

ROCHESTER RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THREE MONTHS ENDED AUGUST 31, 2016

This discussion and analysis of financial position and results of operation is prepared as at October 31, 2016 and should be read in conjunction with the unaudited condensed consolidated interim financial statements and the accompanying notes for the three months ended August 31, 2016 of Rochester Resources Ltd. ("Rochester" or the "Company"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

Forward-Looking Statements

This MD&A contains certain statements that may constitute "forward-looking statements". Forward-looking statements include but are not limited to, statements regarding future anticipated exploration programs and the timing thereof, and business and financing plans. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, the Company's ability to identify one or more economic deposits on its properties, to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies.

Historical results of operations and trends that may be inferred from this MD&A may not necessarily indicate future results from operations. In particular, the current state of the securities markets for junior resource companies may render it difficult or impossible for the Company to raise the funds necessary to continue operations.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedar.com and readers are urged to review these materials.

Company Overview and Going Concern

The Company is a junior natural resource company engaged in the exploration and development of the Mina Real Project located in Mexico. The Company holds 100% undivided interests in the Mina Real and San Francisco Properties. In addition the Company has an agreement to acquire a 70% interest in the Santa Fe Property.

The Company's Mina Real operations have been affected by low grades of mineralized material and operational challenges. Commencing fiscal 2015 the Company has recorded impairment provisions totalling approximately \$12,500,000. See "Property Update - Impairment". During the three months ended August 31, 2016 the Company reported a loss of \$427,498 and, as at August 31, 2016, the Company had an accumulated deficit of \$65,107,707 and a working capital deficit of \$16,948,092. The Company's ability to continue as a going concern is dependent on the ability of the Company to generate positive operating cash flow, the continued financial support of its directors, shareholders and creditors and from the sale of additional common shares or other equity or debt instruments. See "Financial Condition/Capital Resources".

The Company is a reporting issuer in British Columbia, Alberta and Saskatchewan and trades on the TSX Venture Exchange ("TSXV") under the symbol "RCT", the Frankfurt Stock Exchange Open Market under the trading Symbol "R5I" and on the Pink OTC Markets under the symbol "RCTFF".

Property Update

The Company holds a 100% interest in Mina Real which holds a 100% interest in the Mina Real Property, a gold and silver property located in the state of Nayarit, Mexico, east of the state capital city of Tepic. Mina Real also owns 70% of Compania Minera Santa Fe S.A. de C.V. ("Compania Minera") which holds a 100% interest in the Santa Fe gold and silver property located immediately east of the Mina Real Property. Through Mina Real the Company has an agreement to acquire a 70% interest in one concession (the "Santa Fe Property") located near the Mina Real Property. Under the terms of the agreement the Company agreed to implement a program of exploration to determine if the Santa Fe Property can be economically exploited. In addition, if the exploration work is successful, the Company agreed to provide the necessary capital to construct a processing plant capable of processing a minimum of 200 tonnes per day. The Company has conducted limited exploration on the property and is assessing alternatives to advance the development of the Santa Fe concessions. The Company is required to pay an ongoing monthly fee of US \$10,000 to the 30% concession owners of the Santa Fe Property. All amounts owing have been paid as at the date of this MD&A.

The Mina Real Property consists of eight mining concessions and one mineral claim encompassing a total area of 21,367.42 hectares. The contiguous Santa Fe Property consists of one mining concession totaling 3,852.66 hectares. The San Francisco Property consists of twelve mining concessions encompassing 18,125.05 hectares.

The terrain on the properties is rugged and steep with deeply incised valleys. Elevations range from 800 to 1,600 meters above sea level. The climate is sub-tropical and characterized by a dry and a wet season.

The mining history of the area is not well documented. However, older local residents near the mine area relate that minor mining was conducted during the 1940's and 1950's. After the acquisition by Desarrollos Mineros de Occidente ("DMO") of the property in 2000, access roads were built, old mine workings were made accessible and development work was done. During the period 2001 to 2003 DMO mined approximately 4,000 tonnes of mineralized vein material with an average gold content of 10 g/t gold (Mexican Geological Service Report, July 2005).

The State of Nayarit lies within the physiographic province known as the Sierra Madre Occidental, an extensive belt of mainly volcanic rocks overlying and intruding Precambrian to Jurassic basement rocks. It lies also within the Province of the Pacific Coastal Plains and its south central area lies within the Neo-volcanic Axis Province.

The structural geology at the Mina Real Property comprises normal faults with NNW-SSE orientations with subsided blocks to the east and west, which form deep canyons and steep walls. The main regional lineaments are oriented NW-SE, secondary fracturing and post-mineral faulting have an orientation NW-SE and NE-SW and the main regional structure is the Tepic-Zacoalco Graben.

The structural geology of the San Francisco Property comprises normal faults with NNW-SSE orientations and the main regional structure is the Compostela Graben.

Since 2006 the Company has explored for the continuation and extension of the primary vein sets on the Mina Real and Santa Fe properties. Exploration has consisted of 198 trenches, 39 surface and 3 underground drill holes totaling 7,946.85 meters and 31,000 meters of underground drifting. The exploration programs have delineated over 36 mineralized quartz veins.

Since 2012 the Company has explored for the continuation and extension of primary vein sets on the San Francisco Property. Exploration has consisted of 73 trenches and 4,435 meters of underground drifting.

At present there is no Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") or 43-101 compliant Resources or Reserves for the Mina Real Property, the Santa Fe Property or the San Francisco Property.

The Company has been processing mineralized material since 2007 when it commissioned a 200 tonne per day cyanidation plant.

The Company has conducted mining operations without defined mineral resources and the production decision was not based on a feasibility study of mineral reserves that has demonstrated technical or economic viability.

On October 23, 2015 the Company filed, on SEDAR, a National Instrument 43-101 technical report on the Mina Real, Santa Fe and San Francisco Properties. The report is available for viewing at www.sedar.com.

Impairment

The Mina Real operations have been affected by low grades of mineralized material and operational challenges resulting in low recoveries. The Company recorded impairment charges as follows:

- (i) During fiscal 2015 management assessed whether there were any indications of impairment of the Company's Mina Real operations in property, plant and equipment as required by IAS 36. In light of the continued large net loss from operations, negative cash flow from operations and the low trading value of the Company's common shares, management has concluded there were indications of impairment.

When indications of impairment are determined to be present, IAS 36 requires the Company to estimate the recoverable amount of the Company's property, plant and equipment. The Company does not have sufficient verifiable information to prepare adequately detailed and meaningful calculations of fair value less costs of disposal or value in use. Therefore, the Company applied a fair value-based method that takes into account the Company's financial position and results of operations and operational issues among other factors in determining an estimated recoverable amount. This method indicated that an impairment provision of \$4,000,000 was appropriate as at May 31, 2015. Due to further declines from operations in Fiscal 2016 the Company recorded a further impairment charge of \$5,875,572. Due to the change in the estimate of the provision for site restoration, during the three months ended August 31, 2016, the Company recorded a reversal of \$13,817 to the impairment charges previously taken.

- (ii) During fiscal 2016 the Company assessed whether an impairment was required with respect to the Santa Fe Property as required by IFRS 6. In making the assessment management considered the Company's financial situation and its inability to implement an exploration work program. As a result, during Fiscal 2016, the Company recorded an impairment charge of \$2,509,754 to reduce the carrying value to \$nil. A further impairment charge of \$95,242 was recorded during the three months ended August 31, 2016.

Operations

A mining study to establish the technical feasibility and economic viability of the Mina Real Property has not been completed nor does the project host a mineral resource. As a result there is increased uncertainty and risk of economic and technical failure.

Mill operating statistics for three months ended August 31, 2015 ("Q1/2016"), the three months ended May 31, 2016 (Q4/2016) and three months ended August 31, 2016 ("Q1/2017") are provided in the table below:

RESULTS	Q1/2016 (Jun 1, 2015 - Aug 31, 2015)	Q4/2016 (Mar 1, 2016 - May 31, 2016)	Q1/2017 (Jun 1, 2016 - Aug 31, 2016)
Tonnes Processed	17,575 tonnes	14,902 tonnes	13,138 tonnes
Gold Grade	1.89 g/t	1.87 g/t	2.23 g/t
Silver Grade	217.54 g/t	125.05 g/t	139.90 g/t
Gold Recovery	93.18 %	92.67 %	93.93 %
Silver Recovery	51.06 %	33.64 %	39.05 %
Gold Produced	995 ounces	831 ounces	886 ounces
Gold Sold	980.41 ounces	818.20 ounces	872.64 ounces
Silver Produced	62,756 ounces	20,157 ounces	23,075 ounces
Silver Sold	60,873.79 ounces	19,552.04 ounces	22,382.56 ounces
Gold Equivalent Produced	1,839 ounces	1,092 ounces	1,220 ounces
Developed Meters	996 meters	910 meters	819 meters
Samples Taken	9,386 samples	4,666 samples	4,642 samples
Diamond Drilling Meters	0 meters	0 meters	0 meters
Access Road Kilometers	0 kilometers	0 kilometers	0 kilometers

Q1/2017 Compared to Q4/2016

Production of gold during Q1/2017 was 6.6% higher than production during Q4/2016 (886 ounces compared to 831 ounces). Silver production during Q1/2017 was 14.5% higher than Q4/2016 (23,075 ounces compared to 20,157 ounces). The gold equivalent production in Q1/2017 was 11.7% higher than Q4/2016 (1,220 ounces compared to 1,092 ounces). Total tonnes processed in Q1/2017 were 11.8% lower than total tonnes processed in Q4/2016 (13,138 tonnes as compared to 14,902 tonnes).

The increase in production during Q1/2017 was due to higher grades and recoveries. The decrease in tonnes processed was due to the rainy season that did not allow mining in the Macedo area and provoked stability problems in the Florida area. On a per tonnage basis, the gold equivalents produced during Q1/2017 (0.093 ounces/tonne) were higher than Q4/2017 (0.073 ounces/tonne), due mainly to the increase in both gold and silver grades and recoveries.

Q1/2017 Compared to Q1/2016

In Q1/2017 the Company produced 866 ounces of gold and 23,075 ounces of silver compared to 995 ounces of gold and 62,756 ounces of silver during Q1/2016. The gold equivalent production in Q1/2017 was 1,839 ounces as compared to 1,220 ounces in Q1/2016. Total tonnes processed in Q1/2017 were 13,138 as compared to 17,575 in Q1/2016. However, in Q1/2017 the grade of mineralized material was slightly higher for gold at 2.23 g/t gold as compared to 1.89 g/t gold in Q1/2016 and lower in silver at 139.90 g/t silver in Q1/2017 compared to 217.54 g/t silver in Q1/2016. In addition, gold recoveries were slightly higher at 93.93% for Q1/2017 compared to 93.18% for Q1/2016 and silver recoveries were lower at 39.05% for Q1/2017 compared to 51.06% for Q1/2016.

The production statistics continue to demonstrate the difficulties in establishing a mine plan to deliver consistent volumes and grades, especially in silver.

Drifting

The allocation for drifting amongst areas during each of Q1/2015, Q4/2016 and Q1/2017 is as follows:

Area	Q1/2015 (meters)	%	Q4/2016 (meters)	%	Q1/2017 (meters)	%
Tajos Cuates	333	33%	0	0%	0	0%
Florida NW	68	7%	568	63%	366	45%
Florida SE Project	26	3%	31	3%	254	31%
Macedo Project	5	0%	111	12%	0	0%
Florida IV	6	1%	0	0%	0	0%
San Francisco Project	557	56%	200	22%	199	24%
TOTAL DRIFTING	995	100%	910	100%	819	100%

Distribution of the development during each of Q1/2015, Q4/2016 and Q1/2017, by activity, is as follows:

Type of Drifting	Q1/2015 (meters)	%	Q4/2016 (meters)	%	Q1/2017 (meters)	%
Exploration	594	60%	438	48%	525	64%
Stope Preparation	401	40%	472	52%	294	36%
TOTAL DRIFTING	995	100%	910	100%	819	100%

Exploration and Development Activities

The Company has ongoing exploration and development programs at Mina Real to identify additional mineralized material to provide mill feed for operations. During Q1/2017 the exploration and development works were ongoing at Florida NW, Florida SE and San Francisco. The Company continued to work to advance development of working faces however its efforts were curtailed due to the rainy season which provoked landslides, thereby increasing costs due to more shotcrete being required and low productivity. Poor operating results have resulted in diminished working capital to fund work programs. The Company is in a precarious position as it has to identify better quality mineralized material but its ability to do so is hampered by a lack of capital.

Operations

Total production during Q1/2017 from the various working faces was 14,227 tonnes (Q4/2016 - 15,643 tonnes). Of this production 9% (Q4/2016 - 4%) came from Tajos Cuates, 75% (Q4/2016 - 79%) from Florida NW, 0% (Q3 - 2%) from Macedo, and the remaining 16% (Q4/2016 - 15%) from the San Francisco Project.

Mill Area

The lack of available working capital has resulted in delays for completion of capital works programs. Some minor works were completed but key work on the 10' x 10' mill has yet to be completed.

Selected Financial Data

The following selected financial information is derived from the unaudited condensed consolidated interim financial statements of the Company.

	Fiscal 2017	Fiscal 2016				Fiscal 2015		
Three Month Period Ending	Aug 31/16 \$	May 31/16 \$	Feb 29/16 \$	Nov 30/15 \$	Aug 31/15 \$	May 31/15 \$	Feb 28/15 \$	Nov 30/14 \$
Operations:								
Revenues	1,989,142	1,590,575	1,554,972	1,695,215	2,562,209	2,483,289	2,886,265	2,539,215
Cost of sales	(1,701,484)	(1,862,851)	(2,034,139)	(2,447,929)	(2,892,432)	(2,953,053)	(3,358,665)	(3,116,767)
Depletion and amortization	(193,842)	(318,483)	(337,163)	(369,968)	(381,780)	(603,927)	(592,258)	(554,935)
Provision for site restoration	(16,770)	(14,352)	(15,236)	(15,645)	(15,695)	(13,695)	(13,960)	(14,062)
Expenses, excluding impairment	(423,119)	57,120	(221,394)	(587,798)	(605,581)	(382,202)	(628,843)	(384,415)
Impairment of exploration and evaluation assets	(95,242)	(2,509,754)	-	-	-	-	-	-
Adjustment to impairment of property, plant and equipment	13,817	(5,875,572)	Nil	Nil	Nil	(4,000,000)	Nil	Nil
Comprehensive loss	(427,498)	(8,933,317)	(1,052,960)	(1,726,125)	(1,333,279)	(5,469,588)	(1,707,461)	(1,530,964)
Basic and diluted loss per share	(0.02)	(0.46)	(0.05)	(0.09)	(0.08)	(0.40)	(0.13)	(0.11)
Statement of Financial Position:								
Working capital (deficit)	(16,948,092)	(16,731,085)	(16,385,952)	(15,716,745)	(14,465,008)	(13,648,697)	(12,516,417)	(11,072,938)
Total assets	7,619,917	7,848,622	16,230,552	16,899,255	17,594,148	18,209,731	22,348,121	22,721,924
Long-term debt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Provision for site restoration	(1,169,284)	(1,152,635)	(880,927)	(1,150,096)	(1,118,165)	(1,091,286)	(910,956)	(1,084,717)

Results of Operations

Three Months Ended August 31, 2016 Compared to Three Months Ended May 31, 2016

During the three months ended August 31, 2016 ("Q1/2017") the Company reported a loss of \$427,498 compared to a loss of \$8,933,317 for the three months ended May 31, 2016 ("Q4/2016"), a decrease in loss of \$8,505,819. The decrease in comprehensive loss was primarily attributable to:

- (i) the recognition of a \$2,509,754 impairment of exploration and evaluation assets in Q4/2016 compared to \$95,242 in Q1/2017; and
- (ii) the recognition of a \$5,875,572 impairment of property, plant and equipment in Q4/2016 compared to in Q1/2017 a reversal of \$13,817 to the impairment charges previously taken.

Three Months Ended August 31, 2016 Compared to Three Months Ended August 31, 2015

During the three months ended August 31, 2016 (the "2016 period") the Company recorded a loss of \$427,498 (\$0.02 per share) compared to a loss of \$1,333,279 (\$0.08 per share) for the three months ended August 31, 2015 (the "2015 period"), a decrease in loss of \$905,781. The decrease in loss is mainly attributed to:

- (i) the recognition of a foreign exchange loss of \$21,164 in the 2016 period compared to a foreign exchange loss of \$147,521 in the 2015 period;
- (ii) slightly better operating results due to higher grades of mineralized materials; and

- (iii) reduced depletion and amortization due to impact of impairment provisions taken at the end of fiscal 2016.

Operations

During the 2016 period the Company sold 1,196 equivalent ounces of gold and realized revenues of \$1,663 per equivalent ounce as compared to the sale of 1,799 equivalent ounces of gold and realized revenues of \$1,424 per equivalent ounce in the 2015 period.

The Company's cost of operations per equivalent ounce of gold sold in the 2016 period was \$1,599 as compared to \$1,829 in the 2015 period. The decrease of \$230 per ounce reflects a \$185 decrease in direct operating cost of sales, a \$50 decrease in depletion and amortization and a \$5 increase in the provision for site restoration.

Direct operating cost of sales for the 2016 and 2015 periods comprise the following:

	2016 \$	2015 \$
Mine costs	592,942	1,164,293
Mill costs	457,866	823,735
Service department costs	650,676	904,404
	<u>1,701,484</u>	<u>2,892,432</u>

General and administrative expenses for the 2016 and 2015 periods are as follows:

	2016 \$	2015 \$
Accounting and administrative	10,700	18,500
Audit and tax services	2,982	23,204
Legal	9,947	24,961
Management fees	33,000	33,000
Office	18,079	14,998
Professional fees	29,987	39,752
Regulatory fees	1,300	1,800
Salaries and benefits	50,790	58,310
Transfer agent fees	673	965
Travel	4,198	9,649
	<u>161,656</u>	<u>225,139</u>

General and administrative expenses of \$161,715 were reported for the 2016, a decrease of \$63,483 from \$225,139 during the 2015 period. Specific expenses of note during the 2016 period are as follows:

- (i) professional fees totalling \$29,987 (2015 - \$39,752) were recorded of which \$29,961 (2015 - \$29,877) were recorded to directors and officers. The decrease in the 2016 period was due to \$11,375 paid for the preparation of the Company's technical report during the 2015 period;
- (ii) accounting and administration fees of \$10,700 (2015 - \$18,500) were paid, reflecting a decrease in the scope of accounting and administrative services performed during the 2016 period;
- (iii) legal fees totalling \$9,947 (2015 - \$24,961) were incurred primarily for services and ongoing retainers for the Company's Mexican operations; and
- (iv) incurred audit fees and tax services of \$2,982 (2015 - \$23,204). The fluctuation between the 2016 period and the 2015 period was solely due to the timing of billings for the audit of the Company's year-end financial statements.

Exploration and Evaluation Assets

During the 2016 period the Company incurred additions, net of recoveries, of \$95,242 (2015 - \$64,586) on exploration and evaluation assets for the Santa Fe property, mainly for payments of ongoing monthly fees of US \$10,000 to the 30% concession owners and annual mineral concession payments.

During the 2016 period the Company recorded an impairment charge of \$95,242 (fiscal 2016 - \$2,509,754) to reflect management's continued assessment of a \$nil carrying value of the Santa Fe property.

Property, Plant and Equipment

Cost:	Mineral Property \$	Land \$	Buildings \$	Mill and Mine Equipment \$	Capital Works in Progress \$	Total \$
Balance, May 31, 2015	33,582,163	2,692,313	3,679,314	6,279,013	208,769	46,441,572
Additions	4,233	-	-	2,627	1,867	8,727
Disposal	-	-	-	(46,906)	-	(46,906)
Changes due to revision	(14,535)	-	-	-	-	(14,535)
Balance, May 31, 2016	33,571,861	2,692,313	3,679,314	6,234,734	210,636	46,388,858
Additions	17,583	-	-	-	2,153	19,736
Changes due to revision	(33,553)	-	-	-	-	(33,553)
Balance, August 31, 2016	<u>33,555,891</u>	<u>2,692,313</u>	<u>3,679,314</u>	<u>6,234,734</u>	<u>212,789</u>	<u>46,375,041</u>
Accumulated depletion, amortization and impairment:						
Balance, May 31, 2015	(28,937,364)	(1,047,000)	(914,045)	(2,309,216)	-	(33,207,625)
Depletion and amortization	(614,874)	-	(214,885)	(577,635)	-	(1,407,394)
Impairment	(4,019,623)	(1,645,313)	-	-	(210,636)	(5,875,572)
Disposal	-	-	-	31,279	-	31,279
Balance, May 31, 2016	(33,571,861)	(2,692,313)	(1,128,930)	(2,855,572)	(210,636)	(40,459,312)
Depletion and amortization	-	-	(53,677)	(140,165)	-	(193,842)
Impairment	15,970	-	-	-	(2,153)	13,817
Balance, August 31, 2016	<u>(33,555,891)</u>	<u>(2,692,313)</u>	<u>(1,182,607)</u>	<u>(2,995,737)</u>	<u>(212,789)</u>	<u>(40,639,337)</u>
Carrying value:						
Balance, May 31, 2016	<u>-</u>	<u>-</u>	<u>2,550,384</u>	<u>3,379,162</u>	<u>-</u>	<u>5,929,546</u>
Balance, August 31, 2016	<u>-</u>	<u>-</u>	<u>2,496,707</u>	<u>3,238,997</u>	<u>-</u>	<u>5,735,704</u>

During the 2016 period the Company incurred 19,736 (2015 - \$9,997) for additions to property, plant and equipment. The Company also recorded a credit of \$33,553 (2015 - debit of \$11,814) for changes due to revisions to the provision for site restoration. Exploration, development and production activities conducted during the 2016 period are described in "Property Update" in this MD&A.

Financing and Advances

During the 2016 and 2015 periods the Company did not complete any financings.

During the 2016 period the Company received advances totalling \$221,521. The advances bear interest at a rate of 12% per annum and have no fixed terms of repayment.

Financial Condition / Capital Resources

The Company's Mina Real operations have been affected by operational challenges. During the 2016 period the Company recorded a loss of \$427,498 and, as at August 31, 2016, the Company had an accumulated deficit of \$65,107,707 and a working capital deficit of \$16,948,092. The Company has funded its negative operating cash flow through increased levels of accounts payable and accrued liabilities and from ongoing advances from its President and the Chairman of the Company. In the immediate term, the Company's ability to continue as a going concern is dependent upon its ability to improve its operations to generate positive operating cash flow from the Mina Real Property, to raise additional capital to fund its ongoing business operations and exploration projects and repay indebtedness as they come due. In the short term the Company has relied on ongoing advances from officers of the Company to provide working capital. Additional capital may be sought from existing shareholders and creditors and from the sale of additional common shares or other equity or debt instruments. There is no assurance such additional capital will be available to the Company on acceptable terms or at all. Management is currently assessing its capital structure and considering if any amendments are required. In the longer term the recoverability of the carrying value of the Company's long-lived assets is dependent upon the Company's ability to preserve its interest in the underlying mineral property interests, the discovery of economically recoverable reserves, the

achievement of profitable operations and the ability of the Company to obtain financing to support its ongoing exploration programs and mining operations. Whether the Company can generate positive cash flow and, ultimately, achieve profitability is uncertain. These uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company has no proposed transactions.

Changes in Accounting Policies

There are no changes in accounting policies.

Related Party Disclosures

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the reporting period.

(a) Transactions with Key Management Personnel

During the 2016 and 2015 periods the following amounts were incurred with respect to the President (Mr. Eduardo Luna), the Chief Financial Officer (Mr. Jose Manuel Silva) and the Chairman (Mr. Nick DeMare) of the Company:

	2016 \$	2015 \$
Management fees - Mr. Luna	33,000	33,000
Professional fees - Mr. DeMare	9,120	9,120
Professional fees - Mr. Silva	5,841	5,757
	<u>47,961</u>	<u>47,877</u>

As at August 31, 2016, \$656,818 (May 31, 2016 - \$609,876) remained unpaid.

(b) Transactions with Other Related Parties

(i) During the 2016 and 2015 periods the following amounts were incurred with respect to the Company's non-executive directors (Messrs. Joseph Keane, Marc Cernovitch, Simon Tam and Michael Magrum) and the Company's Corporate Secretary (Mr. Harvey Lim):

	2016 \$	2015 \$
Professional fees - Mr. Keane	3,000	3,000
Professional fees - Mr. Cernovitch	3,000	3,000
Professional fees - Mr. Tam	3,000	3,000
Professional fees - Mr. Magrum	3,000	3,000
Professional fees - Mr. Lim	3,000	3,000
	<u>15,000</u>	<u>15,000</u>

As at August 31, 2016, \$234,000 (May 31, 2016, \$219,000) remained unpaid.

(ii) During the 2016 period the Company incurred a total of \$10,700 (2015 - \$18,500) to Chase Management Ltd. ("Chase"), a private corporation owned by Mr. DeMare, for accounting and

administration services provided by Chase personnel, excluding Mr. DeMare's services. As at August 31, 2016, \$nil (May 31, 2016, \$19,706) remained unpaid.

- (c) The Company has received ongoing advances which bear interest at a rate of 9% per annum and have no fixed terms of repayment. During the 2016 period the Company repaid principal of \$nil (2015 - \$9,739). In addition the Company recognized \$28,915 (2015 - \$29,510) of interest expense. As at August 31, 2016 \$412,597 (May 31, 2016 - \$383,287) of interest remained unpaid.

As at August 31, 2016, \$1,280,490 was outstanding of which \$1,270,011 are due to Mr. Luna (\$901,568) and private corporations controlled or affiliated with Mr. DeMare (\$368,443).

- (d) The Company has also received ongoing advances which bear interest at a rate of 12% per annum and have no fixed terms of repayment. During the 2016 period the Company received advances totalling \$221,521 (2015 - \$309,598) and repaid principal of \$nil (2015 - \$36,038). In addition the Company recognized \$84,787 (2015 - \$73,193) of interest expense of which the Company paid \$nil (2015 - \$838). As at August 31, 2016 \$793,078 (May 31, 2016 - \$706,084) of interest remained unpaid.

As at August 31, 2016 a total of \$3,016,522 was outstanding of which \$3,004,206 of these advances are due to Mr. Luna (\$2,726,476), Mr. Keane (\$26,248) and private corporations controlled or affiliated with Mr. DeMare (\$251,482).

- (e) During fiscal 2013 the Company completed a secured convertible debenture financing of \$950,000 of which a total of \$677,000 of the debentures were issued to Mr. Luna (\$577,000), Mr. Magrum (\$50,000) and Mr. Keane (\$50,000). During the 2016 period the Company recorded \$44,228 (2015 - \$47,890) of interest expense. As at August 31, 2016, \$681,393 (May 31, 2016 - \$637,164) of interest remained unpaid. On December 31, 2014 the debentures matured and are considered to be due and payable, with accrued interest. The debenture holders have not demanded repayment of principal or accrued interest.

- (f) On January 31, 2013 the Company exercised the Back-In Options to re-acquire the 20% equity interest in Mina Real for a total of \$5,500,000, to be paid over a 30 month period. The amounts due to E-Energy Ventures Inc. ("E-Energy") and United Coal Holdings Ltd. ("United Coal") are secured by the assets of the Company and interest is calculated at 9% per annum on the declining balance at the end of the month. During the 2016 period the Company repaid \$nil (2015 - \$15,000) of principal and recorded \$82,369 (2015 - \$82,406) of interest. As at August 31, 2016 long-term debt totalling \$3,631,000 (May 31, 2016 - \$3,631,000) and interest payable of \$1,256,521 (May 31, 2016 - \$1,174,153) remained outstanding. Neither E-Energy nor United Coal has demanded payment of the amounts in arrears. The Company, E-Energy and United Coal are related by way of a common director, Mr. Simon Tam.

Risks and Uncertainties

The Company advises that it did not base its production decision on a feasibility study of mineral reserves, demonstrating economic and technical viability, and, as a result, there may be an increased uncertainty of achieving any particular level of recovery of minerals or the cost of such recovery, including increased risks associated with developing a commercially mineable deposit. Historically, projects which proceed without a feasibility study have a much higher risk of economic and technical failure.

The Company competes with other mining companies, some of which have greater financial resources and technical facilities, for the acquisition of mineral concessions, claims and other interests, as well as for the recruitment and retention of qualified employees.

The Company is in compliance in all material regulations applicable to its exploration activities. Existing and possible future environmental legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted. Before production can commence on any properties, the Company must obtain regulatory and environmental approvals. There is no assurance that such approvals can be obtained on a timely basis or at all. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations.

The Company's activities are conducted in Mexico. Consequently, the Company is subject to certain risks, including currency fluctuations and possible political or economic instability which may result in the impairment or loss of mining title or other mineral rights, and mineral exploration and mining activities may be affected in varying degrees by political stability and governmental regulations relating to the mining industry.

Outstanding Share Data

The Company's authorized share capital is unlimited common shares without par value. As at October 31, 2016, there were 20,460,882 issued and outstanding common shares and 1,185,000 warrants outstanding with an exercise price of \$0.05 per share.