The following management discussion and analysis (MD&A) is management's assessment of the results and financial condition of Northern Abitibi Mining Corp. ("Northern Abitibi" or "the Company") for the year ended September 30, 2015. The information included in this MD&A, with an effective date of January 27, 2016, should be read in conjunction with the Consolidated Financial Statements as at and for the year ended September 30, 2015 and related notes thereto. Northern Abitibi's common shares trade on the TSX Venture Exchange under the symbol "NAI". The Company's most recent filings are available on the System for Electronic Document Analysis and Retrieval ("SEDAR") and can be accessed at www.sedar.com.

The Company's Consolidated Financial Statements for the year ended September 30, 2015 have been prepared in accordance with International Financial Reporting Standards ("IFRS") as at and for the year ended September 30, 2015. The Company has consistently applied the same accounting policies throughout all periods presented. The Company's accounting policies are provided in Note 3 "Summary of significant accounting policies" to the annual Consolidated Financial Statements as at September 30, 2015. All dollar amounts are in Canadian dollars, unless otherwise noted.

The "Qualified Person" under the guidelines of National Instrument 43-101 of the Canadian Securities Administrators ("NI 43-101") for Northern Abitibi's exploration projects in the following MD&A is Dr. Shane Ebert, P. Geo., a Professional Geologist, registered in the Provinces of British Columbia and Newfoundland and Labrador and the President and Director of Northern Abitibi. The scientific and technical information concerning such properties contained herein has been reviewed by Dr. Ebert.

Statements and/or financial forecasts that are unaudited and not historical, including without limitation, exploration budgets, data regarding potential mineralization, exploration results and future plans and objectives, are to be regarded as forward-looking statements that are subject to risks and uncertainties that can cause actual results to differ materially from those anticipated. Such risks and uncertainties include risks related to the Company’s business including, but not limited to: general market and economic conditions, limited operating history, continued industry and public acceptance, regulatory compliance, potential liability claims, additional capital requirements and uncertainty of obtaining additional financing and dependence on key personnel. Actual exploration and administrative expenditures can differ from budget due to unforeseen circumstances, changes in the market place that will cause suppliers’ prices to change, and additional findings that will dictate that the exploration plan be altered to result in more or less work.

All forward-looking information is stated as of the effective date of this document, and is subject to change after this date. There can be no assurance that forward-looking information will prove to be accurate and future events and actual results could differ materially from those anticipated.

1) Principal Business of the Company

The Company, including its wholly owned subsidiary, NAMCOEX Inc., is engaged exclusively in the business of mineral exploration and development and, as the Company has no mining operations and no earnings there from, is considered to be in the exploration stage. The recoverability of the amounts comprising exploration and evaluation assets is dependent upon the existence of economically recoverable mineral reserves; the acquisition and maintenance of appropriate permits, licenses and rights; the ability of the Company to obtain financing to complete the development of the mineral properties where necessary and upon future profitable production; or, alternatively, upon the Company’s ability to recover its costs through a disposition of its interests. The Company’s philosophy is to acquire projects at the grass roots level and advance them to a point where partners can be brought in to further the properties to the stage where a mine is commercially feasible or the property can be sold outright.

The Company has no operating income and no earnings; exploration and operating activities are financed by the sale of common shares and warrants. None of the Company’s mineral properties are in production. Consequently, the Company’s net income is a limited indicator of its performance and potential.

2) Highlights – year ended September 30, 2015

- The Company has staked the Cariboo Gold Property located in central British Columbia. For more information refer to Note 3 "Mineral properties, Cariboo Gold property, British Columbia" below.
- The Company continues to evaluate and interpret all available historic exploration data from the Cariboo Gold Property and design an appropriate exploration program for 2016.
- From late September to mid October 2014, a trenching, mapping, and surface sampling program was undertaken on the optioned Ches property. Numerous trenches were dug and 274 surface rock samples were collected. Assay results for the samples have been released. See Note 3 "Mineral properties, Ches, British Columbia" below for more information.
- In December 2014, the Company received the assay results for the surface sampling on the Ches property. Significant intervals of highly anomalous copper and zinc have been encountered in the trenches demonstrating the system contains significant anomalies in bedrock. These values range from 200 to 1000 ppm copper, and 200 to 5150 ppm zinc. After a thorough review of the 2014 exploration results the Company decided to terminate the Option Agreement on the Ches property and on March 5, 2015, the Company has returned the property to the vendors. See Note 3 "Mineral properties, Ches British Columbia" below for more information.
- The Company continues to actively search for new early stage exploration opportunities and avenues for growth in stable jurisdictions within North America. The Company has not entered into any business combination, acquisition or similar agreements except as noted above.

3) Mineral Properties

Cariboo Gold Property, British Columbia

During the year ended September 30, 2015, the Company staked the Cariboo Gold Property located in central British Columbia.

The Cariboo Gold Property is 30 kilometres southeast of Quesnel, B.C. with good road access, located in the heart of the Cariboo gold fields which have produced several million ounces of gold from both placer and lode deposits. Major deposits located south and southeast of the Cariboo Gold Property include the QR Mine, the Gibraltar Mine, the Mt. Polley Mine, and the Spanish Mountain and Woodjam projects.

The Cariboo Gold Property has seen significant historic exploration including geophysical and geochemical surveys and drilling. The property is known to contain gold skarn style mineralization similar to the nearby QR deposit, along with epithermal Au mineralization. Historic drilling has also encountered high temperature potassic alteration along with intrusive rocks and breccias indicating potential for Cu-Au porphyry style mineralization.

Historic drilling by Placer Dome and Cross Lake Minerals encountered strong gold mineralization including intercepts of 11 metres grading 1.41 g/t Au, 6 metres grading 2.18 g/t Au, 6 metres grading 1.72 g/t Au, and individual assays up to 4.5 g/t Au. An induced polarization geophysical survey conducted in 2003 for Cross Lake Minerals defines an area 800 metres by 350 metres with anomalous chargeability that remains open to the southwest, west and northeast, with a coincident resistivity high that is 200 metres by 500 metres and appears open to the west and northeast. The known mineralized zones have not been fully drill tested or delineated and significant geophysical and geological targets on the property remain untested.

The Company will continue to evaluate and interpret all available historic exploration data from the Cariboo Gold Property and design an appropriate exploration program for 2016.

Ches, British Columbia

On April 22, 2014, the Company entered into an option agreement ("the agreement") to earn a 100% interest in the Ches copper-molybdenum-tungsten property ("Ches property") located in central British Columbia. Under the terms of the agreement, the Company can earn a 100% interest in the Ches property by making staged cash payments totalling $50,000 cash over 4 years, issuing 1.6 million shares, and spending a total of $500,000 on qualifying exploration expenditures. The Company must spend $50,000 on exploration within the first year. The Vendors will retain a 2% net smelter royalty, three quarters of which can be purchased by the Company for $2 million.

On May 6, 2014, the Company received TSX Venture approval and on May 7, 2014 the Company issued 350,000 common shares pursuant to the underlying agreement. In July 2014, the Company received an exploration permit for a planned $55,000 exploration program at Ches; however, that program was delayed due to a large forest fire in the region.

In late September through mid October 2014, the Company excavated, mapped, and sampled, 7 trenches at Ches and collected a total of 274 surface rock samples for assay. Trenching and surface mapping have successfully traced alteration and variable sulfide mineralization over an area at least 1.5 km long by 0.5 km wide. Minor limestone and marble beds have been exposed along with fine grained bedded clastic sedimentary rocks and intrusive rocks, with select beds containing garnet, pyroxene, or actinolite skarn with sulfides. Stockwork quartz-sulfide veinlets are exposed in trenches in select areas, along with sulfide veinlets containing pyrite-pyrrhotite-chalcopyrite-sphalerite.

A 1.5 metre chip sample from the Exo road quarry returned 1.25% zinc, 0.16% copper, 0.12% tungsten trioxide (WO_3), and 2.6 g/t silver. Trenching adjacent to the main access road returned chip samples grading 0.33% copper, 3.73 g/t silver and 0.03% WO_3 over 4.5 metres, including 0.61% copper, 7.4 g/t silver, and 0.05% WO_3 over 1.5 metres. In addition a 1.5 metre chip sample from the eastern side of the property returned 38.1 g/t silver and 0.1% zinc from altered granitic intrusive rock. A grab sample located several hundred metres southwest of previously documented mineralization returned 0.33% copper, 0.1% WO_3, 0.21% zinc, and 5.2 g/t silver, showing the system remains open for exploration.

Significant intervals of highly anomalous copper and zinc have been encountered in the trenches demonstrating the system contains significant anomalies in bedrock. These values range from 200 to 1000 ppm copper, and 200 to 5150 ppm zinc.

In December 2014, the Company received the assay results for the surface sampling on the Ches property. Significant intervals of highly anomalous copper and zinc have been encountered in the trenches demonstrating the system contains significant anomalies in bedrock. These values range from 200 to 1000 ppm copper, and 200 to 5150 ppm zinc. After a thorough review of the 2014 exploration results the Company decided to terminate the Option Agreement on the Ches property and on March 5, 2015, the Company returned the property to the vendors. During the summer of 2015 all reclamation work was completed on the property and the reclamation bond held by the Government of British Columbia was returned. The Company has no further legal obligations or commitments with respect to the Ches property.

4) Operating results

Year ended September 30, 2015 compared to the year ended September 30, 2014:
A summarized statement of operations appears below to assist in the discussion that follows:

	Three months ended September 30		Year ended September 30	
	2015	**2014**	**2015**	**2014**
General and administrative expenses	$ (12,676)	$ (17,217)	$ (64,769)	$ (77,892)
Reporting to shareholders	-	(142)	(4,174)	(23,505)
Professional fees	(15,101)	(23,019)	(17,245)	(23,871)
Stock exchange and transfer agent fees	(2,040)	(2,074)	(8,281)	(11,983)
Depreciation	(157)	(265)	(627)	(917)
Recovery (impairment charges)	14,295	-	(49,629)	(33,627)
Pre-acquisition exploration and evaluation asset expenditures	-	-	-	(1,500)
Interest and other	-	126	139	1,527
Gain (loss) from short-term investments	47,249	(5,750)	105,000	(137,050)
Gain on sale of exploration and evaluation assets	-	-	-	-
Net and comprehensive income (loss)	$ 31,570	$ (48,341)	$ (39,586)	$ (308,818)

In general, the objective to tightly manage costs as a strategy to conserve resources during this economically challenging time remains a priority for the Company. Variances in general and administrative expenditures and professional fees are examined in further detail in the chart below. The most significant changes in other expenditures follow:

- Overall, expenditures in the current period were consistent with budgeted expenditures.
- The impairment charges in 2015 relate to the Ches property, which was returned to the vendors in March 2015. The Company has applied for a British Columbia mining exploration tax credit and is anticipating a refund of $15,000 of qualified expenditures made in fiscal 2015 resulting in a recovery in Q4 2015. In 2014, impairment charges relate to the Viking Property, which was valued at its estimated fair market value, less estimated costs to sell at December 31, 2013.
- The gain (loss) on short-term investments results from adjusting the Company's holding in common shares and warrants of Société d'Exploration Minière Vior Inc. ("Vior Inc."), Spruce Ridge and Commander Resources Ltd. (“Commander”) to fair value at the respective period ends. During the year ended September 30, 2014 the Company acquired an additional 6,000,000 shares of Spruce Ridge due to the sale of the Viking property, resulting in total holdings at December 31, 2013 of 11,000,000. At September 30, 2015 and September 30, 2014, the shares were trading at $0.025 per share and $0.015 per share respectively, resulting in a net gain of $110,000. On February 17, 2015, Société d’Exploration Minière Vior Inc. completed a one for five share consolidation. These shares were trading at $0.015 per share (pre-consolidation) at September 30, 2014 and $0.055 per share (post-consolidation) at September 30, 2015 resulting in a net loss of $3,000 at September 30, 2015. As well, the Vior Inc. warrants held by the Company expired without exercise on August 24, 2015 resulting in an additional loss of $500 at September 30, 2015. Finally, the value of the Commander Resources Ltd shares acquired in July 2013 fell from $0.03 per share at September 30, 2014 to $0.015 per share at September 30, 2015 resulting in a net loss of $1,500. These market price changes result in significant valuation adjustments from period to period.

General and administrative expenses

	Three months ended September 30		Year ended September 30	
	2015	**2014**	**2015**	**2014**
Administrative consulting fees	$ 1,558	$ 2,867	$ 10,640	$ 15,564
Occupancy costs	1,500	3,390	9,667	14,166
Office, secretarial and supplies	6,074	5,992	29,723	29,125
Travel and promotion	-	-	200	215
Insurance	2,910	2,853	11,478	12,804
Directors' fees	-	800	1,000	2,600
Computer network and website maintenance	634	1,315	2,061	3,418
Total	$ 12,676	$ 17,217	$ 64,769	$ 77,892

- Administrative consulting fees, which consist of fees for the CFO, the controller and geological consulting, are down by approximately $3,600 in accordance with budgeted expenditures. There were no geological consulting fees incurred, nor fees for the services provided by the CFO in either the current period or comparative period.
- Occupancy costs are down approximately $1,900 in the current quarter and by $4,500 for the current year. This decrease is the result of a new leasing arrangement. Under the new lease, the occupancy costs should be approximately $500 per month until the lease terminates March 31, 2017.
- There are nominal variances to office, secretarial and supplies expenditures during the current and comparative periods. The majority of the expenditures relate to office salary allocations, and are in accordance with the budget.
- Insurance premiums are down slightly due to a new insurance provider commencing June 1, 2014.
- There were no directors fees paid in Q1 2015, Q2 2015 and Q3 2015, a voluntary cost management measure.

Professional fees

The following summarizes the components of professional fees included in the statement of net and comprehensive loss:

	Three months ended September 30		Year ended September 30	
	2015	**2014**	**2015**	**2014**
Legal and filing fees	$ 101	$ 519	$ 2,275	$ 4,971
Audit fees	15,000	22,500	14,970	18,900
Total	$ 15,101	$ 23,019	$ 17,245	$ 23,871

- The variance of approximately $3,900 between the current and comparative year in audit and accounting expenditures include an over accrual of fiscal 2013 audit fees of $3,600 as well as a significant reduction in audit fees for fiscal 2015 of $7,500 which management was able to negotiate.
- In the current and comparative periods legal and filing fees consist primarily of fees for news releases and SEDAR continuous disclosure filings and correspond with the volume of activity in each period. Also included are nominal legal fees for filing annual returns.

5) Liquidity and Capital Resources

The Company's working capital position at September 30, 2015 was $332,887 (September 30, 2014 - $344,347) a net decrease of $11,500. General operations and exploration activity consumed $122,000 and $29,000 of working capital respectively. Exploration and evaluation assets expenditures primarily related to the Ches property in BC. Additionally $7,400 of costs associated with reclamation of the property upon return to the vendors in March 2015 were expended. These expenditures will be partially offset by the BC mining exploration tax credit of $15,000 that the Company anticipates receiving in Q2 2016. The return of the reclamation bond held by the Government of British Columbia resulted in a cash inflow of $14,500. In addition, $1,025 was spent on the acquisition of the Cariboo Gold property in the during the current year. During the current year, accounts payable have been reduced by $12,100 resulting in a cash outflow. Other significant changes to working capital is the increase in short-term investments from $179,750 at September 30, 2014 to $284,750 at September 30, 2015. This increase results because of the increase in the trading value of the shares held at September 30, 2015.

The Company is continually investigating financing options. The continuing operations of the Company are dependent upon its ability to obtain adequate financing or to commence profitable operations in the future. The Company will be required to raise additional capital to meet its funding requirements for administrative and operating costs and exploration and acquisition costs beyond the year ended September 30, 2015. There can be no assurance that the Company will be successful in obtaining financing. As a result, there is significant doubt regarding the Company’s ability to continue as a going concern. Refer to Note 1 "Nature of operations and going concern".

6) Financing

During the years ended September 30, 2015 and 2014 there were no financing activities.

7) Contractual Obligations

The Company is party to a lease for office space that terminates March 31, 2017. As at September 30, 2015, the contractual cash obligations for the following five fiscal years are as follows:

Nature of obligation	2016	2017	2018	2019	2020
Office lease base rent	$ 2,400	$ 1,200	$ -	$ -	$ -

Pursuant to the lease, the Company is also required to pay lease operating costs that approximate $300 per month.

8) Exploration Expenditures

Refer to “Exploration and evaluation assets,” Note 7 to the Consolidated Financial Statements.

9) Off-Balance Sheet Transactions

There are no off-balance sheet transactions to report.

10) Selected Annual financial Information

The following selected financial data has been extracted from the Consolidated Financial Statements, for the fiscal years ended September 30, 2015, 2014 and 2013 and should be read in conjunction with those Consolidated Financial Statements.

For the years ended or as at September 30	**2015**	**2014**	**2013**
Financial Results	**$**	**$**	**$**
Interest and other income	139	1,527	2,402
Net loss and comprehensive loss for the year	(39,586)	(308,818)	(1,037,611)
Basic and diluted earnings (loss) per share	0.00	0.00	(0.01)
Financial Position			
Working capital	332,887	344,347	471,386
Total assets	359,650	411,397	755,436
Capital stock	13,597,338	13,597,338	13,590,417
Reserves	1,886,077	1,886,077	1,886,077
Deficit	(15,148,771)	(15,109,185)	(14,800,367)

Included in the loss for 2015 is a write off of mineral properties aggregating $49,629, (2014 - $33,627, 2013 - $177,700). During fiscal 2015 the Company reported a gain on sale of mineral property of $Nil, (2014 - $Nil, 2013 - $7,000). Other Comprehensive Loss pertaining to the revaluation of marketable securities from period to period resulted in a $105,000 gain in 2015, (loss of $137,050 - 2014, loss of $730,451 - 2013) being included in Net and Comprehensive Loss.

11) Selected Quarterly Financial Information

The following selected financial data has been extracted from the unaudited interim consolidated financial statements for the fiscal periods indicated and should be read in conjunction with those unaudited financial statements in accordance with IFRS.

Three months ended	Sep 30 2015 (Q4 2015)	Jun 30 2015 (Q3 2015)	Mar 31 2015 (Q2 2015)	Dec 31 2014 (Q1 2015)	Sept 30 2014 (Q4 2014)	Jun 30 2014 (Q3 2014)	Mar 31 2014 (Q2 2014)	Dec 31 2013 (Q1 2014)
	$	$	$	$	$	$	$	$
Loss before impairment (recovery) of exploration and evaluation assets	(29,974)	(17,065)	(20,414)	(27,643)	(42,717)	(48,468)	(17,516)	(30,967)
Recovery (impairment) of exploration and evaluation assets	14,295	1,083	(65,007)	-	-	-	-	(33,627)
Loss before other items	(15,679)	(15,982)	(85,421)	(27,643)	(42,717)	(48,468)	(17,516)	(64,594)
Interest and other income	-	99	40	-	126	1	655	745
Gain (loss) on short-term investments	47,249	(50,499)	164,250	(56,000)	(5,750)	(55,000)	59,650	(135,950)
Comprehensive profit (loss)	31,570	(66,382)	78,869	(83,643)	(48,341)	(103,467)	42,789	(199,799)
Basic and diluted earnings (loss) per share	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

The most significant influences on the variability of profit or loss are the amount of exploration and evaluation asset impairments, gains on sale of exploration and evaluation assets, income from flow-through shares, and gains or losses on short-term investments. The timing of the impairments and gains on sale of the Company's exploration and evaluation assets, cannot be predicted in advance and will vary from one reporting period to the next. As a result, there may be dramatic changes in the financial results and balance sheet position reported by the Company on a period by period basis.

The Company has received common shares and warrants in publicly traded Companies as partial consideration for the sale of mineral property interests in the current and past years. Comprehensive Profit or Loss will fluctuate as the carrying value of these investments is adjusted to fair value at the respective period ends.

12) Directors and Officers

Shane Ebert	*Director and President*	Douglas Cageorge	*Director*
Jean Pierre Jutras	*Director and Vice-President*	Douglas Porter	*Chief Financial Officer*
Barbara O'Neill	*Corporate Secretary*	Lesley Hayes	*Director*

13) Related Party Transactions and Key Management Remuneration

Related party transactions for the years ended September 30, 2015 and 2014 are disclosed and explained in Note 16 to the Audited Consolidated Financial Statements for the year ended September 30, 2015 which accompany this MD&A.

14) Share Capital and Equity Reserves

Refer to Note 11 to the financial statements and the Consolidated Statement of Equity for common share capital, stock option and warrant transactions during the year ended September 30, 2015 and balances as at that date. There were no changes to share capital, options or warrants during the period from October 1, 2015 to January 27, 2016, the date of this report.

15) Financial Instruments

The carrying value of the Company's financial instruments, consisting of cash and cash equivalents, accounts receivable (net of sales tax) and accounts payable and accrued liabilities approximate their fair value due to the short-term nature of the instruments.

It is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments. The Company had no foreign currency denominated fund balances. Consequently, variations in foreign exchange rates will not result in foreign exchange gains or losses at this point in time.

a) Credit risk

Credit risk is the risk of financial loss to the Company if counterparties to a financial instrument fail to meet their contractual obligations. The Company's financial instruments that could be subject to credit risk consist of receivables, government grant receivables and cash held in Bankers' Acceptances and Term Deposits. The Company has had a history of prompt receipt of their receivables and considers credit risk to be low on these instruments as at September 30, 2015 and September 30, 2014.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. The Company's approach to managing liquidity risk is the utilization of budgets, to attempt to maintain sufficient liquidity in order to meet operational and exploration requirements as well as property acquisition commitments. The Company raises capital through equity issues and its ability to do so is dependent on a number of factors including market acceptance, stock price and exploration results. The Company is continually investigating financing options. The continuing operations of the Company are dependent upon its ability to obtain adequate financing or to commence profitable operations in the future. The Company will be required to raise additional capital to meet its funding requirements for administrative and operating costs and exploration and acquisition costs beyond the year ended September 30, 2015. There can be no assurance that the Company will be successful in obtaining financing. As a result, there is significant doubt regarding the Company's ability to continue as a going concern. Refer to Note 1 "Nature of operations and going concern".

c) Market risk

Market risk consists of currency risk, price risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits. There were no foreign currency denominated transactions during the periods disclosed and the Company did not hold cash balances in foreign currencies. As a result the Company is not exposed to foreign currency exchange risks at this time. As the Company has not yet developed producing mineral interests, it is not exposed to commodity price risk at this time. As the Company has no debt facilities and has minimal amounts of interest income, it is not exposed to significant interest rate risk at this time. The Company's equity investments are subject to market price risk. These investments were received as proceeds for the sale of mineral property interests. The Company does not invest excess cash in equity investments as a general rule. The investments in common shares and warrants are recorded at fair value at the respective period ends with the resultant gains or losses recorded in earnings. The price or value of these investments can vary from period to period. During the year ended September 30, 2015, the market price fluctuation on the investments held resulted in a net gain of 105,000 (58%) (2014 - net loss of $137,050 (43%)) on short-term investments.

16) Outlook

The Company’s primary objective is to discover mineral resources in economic quantities capable of supporting an operating mine. Should the Company discover such a promising property, it would likely attempt to ally with a more senior mining company that might option-in on the property or purchase the property outright, as the Company does not have expertise in operating a mine.

During the year ended September 30, 2015, the Company acquired the Cariboo Gold property, located in central British Columbia, through staking. The Company will continue to evaluate and interpret all available historic exploration data from the Cariboo Gold Property and design an appropriate exploration program for 2016. Refer to section 2) Highlights and 3) Mineral properties of this document for more information relating to the acquisition of this property.

The Company continues to actively search for new early stage exploration opportunities and avenues for growth in stable jurisdictions within North America. The Company has not entered into any business combination, acquisition or similar agreements except as noted above.

17) Risks

The business and operations of the Company are subject to numerous risks, many of which are beyond the Company's control. The Company considers the risks set out below to be some of the most significant to potential investors in the Company, but not all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Company is currently unaware or which it considers to be material in relation to the Company's business actually occur, the Company's assets, liabilities, financial condition, results of operation (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline and investors may lose all or part of their investment.

The Company is a natural resource company engaged in the acquisition, exploration and development of mineral properties. Given the nature of the mining business, the limited extent of the Company's assets and the present stage of exploration, the following risk factors, among others, should be considered:

- **Exploration, development and operating risks**
  The Company is in the process of exploring its properties and has not yet determined whether its properties contain economically recoverable reserves and, therefore, does not generate any revenues from production. The recovery of expenditures on mineral properties and the related deferred exploration expenditures are dependent on the existence of economically recoverable mineralization, the ability of the Company to obtain financing necessary to complete the exploration and development of its properties, and upon future profitable production, or alternatively, on the sufficiency of proceeds from disposition. Mineral exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that exploration efforts will be successful.

- **Substantial capital requirements and liquidity**
  Substantial additional funds for the establishment of the Company's current and planned mining operations will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated

from operations. Mineral prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures and operating expenses and geological results are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operation and pursue only those projects that can be funded through cash flows generated from its existing operations, if any.

- **Fluctuating mineral prices**
  The economics of mineral exploration are affected by many factors beyond the Company's control, including commodity prices, the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, the Company may determine that it is impractical to continue a mineral exploration operation. Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any minerals found on the Company's properties.

- **Regulatory, permit and license requirements**
  The current or future operations of the Company require permits from various governmental authorities, and such operations are and will be governed by laws and regulations concerning exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays in development and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for facilities and the conduct of exploration and development operations on the Properties will be obtainable on a reasonable terms, or that such laws and regulation will not have an adverse effect on any exploration or development project which the Company might undertake.

  Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or exploration and development costs, or require abandonment or delays in the development of new or existing properties.

- **Financing risks and dilution to shareholders**
  The Company has limited financial resources, no operations and no revenues. If the Company's exploration program on it properties is successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favourable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity which will result in dilution to the Company's shareholders.

- **Title to properties**
  Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. The Company cannot give an assurance that title to its properties will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Optionors or the Company, as the

case may be does not have title to its properties could cause the Company to lose any rights to explore, develop and mine any minerals on its properties without compensation for its prior expenditures relating to its properties.

- **Competition**
  The mineral exploration and development industry is highly competitive. The Company will have to compete with other mining companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of mineral claims, leases and other mineral interest as well as for the recruitment and retention of qualified employees and other personnel. Failure to compete successfully against other mining companies could have a material adverse effect on the Company and its prospects.

- **Reliance on management and dependence on key personnel**
  The success of the Company will be largely dependent upon the performance of its directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

- **Environmental risks**
  The Company's exploration and appraisal programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and provincial and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increase capital expenditures and operating costs.

- **Conflicts of interest**
  Certain of the Directors and Officers of the Company are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies and, as a result of these and other activities, such Directors and Officers of the Company may become subject to conflicts of interest. Canadian corporate laws provide that in the event that a Director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contact or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided under those laws. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the applicable Canadian corporate laws.

- **Uninsurable risks**
  Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, any of which could result in damage to, or destruction of mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Company's results of operations and financial condition and could cause a decline in the value of the Company's shares.

- **Litigation**
  The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

18) Critical Accounting Estimates

The most significant accounting estimate for the Company relates to the carrying value of its exploration and evaluation assets. Exploration and evaluation assets consist of the capitalized costs of exploration and mining concessions. Acquisition and leasehold costs and exploration costs are capitalized and deferred until such time as the property is put into production or the properties are disposed of either through sales or abandonments. The estimated values of exploration and evaluation assets are assessed by management when facts and circumstances suggest that the carrying amount of the asset may exceed its recoverable amount. Reference is made to project economics, including the timing of the exploration and/or development work, the work programs and exploration results experienced by the Company and others, financing, the extent to which optionees have committed, or are expected to commit to, exploration on the property and the imminent expiry of right to explore, among other factors. When it becomes apparent that the carrying value of a specific property will not be realized, an impairment provision is made for the decline in value.

The Company’s estimate for asset retirement obligations is based on existing laws, contracts or other policies. The value of the obligation is based on estimated future costs for abandonments and reclamations which requires that certain assumptions be made. By their nature, these estimates are subject to measurement uncertainty.

Another significant accounting estimate relates to valuing stock-based compensation and warrants. The Company uses the Black-Scholes Option Pricing Model. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company’s stock options granted and vested, or warrants issued, during the year.

The Company estimates the fair value of its short-term equity investments at each period end as they are carried at fair value in the Balance Sheet. The Company uses the closing price of the common shares on the period-end date and uses the Black-Scholes Option Pricing Model discussed above to estimate the value of its investment in warrants. The price at which these instruments can ultimately be sold will vary from these estimates due to the timing of their sale, the volume of trading in the securities at any given time and changes in the market over time, among other factors.

19) New Accounting Policies

The Company did not adopt any new accounting policies during the year ended September 30, 2015.

IFRS accounting standards, interpretations and amendments subsequent to period-end

Certain new accounting standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for periods subsequent to those disclosed in the financial statements. They include the following, but do not include updates that are not applicable or are not consequential to the Company's operations:

i) IFRS 9 - Financial Instruments

IFRS 9 - Financial instruments, and consequential amendments to other related standards, is effective for accounting periods commencing on or after January 1, 2015. There have been new amendments related to IFRS 9 issued in November 2013. Although the transition date has been deferred, these amendments would be required to be prospectively applied in the financial statements for the 2014 year, as the Company has early adopted this section. However, these amendments relate to hedging and own credit risk, to which the Company is not exposed, therefore these amendments do not have a significant impact on its financial reporting.

20) Other

Additional information relating to the Company may be found on SEDAR at www.sedar.com.