NRG METALS INC.
(formerly Codrington Resource Corporation)
FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
December 31, 2015

This Management Discussion and Analysis ("MD&A") of NRG Metals Inc. (formerly Codrington Resource Corporation) ("NRG" or the "Company") provides analysis of the Company's financial results for the year ended December 31, 2015 should be read in conjunction with the accompanying audited consolidated financial statements for the years ended December 31, 2015 and 2014 and the related notes thereto, prepared in accordance with International Financial Reporting Standards ("IFRS'). All amounts are expressed in Canadian dollars, unless otherwise stated. All documents previously mentioned are available on SEDAR at www.sedar.com. This discussion is based on information available as at April 28, 2016.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the financial statements and MD&A, is complete and reliable.

Certain statements made may constitute forward-looking statements. Such statements involve a number of known and unknown risks, uncertainties and other factors. Actual results, performance and achievements may be materially different from those expressed or implied by these forward-looking statements. Additional information about the Company is available at www.sedar.com.

Description of Business

The Company was incorporated in the Province of Ontario on June 20, 1995. Effective January 15, 2007, the Company was granted a Certificate of Continuation under the Business Corporation Act from the jurisdiction of Ontario into British Columbia. The Company is an exploration stage junior mining company engaged in the identification, acquisition and exploration of mineral properties. The common shares of the Company are listed on the TSX Venture Exchange ("TSX-V") and trade under the symbol NGZ. To date, the Company has not generated significant revenues from its operations which are considered to be in the exploration stage.

During the year ended December 31, 2015, the Company changed its name to NRG Metals Inc. from Codrington Resource Corporation.

Overview

Exploration

Lac Aux Bouleaux, Quebec Canada

In March 2015, the Company entered into a purchase option agreement to acquire a 100-per-cent ownership of the Lac Aux Bouleaux graphite property in Quebec, Canada (L.A.B. Project). The property consists of 14 mineral claims in one contiguous block totaling 738.12 hectares of land near the town of Mont-Laurier, on NTS 31J05, in Southern Quebec. Nine claims (500.68

hectares) covering the historical graphite deposit, including five untested electromagnetic conductors identified by historical horizontal-loop electromagnetic (HLEM) groundwork, have been granted. An application for five claims (237 hectares) in the surrounding areas is still pending.

The Company is required to issue an aggregate of 2,000,000 common shares (of which 1,000,000 common shares valued at $65,000 have been issued), cash payments of $60,000 (of which $30,000 has been paid) and carry out an exploration and development program of $500,000 over a two year period. The property is encumbered by a 3% net smelter royalty which the COmpnay may purchase at any time at $1,000,000 for each 1%.

Highlights

- Lac Aux Bouleaux graphite project has a historical graphite body of 1,320,847 tonnes at 9 per cent graphitic carbon (Cg), as defined by 79 historical drill holes;
- Project is immediately contiguous with the Switzerland-based Timcal Graphite and Carbon's Lac des lles mine (subsidiary of Imerys), with a 25,000-tonne-per-year capacity (source: Energie et Resources Naturelles Quebec);
- Excellent location for potential development with infrastructure immediately nearby.

Property and historical resource

The property is located in a very active graphite exploration and production area and is adjacent and contiguous to the south of Timcal's Lac des lles graphite mine in Quebec. A total of 25,000 tonnes of graphite were produced in North America in 2013, with the majority of this production coming from the Timcal mine (source: U.S. Geological Survey "Graphite" by Donald W. Olson). There are several graphite showings and past-producing mines in its vicinity. The claims are road accessed, with water, power and technical support available locally. The main graphite showing is accessible through a gravel road approximately 1.5 kilometres from the paved highway.
The property has a historical resource of 1,320,847 tonnes at 9 per cent Cg, based on 79 drill holes totalling 5,958 metres. The drilling was conducted from 1981 to 1983 by Orrwell Energy Corp. The historical resource was calculated through the polygon method, with sectional volume calculated using different average grades for each polygon (source: Douglas Parent, 1982, Quebec Ministry of Natural Resources (MRNF) report GM46736 and its database).
Caution: The historical estimate presented is relevant to the further exploration of the project that the company intends to undertake in the future. A qualified person has not done sufficient work to classify the historical estimate as current mineral resources or mineral reserves; and the issuer is not treating the historical estimate as current mineral resources or mineral reserves; therefore, they should not be relied upon. The historical resource terms used by the author of the 1982 report are not comparable with the CIM-defined (Canadian Institute of Mining, Metallurgy and Petroleum) resource and should be compared with a potential mineral deposit requiring further exploration drilling to define an initial resource. There is no recent drill information on the Lac Aux Bouleaux Project (L.A.B. Project), and further drilling will be required to upgrade and verify the historical estimate as a current mineral resource, and there is no certainty that this can

be accomplished. The issuer has not done the work necessary to verify the classification, grade or quantity of the resource or reserve, the issuer is not treating them as a National Instrument 43-101-compliant resource or reserve verified by a qualified person, and the historical estimate should not be relied upon.

In May the Company began a ground reconaissance and sample program at the LAB (Lac Aux Bouleaux) project in All sampling was completed by and under the supervision of Martin Ethier, Geo (No. 1520), who is a member of the Order of Geologists of Quebec and a qualified person under National Instrument 43-101.Quebec. Six surface grab rock samples, each weighing about 10 kilograms, were collected in May, 2015, to determine graphite content, and the metallurgical behaviour of the mineralized calc-silicate and paragneiss rocks, whereas four grab rock samples were taken from the country rock to determine the background graphite values in other rocks. Results from the six mineralized samples returned high carbon graphite (Cg) values of 23.8 per cent Cg, 18.4 per cent Cg, 16.6 per cent Cg, 16 per cent Cg, 15.9 per cent and 13 per cent Cg, with an average grade of 17.2 per cent Cg. The four country rock samples assayed 1.53 per cent Cg, 0.55 per cent Cg, 0.26 per cent Cg and 0.02 per cent Cg for an average of 0.59 per cent Cg. Assay work on the samaples was completed by SGS Canada Inc. of Burnaby, B.C., which is an independent ISO-certified laboratory, and has its own quality assurance and quality control protocols. The analytical methods that were used to determine the results included double loss on ignition analysis and total carbon analysis by Leco using IR. Further details are provided in a press reléase dated June 25, 2015.

In June, additional benification test work was peformed by SGS Canada. A total of 68 kilograms of rock samples were obtained from the project, including graphite grab samples and country rock. The coarse rocks were received as 10 separate samples. Each sample was weighed and crushed to minus-six mesh and submitted for head assays. Six of the graphite-mineralized samples were blended to make a 42-kilogram master composite for testing. The main objective of this testing was to produce a concentrate with a graphitic carbon grade of 95 per cent or greater. The flotation testing consisted of several stages of grinding, screening and flotation, producing three concentrates at plus-48 mesh, plus-100 mesh and minus-100 mesh, with the overall combined concentration a sum of all three.

Test F1 produced the three sized concentrates with grades of 94.7 per cent C(g) in the plus-48 mesh concentrate (jumbo flake), 95.3 per cent C(g) (large flake) in the plus-100 mesh concentrate and 86 per cent C(g) in the minus-100 mesh concentrate (small flake). The combined concentrate had an overall graphite recovery of 89.6 per cent at grade of 91.0 per cent C(g).
Test F2 was performed to improve the graphite grade by increasing the regrind times in all three regrind stages. The three sized concentrates had grades of 95.3 per cent C(g) (jumbo flake) in the plus-48 mesh concentrate, 94 per cent C(g) in the plus-100 mesh concentrate (large flake) and 81.2 per cent C(g) in the minus-100 mesh concentrate. The combined concentrate had an overall graphite recovery of 96.2 per cent at grade of 88.3 per cent C(g).

In both tests, 30 per cent of the total graphite was recovered in the plus-48 mesh concentrate (jumbo flake) and 21 to 24 per cent recovered in the plus-100 mesh concentrates (large flake) for a combined over-50-per-cent jumbo and large flake concentrate. Both large and jumbo flake graphite are targeted for the premium market.

A mineralogical study was conducted by SGS on a master composite sample with optical microscopy and quantitative X-ray diffraction to determine the occurrence and liberation of graphite and associated gangue minerals. The sample was examined at minus-six mesh. Graphite particles range in size from approximately five m to approximately two millimetres; generally, most of the graphite grains are composed of coarse-grained (greater than 400 m) particles. The particles occur mainly as polycrystalline, tabular, platy and prismatic grains. The graphite occurs as liberated (approximately 33 per cent) and exposed particles (approximately 61 per cent) with minor amounts of locked grains (approximately 6 per cent). These results show high recovery potential of graphite (94 per cent) through flotation, which was confirmed in the metallurgical testwork.

In September, the Company filed a National Instrument 43-101 technical report on the LAB Project. The report filed on SEDAR is titled Lac Aux Bouleaux graphite property NTS map 31J05, Quebec, Canada, by Martin Ethier, PGeo, consulting geologist, Hinterland Geoscience and Geomatics of Haileybury, Ont., Canada. In his report, Mr. Ethier defines the property as a project of merit, and recommends a work and product development program estimated to total $450,000. The exploration work will include:

1. Airborne reconnaissance work to confirm five historical untested conductors;
2. 1,500 metres of drilling to confirm and potentially expand the historical resource;
3. Further metallurgical testwork by SGS Canada, including the evaluation of a bulk sample and the definition of a process by which to enhance the graphite concentrate to 99.9-per-cent purity, battery grade;
4. Evaluation of the market potential for the graphite concentrate product identified to date.

The forgoing technical information pertaining to the Lac Aux Bouleaux Graphite Project was reviewed by Afzaal Pirzada, PGeo, who is a member of the Association of Professional Engineers and Geoscientists of British Columbia with licence No. 28657. Mr. Pirzada has prepared and supervised the preparation of this news release and approves the scientific and technical content. Mr. Pirzada is a qualified person as defined in NI 43-101.

In November an airborne survey of the project was completed by Prospectair Geosurveys of Gatineau, Quebec, and considsted of 276 line kilometers of magnetic and Time-Domain Electromagnetic (TDEM) data acquisition at 50 meter line spacing. A preliminary evaluation of the data by management, and subject to final interpretation by Prospectair, has confirmed several known historical conductors, and also identified several new conductors. The strongest TDEM anomaly outlined, with dimension of 300 m by 500 m, is located 1 kilometer northeast of the L.A.B. mill building. It is also in direct continuity with the interpreted graphitic horizons of the

Lac des Iles graphite Mine currently operated by Imerys Graphite & Carbon, and is located only 1.2 km south of the main open pit of this mine. As a result, the conductor denoted by this strong anomaly has been deemed very high priority. Another conductor located adjacent to the current historical L.A.B. pit is also a high priority, as it is the location of prior surface sampling of which six samples returned an average of 17.8% C (g). The Company intends to fund the continued exploration of the project, which will include a drill program to confirm the historical resource and potentially expand the historical and identify other graphite resources. The forgoing technical information pertaining to the Lac Aux Bouleaux Graphite Project was reviewed by Afzaal Pirzada, PGeo, who is a member of the Association of Professional Engineers and Geoscientists of British Columbia with licence No. 28657. Mr. Pirzada has prepared and supervised the preparation of this news release and approves the scientific and technical content. Mr. Pirzada is a qualified person as defined in NI 43-101.

Groete Project, Guyana

The Company holds a 100% interest in the Groete Property located in Guyana, subject to a 1.5% NSR which may be purchased for US$3,000,000.

IN addition, finders' fee of 3,333 common shares were issued in connection with the acquisition.

The Groete Gold Project is an advanced stage exploration project. Gold has been associated with this area since 1895, but no systematic exploration was undertaken until 1967. The area was identified to be underlain by an approximately 2 kilometer wide eastwest striking belt of greenstone consisting of volcaniclastic and sedimentary rocks pressed between two large granitic intrusions. Mineralization was identified to be associated with a large shear zone.

During the year ended December 31, 2013, the Company published a NI 43-101 compliant resource for the Groete Gold Copper Project as independently calculated by P&E Mining Consultants ("P&E"). The work, prepared in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects, relating to the Groete Gold Copper Project, Guyana, defined an in Pit Inferred Resource of 1.59M AuEq ounces at 0.66 g/t AuEq including 0.12% Cu contained in 74.8 M tonnes. (1)(2)(3)(4)(5)(6)(7)

The Groete initial mineral resource estimate was prepared in accordance with NI 43-101 standards by P&E with a database incorporating eight surface diamond drill holes (1,426 meters) drilled by the Company during 2012, and eighteen diamond drill holes (3,477 meters) completed by a previous owner between 1994 and 1996. The mineral resource estimate was prepared with the objective of confirming the historical drill results, and identifying a gold resource which would be amenable to open-pit mining methods. Four of the holes drilled by the Company utilized in this estimate were twin holes of historic collars 94-3, 94-5, 96-13 and 96-15, all of which were survey confirmed in their original location on the property.

Resource Estimate Notes and Parameters

1. Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues, although the Company is not aware of any such issues.

2. The quantity and grade of reported Inferred resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred resources as an Indicated or Measured mineral resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured mineral resource category.

3. The mineral resources in this news release were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by the CIM Council.

4. The Gemcom block model is defined by 5m x 5m x 5m blocks. A bulk density of 2.89 t/m3 was used for all tonnage calculations.

5. Approximate Dec 31, 2012 two year trailing prices of US$1,600/oz. for gold and US$ 3.80 per pound for copper were utilized in the Au cut-off grade calculation of 0.22 g/t for the in-pit resource estimate.

6. Process recoveries for gold and copper were assumed at 90% and 80% respectively resulting in 1% Cu equaling 1.45 g/t AuEq.

7. Pit optimization utilized a mining cost of US$1.40/tonne, processing $8.50/tonne and G&A of $1.50/tonne.

Metallurgical testwork was completed in November, 2013, by SGS Canada Inc. in Lakefield, Ont., Canada, an ISO 9001- and ISO/IEC 17025ISO-certified laboratory. A total of six rougher kinetics tests (F1 to F5 and F3R) were performed on the prepared sulphide samples to investigate the effects of primary grind size and reagent scheme. The best results were obtained from test F2, which graded 6.5 grams per tonne Au and 2.2 per cent Cu, with recoveries of 82.4 per cent Au and 96.6 per cent Cu in approximately 6-per-cent weight. Grind size had little effect on the recovery rate of gold in all six tests. To improve gold recovery, SGS recommends a multiple-stage flotation with extended float time. The addition of a gravity separation circuit may also increase gold recovery.

The metallurgical testwork completed was the first step in identifying the best extraction technique for the Groete gold-copper deposit. The company plans further metallurgical testwork to potentially improve gold recovery. SGS has recommended an additional gravity test program which will involve processing 10 kilograms of sample via a one-stage Knelson with subsequent upgrading using a Mozley table. The addition of a gravity circuit has been shown to improve gold recoveries for projects similar to the Groete gold-copper project. A locked cycle test under consideration may also improve gold recovery, and will more accurately reflect in field conditons.

The next stage of exploration will involve further core drilling. The known limits of the mineral deposit have not been identified, therefore the next phase of core drilling will involve both an infill and step-out program. The intent of the infill will be to enhance the known Inferred resource to the Indicated or Measured classification with the intent of the step-out holes to better define the size of the resource potential of the project. The Company has two drill rigs on site, and other heavy equipment including a D6 bulldozer and two Caterpillar excavators. A full camp and core logging & storage facilities are in place. Continued work on the project will be dependent upon the Company obtaining adequate funding. A property survey and line cutting was completed in May of 2013, with the property boundaries marked and posted.

Exploration Update

During fiscal 2015, the Company commenced some small surface gold production to cover the costs of the project in Guyana. During fiscal 2015, the Company incurred total costs on the project of $16,447 (net of recoveries) to maintain the property in good standing compared to costs of $276,573 during fiscal 2014. The Company is looking to continue the surface gold production to mitigate costs in 2016. The surface gold production is not interfering with any of the gold resource as outlined in the P&E report as discussed above.

Selected Annual Information

A summary of selected annual financial information for the last three fiscal years is as follows, as expressed in Canadian dollars:

	As at December 31, 2015	As at December 31, 2014	As at December 31, 2013
Total revenues	$ Nil	$ Nil	$ Nil
Net loss	584,560	1,112,460	1,416,092
Net loss per share	0.03	0.10	0.34
Total assets	838,645	593,391	950,030
Total liabilities	516,547	480,600	489,352

Results of Operations

The Company incurred a loss of $584,560 during the year ended December 31, 2015 ("current period"), compared to a loss of $1,112,460 for the year ended December 31, 2014 ("comparative period"). Some of the significant changes for the current period compared to the comparative period are as follows:

Amortization of $Nil (2014 - $58,949) decreased as the Company wrote off all equipment at December 31, 2014 to its net realizable value. The Company did not acquire any equipment during the year ended December 31, 2015.

Consulting costs of $49,542 (2014 - $Nil) were incurred as the Company has hired consultants to assist with advertising the Company and its exploration programs in Guyana and Quebec.

Exploration costs of $98,424 (2014 - $276,573) changed as a result of the Company producing some gold at surface in Guyana as discussed above. The Company did not produce any gold in the Comparative period.

Management fees of $131,961 (2014 - $156,609) decrease as a result of the CEO fees decreasing from US$10,000 per month from January through June 2015, to US$7,500 for July to September 2015 and a further decrease to CDN$7,500 from October 2015 to December 2015. During fiscal 2014, management fees were constant at US$10,000 per month.

Share-based payments of $120,867 (2014 - $147,861) decreased as a result of changes in the inputs used in the Black-Scholes option pricing model the Company granted 1,450,000 (2014 – 1,469,000) stock options to directors, officers and consultants of the Company during the current period.

There was an overall decrease in general operating expenditures during the current period. The decrease in these expenditures is a result of the Company minimizing all costs incurred by the Company to ensure that the Company can continue to operate until adequate funding is obtained. All investor relations and communications via a toll free number and email are performed by Company management.

Summary of Quarterly Results

	Three Months Ended Dec 31, 2015	Three Months Ended Sept 30, 2015	Three Months Ended June 30, 2015	Three Months Ended March 31, 2015
Total assets	$ 838,645	$ 686,845	$ 820,166	$ 589,883
Evaluation and exploration assets	683,275	668,275	668,275	588,275
Working capital (deficiency)	(28,181)	(60,027)	79,858	(561,932)
Shareholders' equity	322,098	248,711	388,596	26,343
Loss for the period	(182,507)	(149,665)	(165,940)	(86,448)
Loss per share	(0.01)	(0.01)	(0.04)	(0.02)

	Three Months Ended Dec 31, 2014	Three Months Ended Sept 30, 2014	Three Months Ended June 30, 2014	Three Months Ended March 31, 2014
Total assets	$ 593,391	$ 1,036,903	$ 1,198,840	$ 950,695
Evaluation and exploration assets	588,275	588,275	588,275	588,275
Working capital (deficiency)	(475,484)	(291,738)	(250,789)	(339,510)
Shareholders' equity	112,791	640,069	672,498	602,525
Loss for the period	(545,332)	(275,084)	(131,015)	(161,029)
Loss per share	(0.04)	(0.02)	(0.01)	(0.03)

<u>Fiscal 2015</u>

During the fourth quarter of fiscal 2015, the Company loss increased to $182,507 from $149,665 incurred during the third quarter of fiscal 2015. The increase in loss was due to the year-end audit accrual as well as consulting services.

During the third quarter of fiscal 2015, the Company loss decreased to $149,665 from $165,940 incurred during the three months ended June 30, 2015. The decrease was primarily a result in a decrease in management fees during the period. For the period ended September 30, 2015, management fees decreased to US$7,500 per month from US$10,000 per month from January through June 2015.

During the second quarter of fiscal 2015, the Company loss increased to $165,940 from $86,448 incurred during the three months ended March 31, 2015. The increase in the loss was mainly a result of the Company incurring $120,867 of stock-based compensation on the granting of stock options.

During the first quarter of fiscal 2015, the Company loss decreased to $86,448 from $475,484 incurred during the three months ended December 31, 2014. The decrease in the loss was mainly a result of the Company writing off the equipment balance of $322,191 during the previous quarter.

Fiscal 2014

During the fourth quarter of fiscal 2014, the Company's loss increased to $545,332 from a loss of $275,084 incurred during the three months ended September 30, 2014. The increase in the loss was mainly a result of the Company writing off the equipment balance of $322,191. This increase was partially offset by the gain on settlement of certain accounts payable in the amount of $41,254.

During the third quarter of fiscal 2014, the Company's loss increased to $275,084, from a loss of $131,015 incurred during the three months ended June 30, 2014. The increase in the loss was mainly a result of the Company incurring share-based payments expense of $109,467 during the current period with no such expense incurred during the three months ended June 30, 2014.

During the second quarter of fiscal 2014, the Company's loss decreased to $131,015, from a loss of $161,029 incurred during the three months ended March 31, 2014. The decrease was mainly a result of the Company incurring share-based payments expense of $38,394 during the three months ended March 31, 2014, with no such expense incurred during the three months ended June 30, 2014.

During the first quarter of fiscal 2014, the Company's loss decreased to $161,029, from a loss of $345,569 incurred during the three months ended December 31, 2013. The decrease was mainly a result of the Company writing off equipment of $142,675 during the three months ended December 31, 2013 and a decrease in exploration expenses and directors fees to $28,936 and $nil respectively during the three months ended March 31, 2014, compared to $79,011 and $35,673 during the three months ended December 31, 2013 respectively. The decrease in the previously mentioned costs were offset by an increase in share-based payment expense of $38,394 from $nil during the three months ended December 31, 2013.

Liquidity and Going Concern

The Company has financed its operations to date primarily through the issuance of common shares, proceeds from related-party loans and the exercise of stock options and share purchase warrants. The Company continues to seek capital through various means including the issuance of equity and/or debt.

The Company's audited consolidated financial statements for the year ended December 31, 2015 have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at December 31, 2015, the Company had a working capital deficiency of $28,181 (December 31, 2014 working capital deficiency of $475,484) and an accumulated deficit of $26,026,104 (December 31, 2014 - $25,441,544). In addition, the Company has not generated sufficient revenues to meet its operating and administrative expenses or its other obligations. These circumstances cast significant doubt on the validity of the going concern assumption.

In order to continue as a going concern and to meet its corporate objectives, which primarily consist of exploration work on its Guyana mineral property, the Company will require additional financing through debt or equity issuances or other available means. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Factors that could affect the availability of financing include the progress and exploration results of the mineral property, the state of international debt, equity and metals markets, and investor perceptions and expectations.

The Company's audited consolidated financial statements for the year ended December 31, 2015 do not include adjustments that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

Capital Resources

Net cash used in operating activities for the year ended December 31, 2015 was $545,513. The cash used in operating activities during the year ended December 31, 2015 consisted primarily of the operating loss offset by a change in non-cash working capital items. The Company also incurred $30,000 in acquisition costs of the mineral property in Quebec and repaid a related party loan of $8,595. These outgoing expenditures were offset by funds received on completed private placements of $608,000, while repaying $8,595 on a related party loan.

As per the subsequent event section below, subsequent to the year end, the Company has completed additional private placements.

Contingencies

The Company has no contingencies at the date of this MD&A.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements at the date of this MD&A.

Investor Relations

The Company has no investor relations agreements as at the date of this MD&A.

Related Party Transactions

The Company incurred the following expenses charged by key management personnel and companies controlled by key management personnel, such personnel include the Company's Directors, Chief Executive Officer, Chief Financial Officer and Corporate Secretary:

	2014	2013
Management, consulting and professional fees charged by directors and corporations under their control	$ 173,961	$ 211,109
Consulting fees charged to exploration	$ -	$ 14,000
Directors' fees	$ 40,669	$ 36,498
Share-based payments	$ 33,343	$ 91,872

Key management personnel were not paid any post-employment benefits, termination benefits, or other long-term benefits during the respective years.

Included in accounts payable and accrued liabilities is $70,669 (2014 - $373,744) due to directors, officers and corporations controlled by directors of the Company. The amount due to the related parties has no specific terms of repayment, is unsecured and non-interest-bearing.

The Company has amounts owing to a related party in the amount of $279,659. These amounts are unsecured and non-interest bearing. During the year ended December 31, 2015, the related parties have agreed to not call the debt prior to June 15, 2018 or to such time as determined by the board of directors.

The Company has loans payable of $53,337 (US$45,668) (2014 - $61,952 (US$52,668)) to a related party of the Company. The loans are unsecured, non-interest bearing and are payable on June 15, 2018. As at December 31, 2014 the loans were payable on demand.

During the year ended December 31, 2014, the Company issued 2,741,606 common shares to settled related party debt of $178,077.

All of the above transactions and balances 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.

Financial and Capital Risk Management

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's receivables, accounts payable and accrued liabilities, and due to related party approximate their carrying values. The Company's other financial instrument, being cash, is measured at fair value using Level 1 inputs.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk includes cash and receivables. The Company reduces its credit risk by maintaining its bank accounts at large international financial institutions. The Company's receivables consist primarily of tax receivables due from federal government agencies. The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. Such fluctuations may be significant.

(a) Interest rate risk

Interest rate risk consists of two components:

(a) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.

(b) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

Due to the short-term nature of the Company's financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values as of December 31, 2015. Future cash flows from interest income on cash will be affected by interest rate fluctuations. The Company manages interest rate risk by maintaining an investment policy that focuses primarily on the preservation of capital and liquidity.

(b) Foreign currency risk

While the Company's parent is Canadian and its capital is raised in Canadian dollars, the Company is conducting business in Guyana, whose currency is the Guyanese dollar. As such, it is subject to risk due to fluctuations in the exchange rates for the United States, Canadian and Guyanese dollars. The Company does not manage currency risk through hedging or other currency management

As at December 31, 2015, the Company has accounts payable denominated in US dollars of US$Nil (December 31, 2014 – US$187,257) and cash of US$193 (December 31, 2014 - US$417). Based on a hypothetical change in the foreign exchange rate between the Canadian and the US dollars of 5% (December 31, 2014 - 5%), the effect on net and comprehensive loss would be $125 (December 31, 2014 - $10,862).

As at December 31, 2015, the Company has cash denominated in Guyanese dollars of $Nil (December 31, 2014 – $227). Based on a hypothetical change in the foreign exchange rate between the Canadian and Guyanese dollars of 7.5% (December 31, 2014 – 7.5%), the effect on net comprehensive loss would be $Nil (December 31, 2014 - $17).

(c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Capital management

The capital structure of the Company consists of equity attributable to common shareholders, comprising of issued capital, contributed surplus and deficit.

The Company's objectives when managing capital are to: (i) preserve capital, (ii) obtain the best available net return, and (iii) maintain liquidity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and investments.

The Company's policy is to invest its excess cash in highly liquid, fully guaranteed, bank-sponsored instruments payable on demand. This strategy is unchanged from 2014.

The Company is not subject to externally imposed capital restrictions.

Subsequent Events

Subsequent to the year ended December 31, 2015, the Company:

- completed a non-brokered private placement for gross proceeds of $225,000 by way of the issuance of 4,500,000 units at $0.05 per unit. Each unit is comprised of one common share and one common share purchase warrant exercisable at $0.08 per share for a period of three years. No finders fees were paid;

- announced a non-brokered private placement for gross proceeds of $250,000 by way of the issuance of 5,000,000 units at $0.05 per unit. Each unit is comprised of one common share and one common share purchase warrant exercisable at $0.10 per share for a period of three years. This placement may be subject to finders fees of up to 10% paid in cash and 10% paid in agent's warrants. The Company has received subscriptions totalling $70,000 towards this placement. This placement is subject to regulatory approval.

- announced a non-brokered private placement for gross proceeds of $375,000 by way of the issuance of 5,000,000 units at $0.075 per unit. Each unit is comprised of one flow through common share and one common share purchase warrant exercisable at $0.10 per share for a period of three years. This placement may be subject to finders fees of up to 10% paid in cash and 10% paid in agent's warrants. This placement is subject to regulatory approval.

- announced a non-brokered private placement for gross proceeds of $320,000 by way of the issuance of 4,000,000 units at $0.08 per unit. Each unit is comprised of one flow through common share and one common share purchase warrant exercisable at $0.11 per share for a period of three years. This placement may be subject to finders fees of up to 10% paid in cash and 10% paid in agent's warrants. The Company has received subscriptions totalling $5,000 towards this placement. This placement is subject to regulatory approval.

Current Share Data

As at the date of this MD&A, the common shares outstanding are as follows:

	Number of Shares
Balance, April 28, 2016	33,297,885

As at the date of this MD&A, the Company has 22,943,333 share purchase warrants exercisable between $0.08 and $0.10 per share to April 4, 2019 and 1,600,000 stock options exercisable between $0.05 and $0.12 per share to June 1, 2020.

Disclaimer

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company, which can be accessed at www.sedar.com. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

Cautionary Statement on Forward Looking Information

Certain statements contained in this document constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressly stated or implied by such forward-looking statements. Such factors include, among others, the following: evaluation and exploration asset costs and results, fluctuation in the prices of commodities for which the Company is exploring, foreign operations and foreign government regulations, competition, uninsured risks, recoverability of resources discovered, capitalization requirements, commercial viability, environmental risks and obligations, and the requirement for obtaining permits and licenses for the Company's operations in the jurisdictions in which it operates.ldin