	$
Short-term compensation				
Management and consulting fees	48,000	33,000	151,000	95,549
Total short-term compensation		33,000		95,549
Stock-based compensation	-	31,092	432,000	31,092
Total compensation	**48,000**	**64,092**	**583,000**	**126,641**

(a) The Company incurred management and consulting fees relating to exploration work of $100,000 which was capitalized to exploration and evaluation assets (2014–$60,000), rent of $2,775 (2014–$nil).

(b) During the period, the Company issued nil (September 30, 2014–2,000,000) common shares to a company controlled by officers and/or directors. The value of the common shares issued was $250,000 and was capitalized to exploration and evaluation assets.

(c) As at September 30, 2015 accounts payable and accrued liabilities include $29,461 (December 31, 2014–$13,500) due to officers and directors.

(d) During the period the Company made rental payments for equipment of $15,030 which was capitalized to exploration and evaluation assets (2014–$nil) charged by companies controlled by officers and/or directors.

(e) Included in accounts payable and accrued liabilities is $90,414 (December 31, 2014–$148,189) payable to companies with common officers and/or directors. Included in accounts receivable is $1,746 (December 31, 2014–$nil) from companies with common officers and/or directors.

(f) During the period the Company paid $8,324 in rent to a corporation with common officers and/or directors.

OFF-BALANCE SHEET ARRANGEMENTS

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

CRITICAL ACCOUNTING ESTIMATES

When preparing the financial statements, management undertakes a number of judgements, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results are likely to differ from the judgments, estimates and assumptions made by management, and will seldom equal the estimated results. Information about the significant judgments, estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, income and expenses, are discussed below.

Significant management judgment

<u>Impairment of exploration and evaluation assets</u>
Determining if there are any facts and circumstances indicating impairment loss or reversal of impairment losses is a subjective process involving judgment and a number of estimates and interpretations in many cases.

Determining whether to test for impairment of E&E assets requires management's judgment, among others, regarding the following: the period for which the entity has the right to explore in the specific area has expired, or will expire, in the near future and is not expected to be renewed; substantive expenditure on further E&E of mineral resources in a specific area is neither budgeted nor planned; E&E of mineral resources in a specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; or sufficient data exists to indicate that, although a development in a specific area is likely to proceed, the carrying amount of the E&E asset is unlikely to be recovered in full from successful development or by sale.

Management, due to its exploration plans, determined that its Bass River E&E assets were impaired and accordingly and judgementally wrote-off the full amount of the asset. In its determination of cost to sell and value in use, management assessed the nature of expenses incurred, almost all of which were labour and associated costs, rents, and third party assessments, and accordingly, the total impairment charge taken was $1,648,442.

<u>Provision for reclamation and rehabilitation</u>
Determining when to account for reclamation and rehabilitation costs requires judgement. An obligation to incur restoration, rehabilitation and environmental costs arises when the environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors, such as the life and nature of the asset, the operation license conditions and, when applicable, the environment in which the mine operates. Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset through amortization, using either the unit-of-production or the straight line method. The corresponding liability is progressively increased as the effect of discounting unwinds, creating an expense in profit or loss. Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The Company has judgementally determined that there are no reclamation or rehabilitation costs to record at this time. The operations of the Company may, in the future, be affected from time to time in varying degrees by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

<u>Deferred income taxes</u>
The assessment of availability of future taxable profits involves judgment. A deferred tax asset is recognized to the extent that it is probable that taxable profits will be available, against which deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilized. To date, management has not recognized any deferred tax assets in excess of existing taxable temporary differences expected to reverse within the carry-forward period.

<u>Going concern</u>
The assessment of the Company's ability to execute its strategy by funding future working capital requirements involves judgment.

Estimation uncertainty

Impairment of exploration and evaluation assets
When an indication of impairment loss or a reversal of an impairment loss exists, the recoverable amount of the individual asset must be estimated. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash generating unit, to which the asset belongs, must be determined. Identifying the cash generating units requires considerable management judgment. In testing an individual asset or cash generating unit for impairment, and identifying a reversal of impairment losses, management estimates the recoverable amount of the asset or the cash-generating unit. This requires management to make several assumptions as to future events or circumstances. These assumptions and estimates are subject to change if new information becomes available.

Actual results with respect to impairment losses or reversals of impairment losses could differ in such a situation and significant adjustments to the Company's assets and earnings may occur during the next period.

HST Receivable
Management has estimated its HST receivable based on the amount of HST paid for products and or services used in its day to day operations as well as any service or product capitalized as part of its exploration and evaluation assets. The Company does not have a history of HST claims to which to estimate its recoverability of its HST receivable and accordingly the actual amount recovered could vary materially from the amount estimated to be recoverable.

Provision and Contingent liabilities
In the instance of provisions, management makes its best estimate as to the amount of expected economic outflow required to settle a provision. Provisions arise from to day to day operations but may also arise from constructive and or contractual obligations. From time to time the Company may be faced with the judgemental determination as to whether an event or transaction should give rise to a provision or contingent liability. In the instance of contingent liabilities, management must assess the level of disclosure if any. In its determination, management assesses the likelihood of a Company resource being used to settle the contingency. It reviews the fact patterns surrounding the contingency and makes its best estimate about the probable outcome. When management determines the likelihood of settlement to be highly improbable, no disclosure would be required. The actual results are likely to differ from the judgments, estimates and assumptions made by management, and will seldom equal the estimates made.

Share-based payments
The estimation of share-based payments costs requires the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen. The Company has made estimates as to the volatility of its own shares, the probable life of share options and warrants granted and the time of exercise of those share options and warrants. The model used by the Company is the Black-Scholes valuation model.

Change in Accounting Policies

There were no changes in accounting policies.

Future Accounting Pronouncements

Standards issued but not yet effective up to the date of issuance of the Company's financial statements, but which may affect the financial statements, are listed below. The Company intends to adopt those standards when they become effective.

IFRS 9 was initially issued by the IASB in November 2009 and issued in its completed version in July 2014. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39.

The Company intends to adopt the standard on its effective date and has not yet begun the process of assessing the impact on its financial statements.

RISK FACTORS

Exploration and Mining Risks

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At present, there are no known bodies of commercial ore on the mineral properties of which the Company intends to explore, and the proposed exploration program is an exploratory search for ore. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the conduct of exploration programs. The Company from time to time augments its internal exploration and operating expertise with due advice from consultants and others as required. The economics of developing gold and other mineral properties is affected by many factors including the cost of operations, variation of the grade of ore mined and fluctuations in the price of any minerals produced. There are no underground or surface plants or equipment on the Company's mineral properties, or any known body of commercial ore. Programs conducted on the Company's mineral property would be an exploratory search for ore.

Titles to Property

While the Company has diligently investigated title to the various properties in which it has interest, and to the best of its knowledge, title to those properties are in good standing, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfer, or native or government land claims, and title may be affected by undetected defects.

Permits and Licenses

The Company's operations may require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

Metal Prices

Even if the Company's exploration programs are successful, factors beyond the control of the Company may affect marketability of any minerals discovered. Metal prices have historically fluctuated widely and are affected by numerous factors beyond the Company's control, including international, economic and political trends, expectations for inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and worldwide production levels. The effect of these factors cannot accurately be predicted.

Competition

The mining industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests as well as for recruitment and retention of qualified employees.

Environmental Regulations

The Company's operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions of spills, release or emission of various substances produced in association with certain mining industry operations, such as seepage from tailing disposal areas, which could result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require submissions to, and approval of, environmental impact assessments. Environmental legislation is evolving in a manner, which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

Conflicts of Interest

Certain directors of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest that they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Stage of Development

The Company's properties are in the exploration stage and to date none of them has a proven ore body. The Company does not have a history of earnings or the provision of return on investment, and in future there is no assurance that it will produce revenue, operate profitably or provide a return on investment.

Industry Conditions

Mining and milling operations are subject to government regulations. Operations may be affected in varying degrees by government regulations such as restrictions on production, price controls, tax increases, expropriation of property, pollution controls or changes in conditions under which minerals may be mined, milled or marketed. The marketability of minerals may be affected by numerous factors beyond the control of the Company, such as government regulations. The Company undertakes exploration in areas that are, or could be, the subject of native land claims. Such claims could delay work or increase exploration costs. The effect of these factors cannot be accurately determined.

Uninsured Hazards

Hazards such as unusual geological conditions are involved in exploring for and developing mineral deposits. The Company may become subject to liability for pollution or other hazards, which cannot be insured against, or against which the Company may elect not to insure, because of high premium costs or other reasons. The payment of any such liability could result in the loss of Company assets or the insolvency of the Company.

Future Financing

Completion of future programs may require additional financing, which may dilute the interests of existing shareholders.

Key Employees

Management of the Company rests on a few key officers, the loss of any of whom could have a detrimental effect on its operations.

Canada Revenue Agency and provincial agencies

No assurance can be made that Canada Revenue Agency or provincial agencies will agree with the Company's characterization of expenditures as Canadian exploration expenses or Canadian development expense or the eligibility of such expenses as Canadian exploration expense under the *Income Tax Act* (Canada) or any provincial equivalent.

DISCLOSURE ON INTERNAL CONTROLS

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence, that (i) the year-end Financial Statements do not contain any untrue statements 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 is made, as of the date of and for the periods presented by the consolidated financial statements; and, (ii) the year-end Financial Statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of, and for, the periods presented. In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within time periods specified under securities legislation; and

ii) process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer accounting policies.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109, may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.