Introduction

The following interim Management Discussion & Analysis ("Interim MD&A") of Eskay Mining Corp. ("Eskay" or the "Company") for the three and nine months ended November 30, 2016 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management discussion & analysis, being the Management Discussion & Analysis ("Annual MD&A") for the fiscal year ended February 29, 2016. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since date of the Annual MD&A.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's Annual MD&A, audited annual financial statements for the years ended February 29, 2016 and February 28, 2015, together with the notes thereto, and unaudited condensed interim financial statements for the three and nine months ended November 30, 2016, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed interim financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of January 20, 2017, unless otherwise indicated.

For the purposes of preparing this Interim MD&A, management, in conjunction with the Board of Directors (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company or on SEDAR at **www.sedar.com**.

Cautionary Note Regarding Forward-Looking Information

This Interim MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this Interim MD&A speak only as of the date of this Interim MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this Interim MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-looking statements	Assumptions	Risk factors
For fiscal 2017, the Company's operating expenses are estimated to be $10,000 to $30,000 per month for recurring operating costs.	The Company has anticipated all material costs; the operating and exploration activities of the Company for fiscal 2017 and the costs associated therewith, will be consistent with Eskay's current expectations.	Unforeseen costs to the Company will arise; any particular operating costs increase or decrease from the date of the estimation; changes in economic conditions.
The Company's cash position at November 30, 2016 is not anticipated to be sufficient to fund its operating expenses for the twelve months ending November 30, 2017. The Company expects to complete an equity financing or find a joint venture partner for the St. Andrew Goldfield (SIB) - Eskay Project. The Company anticipates it will defer amounts payable, to the extent possible, while the Company searches for financing.	Financing will be available for the Company's exploration and evaluation activities and the results thereof will be favourable; actual operating and exploration costs will be consistent with the Company's current expectations; the Company will be able to retain and attract skilled staff; all applicable regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company; the Company will not be adversely affected by market competition; debt and equity markets, exchange and interest rates and other applicable economic and political conditions are favourable to the Company; the price of gold and/or other applicable metals will be favourable to the Company; no title disputes exist with respect to the Company's properties.	Gold and other metals price volatility, changes in debt and equity markets; timing and availability of external financing on acceptable terms; the uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with the Company's expectations; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff; availability of permits; market competition.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Interim MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

The Company was incorporated under the British Columbia Business Corporations Act and continued on November 2, 2010, under the Business Corporations Act of Ontario. Its common shares are listed on the TSX Venture Exchange ("TSXV") (symbol "ESK") and the Frankfurt Stock Exchange (symbol "WKN 878985"). The Company is a natural resource company engaged in the acquisition and exploration of mineral properties in British Columbia, Canada. To date, the Company has not generated significant revenues from operations.

The Company has no revenues, so its ability to ensure continuing operations is dependent on its completing the acquisition of its mineral property interests, the discovery of economically recoverable reserves, confirmation of its interest in the underlying mineral claims, and its ability to obtain necessary financing to complete the exploration activities, development, if they are proven successful, and future profitable production.

Eskay's goal is to deliver superior returns to shareholders by concentrating on the exploration of its existing properties and the acquisition of properties that have the potential to contain gold or silver. The Company currently plans to focus on its material properties, as set out below under the subheading "Exploration Update" under the heading "Operational Highlights".

The Company will continue to attempt to raise capital to meet its ongoing operating activities.

Trends

Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. During the quarter, equity markets in Canada showed signs of improvement, with equities increasing significantly during this period. Strong equity markets are favourable conditions for completing a public merger, financing or acquisition transaction. Apart from these and the risk factors noted under the heading "Risk Factors", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

Operational Highlights

Corporate

- On March 3, 2016, the Company settled $160,000 of management fees owed to a company controlled by an insider of the Company in consideration for the issuance of 1,855,072 common shares of the Company. The securities issued were legended and restricted from trading until July 4, 2016.

- On May 5, 2016, the Company closed the non-brokered offering ("Offering") of $200,000 with the sale of 2,000,000 Units. Each Unit comprises one (1) common share of the

Company priced at $0.10 and one (1) common share purchase warrant (each a "Warrant"). Each Warrant entitles the holder to acquire one (1) common share at a price of $0.15 until the earlier of (i) May 4, 2018; and (ii) in the event that the closing price of the common shares on the TSXV is at least $0.30 for twenty (20) consecutive trading days, and the 20th trading day (the "Final Trading Day") is at least four (4) months from May 4, 2016, the date which is thirty (30) days from the Final Trading Day.

- On May 9, 2016, the Company announced that proceeds from the Offering were used to repay a loan relating to the Company's St. Andrew Goldfield SIB Property at Eskay Creek, British Columbia (the "SIB Property") and title to the SIB Property has been transferred into the name of the Company.

  The Company earned its 80% interest in the SIB Property on January 23, 2013 pursuant to an option agreement with St. Andrew Goldfields Ltd. (now known as Kirkland Lake Gold Inc.) by expending $3.98 million dollars on exploration of the SIB Property. The SIB Property encompasses 33,000 hectares immediately adjacent to the prolific Eskay Creek Au-Ag mine of Barrick Gold which ceased production in 2008. Combined with Eskay's 100% owned Corey Property to the south, it controls 46,000 hectares or approximately 130,000 acres in northwest British Columbia's Golden Triangle.

- On August 8, 2016, the Company closed a non-brokered offering of $150,000 with the sale of 600,000 flow-through units ("FT Unit"). Each FT Unit comprises one flow-through common share of the Company priced at $0.25 and one common share purchase warrant. Each warrant entitles the holder to acquire one common share at a price of $0.35 until the earlier of (i) August 5, 2018; and (ii) in the event that the closing price of the common shares on the TSXV is at least $0.40 for twenty (20) consecutive trading days, and the 20th trading day (the "20th Trading Day") is at least four months from August 5, 2016, the date which is thirty (30) days from the 20th Trading Day. All securities issued pursuant to the Offering are legended and restricted from trading until December 6, 2016.

- The Company received approval from shareholders at the November 2, 2016 Annual and Special Meeting and has received final approval from the TSXV to settle an aggregate of $341,682 of management fees owed to a company controlled by the President and Chief Executive Officer ("CEO") of the Company in consideration for the issuance of 1,627,059 common shares of the Company at a price of $0.21 per share. The shares have been issued and the debt has been settled. The securities issued are subject to a hold period expiring on March 18, 2017.

- On November 16, 2016, directors' options that were granted on: (i) February 12, 2014 to exercise 550,000 options to purchase 550,000 common shares of the Company at $0.05 per share; (ii) February 3, 2015 to exercise 228,572 options to purchase 228,572 common shares of the Company at $0.14 per share; (iii) December 15, 2015 to exercise 350,000 options to exercise 350,000 common shares of the Company at $0.075 per share; and (iv) February 5, 2016 to exercise 200,000 options to purchase 200,000 common shares of the Company at $0.105 per share were exercised for an aggregate of $106,750.

- On November 17, 2016, the Company granted stock options to one (1) director, one (1) officer and two (2) consultants of Eskay to purchase up to a total of 1,900,000 common shares of the Company at $0.22 per share for five years expiring November 16, 2021. These options vest immediately upon grant and have a grant date fair value of $375,440, estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 169% based on the Company's historical volatility; share price of $0.21; risk-free interest rate of 0.94% and an expected life of five years. During the three and nine months ended November 30, 2016, the full amount of $375,440 was recorded as share-based payments.

Exploration update

Charles J. Greig, P. Geo., a member of the Company's Advisory Team, is a Qualified Person under the definition of National Instrument 43-101. Mr. Greig has approved the disclosure contained under the subheading "Exploration update" under the heading "Operational Highlights" and has verified the scientific and technical data contained herein.

The following table summarizes the Company's current exploration programs at the SIB Property and Corey Mineral Claims, and total estimated cost to complete each exploration program, and total expenditures incurred during the period presented.

Summary of Completed Activities (Nine Months Ended November 30, 2016)	(A) Spent	Plans for the Project	(B) Planned Expenditures
Based on the Company's working capital deficit of $458,427 at November 30, 2016 (February 29, 2016 – working capital deficit of $1,258,945), the Company will have to raise equity capital in fiscal 2017 in amounts sufficient to fund its exploration work requirements. The major variables are expected to be the size, timing and results of the Company's exploration program and its ability to continue to access capital to fund its ongoing operations. Notes 1 and 2. All the projects are in good standing until 2021.	$86,000	Permitting has been completed for a large-scale deep drilling program at the SIB. The other areas discussed in Note 1 will also be the focus for work aimed at developing drill targets. On the North Mitchell block, the focus will be on an MT or deep-looking 3D Induced Polarization survey to help target mineralizing systems on Eskay's North Mitchell block, north of Brucejack and east of Fe Cap. On the southernmost Eskay tenures, north to the latitude of Sulphurets Creek and including much of the Corey property, further late-season reconnaissance prospecting, geochemical surveys, and mapping will be undertaken to better evaluate the potential for Eskay Creek-style mineralization in the Middle Jurassic felsic submarine volcanic stratigraphy; at the same time, vein-type mineralization in the Big Red area will be further assessed for its depth potential.	$100,000
Subtotals	**$86,000**		**$100,000**
Total (A+B)			**$186,000**

Note 1

Highlights of Fieldwork

On the southernmost part of the Corey Property, the 2016 fieldwork and sampling strongly suggests that rocks similar in age, lithology, and alteration to those hosting the Eskay Creek deposit not only underlie parts of Eskay's 100% owned Corey block on the southwestern part of the property, as was previously known, but also underlie most of the area to the east and southeast of there, toward the Frank Mackie icefield, which has been regarded previously as being underlain by older rocks. Very encouraging results were returned by preliminary soil and rock geochemical sampling in that area, east of Ted Morris glacier, including two strings of soil geochemical samples across 400 to 500 meters which all yield anomalous precious metals values, along with very strongly anomalous "pathfinder" elements such as, Sb, Cu, Pb, Mo and Zn, which are characteristic of "Eskay-style" mineralization.

The North Mitchell block of Eskay's ESK-JV Claims was mapped in 2016 and a number of rock and soil geochemical samples were also collected from this area. The block, which abuts the northern end of Pretivm's Brucejack-Snowfield property and which lies immediately east of Seabridge Gold Inc.'s Fe Cap deposit, lies along a highly altered and very well-mineralized trend that links the Treaty Creek area on the northwest with the Kerr deposit on the southwest. In addition to Kerr, this trend encompasses Seabridge's Sulphurets, Mitchell and Fe Cap deposits, and Pretivm's Snowfield deposit. At Treaty Creek, Tudor Gold Corp. recently announced results documenting impressively broad gold intersections in drilling. Stratified rocks on the North Mitchell block are also very similar to those on the Brucejack property. The style and intensity of quartz-sericite-pyrite alteration affecting latite flows and fragmental rocks outcropping at lower elevations along the margin of the Mitchell glacier on the south part of the block is similar to that associated with mineral deposits throughout the Sulphurets camp. With the knowledge that this part of the stratigraphy plays a role in localizing alteration and mineralization on the Brucejack property, with the proximity of this block to the Fe Cap and Snowfield deposits, and with the fact that sampling of the altered rocks returned elevated gold values (up to 295 ppb Au), Eskay is greatly encouraged by the results, observations, and interpretations in its field program.

Another focus for fieldwork was the Big Red area near the south end of the Eskay holdings, west of Ted Morris Creek. There, approximately 25 grab samples from very common quartz veins hosted in biotite-hornfelsed and variably quartz-sericite-pyrite altered volcaniclastic rocks consistently yielded very highly anomalous copper, molybdenum and tungsten values, with locally anomalous silver and gold. The geochemical signature, the extent of alteration and the density of veining all suggest that the area warrants follow-up exploration.

Note 2

On May 9, 2016, the Company repaid the promissory note together with accrued interest in the amount of $97,421 and title to an 80% interest in the SIB Property has been transferred into the name of the Company.

Transactions with Related Parties

Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Eskay was a party to the following transactions with related parties:

Management and Consulting Fees	Three Months Ended November 30, 2016 $	Three Months Ended November 30, 2015 $	Nine Months Ended November 30, 2016 $	Nine Months Ended November 30, 2015 $
Hugh M. Balkam (1)	9,000	9,000	27,000	27,000
Balkam Partners Ltd. (2)	21,000	21,000	63,000	63,000
Marrelli Support Services Inc. (3)	5,594	5,582	16,766	16,733
Total	**35,594**	**35,582**	**106,766**	**106,733**

Professional Fees	Three Months Ended November 30, 2016 $	Three Months Ended November 30, 2015 $	Nine Months Ended November 30, 2016 $	Nine Months Ended November 30, 2015 $
Marrelli Support Services Inc. (4)	6,485	6,246	18,954	18,484
DSA Corporate Services Inc. (4)	525	nil	525	525
Gardiner Roberts LLP (7)	26,546	nil	59,645	nil
Total	**33,556**	**6,246**	**79,124**	**19,009**

(1) Fees for performing the function of Chief Executive Officer.

(2) Management fees charged by Balkam Partners Ltd., a company controlled by Hugh M. Balkam, an officer of the Company. As at November 30, 2016, Balkam Partners Ltd. and Hugh M. Balkam were owed $264,105 (February 29, 2016 - $688,597) and these amounts were included in amounts due to related parties.

(3) Fees for performing the function of Chief Financial Officer ("CFO") charged by Marrelli Support Services Inc., a company controlled by Carmelo Marrelli, CFO of the Company.

(4) Professional fees charged by Marrelli Support Services Inc., a company controlled by Carmelo Marrelli, CFO of the Company. As at November 30, 2016, the Company owed Marrelli Support Services Inc. $104,325 (February 29, 2016 - $83,986).

Filing fees charged by DSA Corporate Services Inc., a company controlled by Carmelo Marrelli, CFO of the Company. As at November 30, 2016, the Company owed DSA Corporate Services Inc. $255 (February 29, 2016 - $nil).

(5) As at November 30, 2016, Hugh M. Balkam, an officer of the Company, was owed $119,250 (February 29, 2016 - $112,500) with respect to a loan advanced to the Company. This balance bears interest at 12% per annum and is due on demand.

(6) Certain directors and officers subscribed for 1,000,000 units of the Offering for $100,000, being Gordon McMehen, director $50,000; and Mac Balkam, director and officer $50,000.

(7) Professional fees and disbursements charged by Gardiner Roberts LLP, a law firm of which William R. Johnstone, Corporate Secretary of the Company, is a partner. These services were incurred in the normal course of operations for general corporate matters. All services were made on terms equivalent to those that prevail with arm's length transactions. As at November 30, 2016, Gardiner Roberts LLP is owed $143,623 (February 29, 2016 - $nil) and this amount is included in amounts due to related parties.

(8) The Company received approval from shareholders at the November 2, 2016 Annual and Special Meeting and has received final approval from the TSXV to settle an aggregate of $341,682 of management fees owed to a company controlled by the President and CEO of the Company in consideration for the issuance of 1,627,059 common shares of the Company at a price of $0.21 per share. The shares have been issued and the debt has been settled. The securities issued are subject to a hold period expiring on March 18, 2017.

(9) On July 7, 2015, each of Gordon McMehen and Hugh M. (Mac) Balkam, who are directors of the Company, exercised 71,428 stock options at $0.14 per share. On July 27, 2015, Robert Myhill, a director of the Company exercised 71,428 stock options at $0.14 per share.

On November 16, 2016, Gord McMehen was granted directors' options on: (i) February 12, 2014 to exercise 550,000 options to purchase 550,000 common shares of the Company at $0.05 per share; (ii) February 3, 2015 to exercise 228,572 options to purchase 228,572 common shares of the Company at $0.14 per share; (iii) December 15, 2015 to exercise 350,000 options to exercise 350,000 common shares of the Company at $0.075 per share; and (iv) February 5, 2016 to exercise 200,000 options to purchase 200,000 common shares of the Company at $0.105 per share were exercised for an aggregate of $106,750.

To the knowledge of the directors and senior officers of the Company, as at November 30, 2016, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all common shares of the Company. As at November 30, 2016, directors and officers of the Company control an aggregate of 17,778,263 common shares of the Company or approximately 16.87% of the shares outstanding.

The Company is currently not aware of any arrangements that may at a subsequent date result in a change in control of the Company. To the knowledge of the Company, it is not directly or indirectly owned or controlled by another corporation, by any government or by any natural or legal person severally or jointly.

Financial Highlights

Financial Performance

Eskay's net loss totaled $535,894 for the three months ended November 30, 2016, with basic and diluted loss per share of $0.01. This compares with a net loss of $71,180 with basic and diluted loss per share of $0.00 for the three months ended November 30, 2015. The increase in loss of $464,714 was principally because:

- The Company incurred an increase in professional fees of $20,863 for the three months ended November 30, 2016, compared to the three months ended November 30, 2015. These costs were higher due to increased corporate activity.

- The Company incurred an increase in exploration and evaluation expenditures of $40,072 for the three months ended November 30, 2016, compared to the three months ended November 30, 2015. These expenditures were higher due to exploration activities on the Company's Corey property.

- On November 17, 2016, the Company granted stock options to one (1) director, one (1) officer and two (2) consultants of Eskay to purchase up to a total of 1,900,000 common shares of the Company at $0.22 per share for five years expiring November 16, 2021. These options vest immediately upon grant and have a grant date fair value of $375,440, estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 169% based on the Company's historical volatility; share price of $0.21; risk-free interest rate of 0.94% and an expected life of five years. During the three months ended November 30, 2016, the full amount of $375,440 was recorded as share-based payments.

- All other expenses related to general working capital purposes.

The Company's total assets at November 30, 2016 were $365,281 (February 29, 2016 - $171,031 against total liabilities of $746,479 (February 29, 2016 - $1,351,288). The increase in total assets of $194,250 resulted from cash received from the private placements offset by cash spend on operating costs, exploration and evaluation expenditures and the repayment of the promissory note. The Company does not have sufficient current assets to pay its existing liabilities of $746,479 at November 30, 2016.

Cash Flow

At November 30, 2016, the Company had cash of $212,139 at November 30, 2016, compared to $7,501 at February 29, 2016. The increase in cash of $204,638 from February 29, 2016 cash balance of $7,501 was as a result of cash inflow from financing activities of $447,168, cash outflow in investing activities of $79,752 and cash outflow in operating activities of $162,778. Operating activities were affected by adjustments for share-based payments, accretion, loss on settlement of debt and gain from the write-off of debt of $375,440, $1,459, $34,783 and $162,273, respectively and net change in non-cash working capital balances of $147,827 because of a decrease in amounts receivable of $10,388, an increase in accounts payable and accrued liabilities of $49,282 and an increase in amounts due to related parties of $88,157. Financing activities provided cash of $447,168 from the proceeds of the private placements in the amount of $350,000 offset by share issue costs of $9,582 and the exercise of stock options in the amount of $106,750. Investing activities used cash of $79,752 (excluding interest of $17,669) for the repayment of the promissory note.

Liquidity and Financial Position

The activities of the Company, principally the acquisition, exploration and evaluation of mineral properties, are financed through equity offerings and the exercise of warrants or options. The Company continues to seek capital through various means including the issuance of equity and/or debt.

The Company has no operating revenues and therefore must utilize its current cash reserves and other financing transactions to maintain its capacity to meet ongoing discretionary and committed exploration and operating activities.

At November 30, 2016, the Company had a working capital deficiency of $458,427 (February 29, 2016 – $1,258,945).

As at November 30, 2016, the Company has no debt. Its credit and interest rate risk is minimal and amounts payable and other liabilities are short term and non-interest bearing.

The Company has traditionally supplemented equity financing from time to time by obtaining loans from related parties. These are used to provide interim, short-term financing to meet day-to-day cash flow needs on occasion, and are not intended to be a long-term source of capital.

The Company's use of cash at present occurs, and in the future will occur, principally in two areas, namely, funding of its general and administrative expenditures and funding of its investment activities. Those investing activities include the cash components of the cost of acquiring and exploring its mineral claims. For fiscal 2017, the Company's expected operating expenses are estimated to be $10,000 to $30,000 per month for recurring operating costs. The Company will also continue to evaluate its projects.

The Company does not have sufficient funds to continue with its projects as of the date of this Interim MD&A. In order to rectify this problem, the Company is in the process of searching for a joint venture partner which will allow the Company to continue with its projects, depending on how the agreement between Eskay and the joint venture partner is structured. The Company has assigned an $100,000 budget for its projects, which is subject to the completion of a financing.

The Company is not anticipated to have sufficient cash to fund its operating expenses for the twelve months ended November 30, 2017. The Company will have to raise additional equity capital for fiscal 2017 in amounts sufficient to fund both exploration work and working capital requirements. The major variables are expected to be the size, timing and results of the Company's exploration program and its ability to continue to access capital to fund its ongoing operations. Any further exploration programs on its properties are subject to the Company raising capital or finding a joint venture partner. It is anticipated that payments on select amounts payable will be deferred until a financing is completed.

Pursuant to the terms of flow-through share agreement, the Company is in the process of complying with its flow-through contractual obligations to subscribers with respect to the Income Tax Act (Canada) requirements for flow-through shares. As of November 30, 2016, the Company is committed to incurring approximately $150,000 in Canadian Exploration Expenditures (as such term is defined in the Income Tax Act (Canada)) by December 31, 2017, arising from the flow-through offerings.

Additional measures have been undertaken or are under consideration to further reduce corporate overhead and field office costs.

Outlook

For the immediate future, the Company plans to continue to search for financing, and once funds are raised, develop an exploration program for its projects. The Company is continually evaluating direct or indirect acquisitions of additional properties. The Company continues to monitor its spending and will amend its plans and budgets based on exploration results and expectations of being able to raise financing as and when required.

Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risks and Uncertainties" in the Company's Annual MD&A for the fiscal year ended February 29, 2016, available on SEDAR at **www.sedar.com**.

Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the unaudited condensed interim financial statements do not contain any untrue statement 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 unaudited condensed interim financial statements; and (ii) the unaudited condensed interim financial statements fairly present in all material respects the financial condition, financial performance 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"), the Venture Issuer Basic Certificate filed by the Company 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 such 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 the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of unaudited condensed interim financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

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 such 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.