



**FORM 51-102F1
MANAGEMENT'S DISCUSSION AND ANALYSIS
SIX MONTHS ENDED MAY 31, 2017**

The following Management's Discussion and Analysis, prepared as of July 31, 2017, should be read together with the interim consolidated financial statements for the six months ended May 31, 2017 and related notes attached thereto, which are prepared in accordance with International Financial Reporting Standards. All amounts are stated in Canadian dollars unless otherwise indicated.

The reader should also refer to the annual consolidated audited financial statements for the years ended November 30, 2016 and 2015, and the Management's Discussion and Analysis for those years.

Bandera Gold Ltd. ("Bandera" or the "Company" or the "Corporation") was incorporated on November 23, 1993 pursuant to the Alberta Business Corporations Act, is listed on the TSX Venture Exchange and trades under the symbol BGL.

Additional information related to the Company is available on its website at www.banderagold.com and on SEDAR at www.sedar.com.

Business Overview

The Company is a junior natural resource company engaged in the acquisition, exploration and, if warranted, the development of mineral properties of merit. The Company is currently engaged in the exploration, evaluation and development of the Taylor Brook Property, located in the prolific Bathurst Mining Camp, New Brunswick, which is host to several lead – zinc – silver deposits.

Overall Performance

During the six months ended May 31, 2017 the Company spent \$34,741 on mineral property expenditures on the Taylor Brook property compared to \$Nil during the six months ended May 31, 2016. Please see Discussion of Operations for information on the Taylor Brook Property.

During the six months ended May 31, 2017, the Company incurred a loss of \$124,729 (2016-\$221,949). The Company raised \$89,763 from financing activities during the six months ended May 31, 2017 compared to \$40,793 raised from financing activities during the six months ended May 31, 2016. As at May 31, 2017, the Company had a working capital deficiency of \$3,538,082 compared to a working capital deficiency of \$3,955,050 as at May 31, 2016.

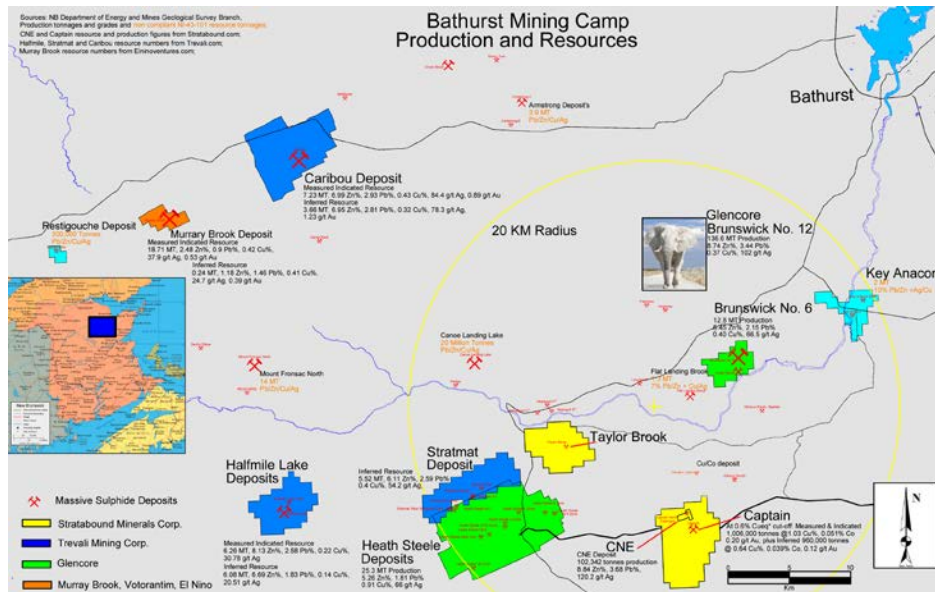
Discussion of Operations

Taylor Brook Property, New Brunswick

On February 22, 2017 the Company entered into an Option Agreement (the "Agreement") with Stratabound Minerals Corp. (TSXV:SB) ("Stratabound") to acquire an 80 % interest in the Taylor Brook Property (the "Property").

Under the terms of the Agreement Bandera issued 1,000,000 common shares to Stratabound upon execution of the Agreement, an additional 1,000,000 common shares are required to be issued to Stratabound on or before the 12 month anniversary of the Agreement and incur cumulative exploration expenditures of \$500,000 over a three year period.

The Taylor Brook deposit consists of an extensive blanket of pyritic massive sulphides located 11 kilometres northwest of the CNE Deposit and 6 kilometres northeast of the 25 million tonne Heath Steele Mine.



The historical mineral resource estimates ((Wardrop/TetraTech, 2011)) for the Taylor Brook deposit at 1.60% ZnEQ% cut-off grade are:

- an Indicated Resource of 243,000 t at 1.69 Zn%, 0.85 Pb%, 0.02 Cu% and 33.42 g/t Ag
- an Inferred Resource of 102,000 t at 1.70 Zn%, 0.87 Pb%, 0.02 Cu% and 32.59 g/t Ag

(for further information the reader is referred to the press release dated February 22, 2017):

As currently known this sub-economic deposit has a strike length of approximately 650 m and a down-dip extent of greater than 600 m. It comprises one to four stratabound horizons of heavily disseminated to semi-massive and massive sulphides.

Width and grades of the base metal mineralization are highly variable within the sulphide zone. Most of the intersections grade less than 3% lead and zinc although several narrow high grade intervals (e.g. 1.0 m. of 10.7% Zn, 2.2% Pb and 5.2 oz/ton Ag in Hole TB95-2) have been encountered. The lead, zinc, and copper ratios are consistent with those from other deposits in the Bathurst Mining Camp.

The renowned Brunswick No.12 Mine contained at least 50 million tonnes of similar non-economic pyritic massive sulphides adjoining the 136 million tonnes of extremely rich ore grading 8.74% Zn, 3.44% Pb, 0.37% copper, and 102 g/t silver. For this reason, inasmuch as Taylor Brook is open along strike and down dip, considerable additional drilling in search of high-grade mineralization analogous to Brunswick No. 12 is required.

The historical Stratabound Preliminary Economic Assessment of the Bathurst properties (November 23, 2011) confirms that further exploration is warranted and recommends that additional drilling be conducted to further investigate the Taylor Brook deposit - since it has not been delineated laterally to the east or west, nor at depth - in order to see whether metal grades improve in these directions. A 24-hole definition drill program was proposed.

The historical PEA further notes that the Taylor Brook deposit appears to have a nucleus of higher grade massive sulphides concentrated in the northwest of the deposit, and proposes that 11 of the 24 holes be drilled along the western edge of the deposit, as there has been no drilling to determine the western extent of the massive sulphide zones.

Bandera has joint-ventured with Stratabound to further explore the potential of this large mineralized system.

Exploration Results

On March 29, 2017 the Company reported drill results on two holes (TBD 16 - 40 and 41) of an initial diamond drill program at its Taylor Brook lead – zinc – silver Property in the Bathurst Mining Camp, New Brunswick. Both drill holes were designed to test the extension of a mineralized horizon intersected in hole TBD 14 – 39. This hole (drilled in 2014) intersected two zones, 2.5 meters of massive to semi-massive sulphide returning low grade lead zinc grading 2.5% combined Pb/Zn and a lower zone returning 4.47 % combined Pb/Zn across 8 meters. Hole 16-40 intersected 3.4% lead, 5.53 % zinc and 126 gm/t silver across 1.23 metres. Both drill holes intersected the same mineralized horizon and extended the known zone approximately 100 metres to the east.

Results for hole TBD 16 - 40 (azimuth 360 degrees, dip -60 degrees) are presented in the following table. The true widths of these intersections are not known.

From	To	Width (m)	Pb (%)	Zn (%)	Ag (g/t)	Au (ppb)
79.5	81	1.5	<0.01	<0.01	1	5
81	82	1	0.27	0.58	17	73
82	83.2	1.2	0.19	0.75	12	120
83.2	84.75	1.55	0.09	0.28	7	55
84.75	86.8	2.05	0.12	0.62	6	37
86.8	88.03	1.23	3.4	5.53	126	276
88.03	88.65	0.62	0.07	0.55	4	68
88.65	90	1.35	0.02	0.05	3	59

Results for hole TBD 16 - 41 (azimuth 360 degrees, dip -60 degrees) are presented in the following table. The true widths of these intersections are not known.

From	To	Width (m)	Pb (%)	Zn (%)	Ag (g/t)	Au (ppb)
101	102.88	1.88	0.01	0.01	0	16
102.88	104.2	1.32	0.33	1.44	10	158
104.2	105.75	1.55	0.21	0.47	7	101
105.75	106.4	0.65	0.54	1.9	20	128
106.4	107.6	1.2	0.02	0.04	1	96
107.6	108.2	0.6	0.05	0.26	2	37

Drill core (NQ) was transported to the Madran Facility, owned by the Ministry of Mines near Bathurst,, NB, where it was logged and sampled. Mineralized core was sawed in half, with half of the samples shipped to SGS Analytical Laboratories, an ISO 9001:2000 certified analytical laboratory, located in Blainville, Quebec. The remaining core was replaced in the core box and is stored for future reference. Core recovery for these hole averaged 98%. All samples underwent testing by standard analytical methods.

Further exploration is warranted, as the deposit has not been delineated laterally to the east or west, nor at depth. The deposit appears to have a nucleus of higher grade massive sulphides concentrated in the northwest of the deposit that remains untested. This deposit appears to have several mineralized horizons, of which the latest drill program may have only intersected the upper most horizon.

Bruce Downing, MSc, PGeo, Qualified Person under NI 43-101, has reviewed and approved the scientific and technical information disclosed in the MD&A.

Risks and Uncertainties

The Taylor Brook Property is at early stage of development and there is no certainty that the property will ever be put into commercial production.

There is no assurance that the Company will be able to acquire new mineral properties of merit for exploration and development.

There is no assurance that the Company will continue to raise sufficient funds for its operating activities and ongoing exploration programs.

Summary of Quarterly Results

Three Month Period Ended

	May 31, 2017	February 28, 2017	November 30, 2016	August 31, 2016
Revenue	\$nil	\$nil	\$nil	\$nil
Net income (loss)	(89,304)	(68,335)	24,996	(14,129)
Loss per share, basic and diluted(1)	(0.01)	(0.00)	(0.00)	(0.00)

Three Month Period Ended

	May 31, 2016	February 29, 2016	November 30, 2015	August 31, 2015
Revenue	\$nil	\$nil	\$nil	\$nil
Net loss	(119,456)	(4,866,147)	(187,882)	(88,555)
Loss per share, basic and diluted(1)	(0.01)	(0.44)	(0.02)	(0.01)

(1) After giving effect to a 1:10 share consolidation.

Liquidity and Capital Resources

The Company relies on private placements, advances from directors and the exercise of stock options and warrants to finance its operating activities and exploration and development programs.

	May 31, 2017	November 30, 2016
Working capital deficiency	(\$3,538,082)	(\$3,909,895)
Deficit	(27,685,231)	(27,560,501)

Net cash used for operating activities for the six months ended May 31, 2017 was \$58,163 compared to \$39,520 during the six months ended May 31, 2016.

Net cash used in investing activities for the six months ended May 31, 2017 was \$34,741 compared to \$Nil during the six months ended May 31, 2016.

Financing activities provided cash of \$89,763 during the six months ended May 31, 2017 compared to \$40,793 for the six months ended May 31, 2016.

Related Party Transactions

During the six months ended May 31, 2017, the Company paid rent of \$4,728 (2016 - \$4,728) to a company wholly-owned by Russel Renneberg, a director of the Company.

During the six months ended May 31, 2017, the Company paid directors' fees of \$8,000 (2016 - \$9,000) of which \$2,000 was paid to Peter Gommerud, the CEO of the Company; \$2,000 was paid to Don Bossert, the

CFO of the Company; \$2,000 was paid to Russel Renneberg, a director of the Company and \$2,000 was paid to Robert Morrison, a director of the Company.

Financial Instruments and Risk

(a) Fair Values

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at May 31, 2017, as follows:

	Fair Value Measurements Using		
	Quoted prices in active markets for identical instruments	Significant other observable inputs	Significant unobservable inputs
	(Level 1) \$	(Level 2) \$	(Level 3) \$
Cash	2,711	-	-
Restricted cash	61,698	-	-
Refundable warranty bond	393,659	-	-
	458,069	-	-

The fair values of other financial instruments, which include amounts receivable, accounts payable and accrued liabilities, and amounts due to related parties, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and amounts receivable. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. Amounts receivable consists of GST receivable and proceeds receivable for the disposal of equipment. GST receivable is due from the Government of Canada. The carrying amount of financial assets represents the maximum credit exposure.

(c) Foreign Exchange Rate Risk

The Company operates in Canada, Colombia, and Mexico, but has the majority of its cash held in Canada in Canadian dollars. Future exploration programs and option payments may be denominated in US dollars, Colombian Pesos, or Mexican Pesos. Foreign exchange risk arises from purchase transactions as well as financial assets and liabilities denominated in these foreign currencies. The Company does not use derivative instruments to hedge exposure to foreign exchange rate risk. A change of 5% in the exchange rate for the Mexican Peso or the Colombian Peso would not result in a significant change in net loss.

Interest Rate Risk

The Company's cash may contain highly liquid investments that earn interest at market rates. The Company manages its interest rate risk by maximizing the interest earned on excess funds while maintaining the liquidity necessary to fund daily operations. Fluctuations in market interest rates do not have a significant impact on the Company's results of operations due to the short term to maturity of the investments held.

(d) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising debt or equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

(e) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

Accounting Standards Issued But Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the six months ended May 31, 2017 and have not been applied in preparing the consolidated financial statements.

- (i) IFRS 9, *Financial Instruments* (New)
- (ii) IFRS 2, *Share Based Payment* (Amended)

The Company has not early adopted these revised standards and is currently assessing the impact that these standards will have on the consolidated financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

Exploration and Evaluation Assets

Taylor Brook	
\$	
Acquisition costs:	
Balance, December 1, 2016	-
Additions	-
Balance, May 31, 2017	-
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Disposals	-
Balance, May 31, 2017	-
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Exploration costs:	
Balance, December 1, 2016	-
Drilling	34,741
Sub-total of costs for the period	34,741
Balance, May 31, 2017	\$34,741
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Carrying Amounts	
Balance May 31, 2017	\$34,741

General & Administrative Expenses

Expense	Six Months Ended May 31, 2017	Six Months Ended May 31, 2016
Advertising and promotion	\$113	\$-
Consulting fees	6,717	48,451
Foreign exchange loss (gain)	(5,800)	4,880
Interest and bank charges	814	277
Insurance	5,192	10,331
Exploration & evaluation assets	15,197	10,337

Office and general	225	582
Professional fees	2,189	20,513
Rent	4,728	4,728
Salaries, director's fees, and related benefits	8,000	55,000
Telephone and utilities	566	822
Transfer agent and regulatory fees	19,635	8,826
Travel and accommodation	600	-
TOTAL	\$58,176	\$164,747

Disclosure of Outstanding Share Data as at July 31, 2017

Common shares (basic)	12,922,689
Options and warrants	Nil
Common shares (fully-diluted)	12,922,689