

SHOSHONI GOLD LTD.
For the year ended February 29, 2016
Management's Discussion and Analysis

Date

This discussion and analysis of financial position and results of operations is prepared as at June 28, 2016. The audited annual financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Overview

The Company is incorporated under the Company Act of British Columbia, and extra-provincially registered in the Northwest Territories. Its principal activities are the exploration of resource properties. The Company has interests in a gold property in the Yukon Territory. The Company's property is currently at the "exploration stage". At this time the Company has no production from its mineral interests.

Selected Annual Information

	Year Ended February 29, 2016	Year Ended February 28, 2015	Year Ended February 28, 2014
Total Revenue	\$ Nil	\$ Nil	\$ Nil
Operating loss:			
Total for the year	223,045	124,660	187,980
Per share (basic & diluted)	0.00	0.00	0.01
Net loss or (income):			
Total for the year	223,045	124,660	187,980
Per share (basic & diluted)	0.00	0.00	0.01
Working capital (deficiency)	(437,003)	(233,830)	(11,621)
Total assets	2,294,891	2,323,107	2,366,786
Resource property costs	2,271,720	2,290,730	2,192,812

Losses for the last three years have ranged from a low of \$187,980 in fiscal 2014 to a high of \$223,045 in the 2016 fiscal period. The fluctuations have been caused mainly by the differences in the amounts of asset retirement obligations, the write down of exploration and evaluation assets and the recovery of exploration tax credits. The large write down in the 2016 fiscal year was primarily due to the write down of the ZPG property.

The working capital deficiencies for 2014, 2015 and 2016 were due to the difficulties in raising venture capital for equity financing in the current market conditions during the period.

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Results of Operations

Results of Operations for the years ended February 29, 2016 and February 28, 2015:

The Company incurred a net loss of \$223,045 for the year ended February 29, 2016 as compared to a net loss of \$124,660 for the year ended February 28, 2015. In the current year, the majority of the expenses were much lower than the previous year except for consulting fees, property investigation costs and write down of exploration and evaluation assets. During the year, consulting and property investigation costs increased as the Company looked for new business ventures. The increase to write down of exploration and evaluation assets was due to the write down of the ZPG property during the period.

Summary of Quarterly Results

The following table sets out financial information for the Company for each of the last eight quarters summarized in accordance with IFRS.

Quarter Ended	Feb 29, 2016 \$	Nov 30, 2015 \$	Aug 31, 2015 \$	May 31, 2015 \$
Revenue	Nil	Nil	Nil	Nil
Loss for period	(181,796)	(4,090)	(17,886)	(19,273)
Loss per share	(0.005)	(0.001)	(0.001)	(0.001)
Quarter Ended	Feb 28, 2015 \$	Nov 30, 2014 \$	Aug 31, 2014 \$	May 31, 2014 \$
Revenue	Nil	Nil	Nil	Nil
Loss for period	(65,868)	(18,891)	(22,327)	(17,574)
Loss per share	(0.002)	(0.001)	(0.001)	(0.001)

Liquidity

Historically the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company has issued common share capital in past years, pursuant to private placement financings and the exercise of warrants or options. The Company's access to exploration financing when the financing is not transaction specific is always uncertain. There can be no assurance of continued access to equity funding.

The Company's cash on hand increased to \$5 as at February 29, 2016 from negative \$19 as at February 28, 2015. The Company had a working capital deficiency of \$437,003 as at February 29, 2016 compared to a working capital deficiency of \$233,830 as at February 28, 2015.

The Company currently has no commitments for any credit facilities such as revolving credit agreements or lines of credit. The Company has no long term debt, capital lease obligations, operating leases or any other long term obligations. At February 29, 2016, the Company had recorded Asset Retirement Obligations in the amount of \$16,825 for the Sunrise Natural Gas property.

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Resource Properties

Kirkland Creek Property

The Company has negotiated the purchase of the Kirkland Creek Property, located 120 kilometers northwest of Whitehorse, Yukon, in the Ashihik Lake region. The property originally was comprised of 144 claims totaling approximately 7,300 acres. The Company paid the vendor 2,000,000 common shares for a 100% interest in the property. The vendor will retain a 3% net smelter royalty ("NSR") on any mineral production from the property. The Company has the right to purchase up to 2% of the 3% NSR for \$1,000,000 per percentage point. On May 7, 2007, the Company announced that it had expanded the property by staking an additional 36 claims (1,830 acres) adjoining the original 144-claim block. The Company has allowed some of the claims it considers to be of lesser importance to lapse. The Kirkland Creek property now consists of 40 contiguous claims.

ZPG Property

The Company has entered into an option agreement with WPC Resources Inc. ("WPC") to earn a 60% interest in the ZPG property in Lander County, Nevada. Pursuant to the agreement by December 31, 2015 the Company will make expenditures and incur exploration expenditures as follows:

- a) Cash payment of \$25,000 on signing (paid);
- b) Cash payment of \$50,000 no later than five business days prior to the commencement of drilling a second drill hole over 300 metres in length on the property; and
- c) \$500,000 of exploration expenditures, to include no less than two drill holes over 300 metres in length.

Further exploration costs, to a minimum cumulative expenditure of USD 660,000 will be incurred 60% by the Company and 40% by WPC.

The property is subject to an underlying 3% Net Smelter Royalty of which one-half (1.5%) may be purchased for US \$1,500,000.

During the year-ended February 29, 2016, the Company abandoned the property and wrote off \$49,050 to profit and loss.

Reclamation Bond

The bond posted during fiscal 2008 by the Company in anticipation of the drilling on the Sunrise Natural Gas Lands is still held in trust for the Company until such time as any required reclamation has been completed, during fiscal 2015 \$nil (2014 \$69,000) was returned to the Company. The funds do not bear interest and fair value is not readily determinable.

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Transactions with Related Parties

The following amounts were paid or accrued to directors or companies controlled by directors of the Company for services provided for the years ended February 29, 2016 and February 28, 2015:

	<u>2016</u>	<u>2015</u>
Management fees	\$ 28,875	\$ 31,500
Director fees	\$ nil	\$ nil
Exploration consulting	\$ nil	\$ 40,418

The above transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Amounts due to directors and former directors of the Company as at February 29, 2016 of \$129,577 (2015 - \$98,102) were included in accounts payable and accrued liabilities. Amounts due to related parties do not bear interest, are unsecured and are classified as current due to their nature and expected time of repayment.

Advances received from directors as at February 29, 2016 of \$37,812 (2015 - \$5,865) includes an amount of \$4,065 which bears interest at 10% per annum and was repayable in full on December 16, 2014, \$406 of interest has been accrued as at year end. Other loans from Directors bear no interest and have no fixed repayment dates.

Off Balance sheet Arrangements

As of the date of this management discussion, the Company has no such arrangements.

CRITICAL ACCOUNTING ESTIMATES

This section is not required as the Company is a Venture Issuer as the term is defined in National instrument 51-102.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company holds financial instruments, as the term is defined in National Instrument 51-102F1 paragraph 1.14, consisting of cash, reclamation bonds, accounts payable and accrued liabilities, loans payable, and advances from directors.

SIGNIFICANT ACCOUNTING POLICIES

Deferred mineral property costs

The Company currently capitalizes all exploration costs incurred until the date of establishing that a property has mineral resources with the potential of being economically recoverable. Under IFRS, development costs incurred subsequent to this date are capitalized until such time as the projects are brought into production or are deemed economically unfeasible. Under IFRS, deferred exploration and evaluation costs can be recognized at cost or at fair value. The Company has elected to use the cost method and not the revaluation method due to the difficulty in determining accurate fair value information and the effort required to continually monitor fair values.

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Disclosure of Outstanding Share Data

The following details the share capital structure as of the date of this MD&A, June 28, 2016.

	Expiry date	Exercise price	Number	Number
Common shares				90,061,504
Share purchase options				None
Share purchase warrants	June 2 – 28, 2018	\$0.005		58,000,000

Subsequent Events

The Company announced a non-brokered private placement offering for total gross proceeds up to \$500,000 through the issuance of up to 100 million units at a price of \$0.005 per common share. Each unit consists of one common share and one transferable share purchase warrant, each warrant is exercisable into one additional common share at a price of \$0.005 for a period of 36 months from the date of issue. A finders' fee will be payable on the private placement as well as final approval from the TSX Venture Exchange.

On June 6, 2016 the Company completed a first tranche of the placement and has issued 42,200,000 units for total gross proceeds of \$211,000. As part of this placement, the Company paid a finders' fee of \$2,600 in cash.

On June 28, 2016 the Company completed a second tranche of the placement and has issued 15,800,000 units for total gross proceeds of \$79,000. As part of this placement, the Company paid a finders' fee of \$4,700.