STROUD RESOURCES LTD.

FORM 51-102FI

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2016

November 29, 2016

MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2016

The following discussion of the results of operations of Stroud Resources Ltd. ("the Company" or "Stroud"), dated November 29, 2016, for the three and nine months ended September 30, 2016 should be read in conjunction with the Company's condensed interim consolidated financial statements for the nine months ended September 30, 2016

All amounts are presented in Canadian dollars, unless otherwise noted. Additional information relating to the Company is available on SEDAR at *www.sedar.com*.

1. Overview

Stroud Resources Ltd. (the "Company" or "Stroud") is a junior resource company involved in the acquisition, exploration and development of mineral properties. The Company is listed on the TSX Venture Exchange as a Tier 2 company and trades under the stock symbol "SDR". Stroud is exploring properties hosting silver and gold mineralization in Jalisco, Mexico and Ontario, Canada, and has interests in natural gas producing wells in Alberta, Canada.

Management's strategy for building Stroud and maximizing shareholder value is to acquire and explore properties with the potential to host significant economic deposits within prolific mining districts in Mexico and Canada, with the objective of enhancing the value of these properties either by direct exploration or through joint ventures with third-parties.

The Company was incorporated on March 18, 1983 and is considered to be in the development stage. The Company is in the process of exploring its mineral properties and has not yet determined whether these properties contain ore reserves that are economically recoverable. The recoverability of the carrying values of these interests is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financings to complete the development thereof and the future profitable production therefrom or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values. Future quarterly results, in terms of both corporate and exploration expenditures, may be constrained by difficult market conditions and lack of financing available to junior mining companies.

Mining Industry

The exploration for and development of mineral deposits involves significant risk, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of a mineral deposit may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration programs planned by the Company will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, permitting, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted but the combination of these factors may result in the Company not receiving an adequate return on investment.

Forward-Looking Statements

This management's discussion and analysis may contain statements that are "Forward-looking Statements". These include statements about the Company's expectations, beliefs, plans, objectives and assumptions about future events or performance. These statements are often, but not always, made through the use of words or phrases such as "will likely result", "are expected to", "will continue", "anticipate", "believes", "estimate", "intend", "plan", "would", and "outlook" or statements to the effect that actions, events or results "will", "may", "should" or "would" be taken, occur or be achieved. Statements and estimates concerning mineral resources may also be deemed to be forward-looking statements in that they involve estimates, based on certain assumptions, regarding the mineralization that would be encountered if and when a mineral deposit were to be developed and mined. Forward-looking statements are not historical facts, and are subject to a number of risks and uncertainties beyond the Company's control. Accordingly, the Company's actual results could differ materially from those suggested by these forward-looking statements for various reasons discussed throughout this analysis. Forward-looking statements are made on the basis of the beliefs, opinions and estimates of the Company's management on the date the statements are made and the Company does not undertake any obligation to update forward-looking statements if the circumstances or management's beliefs, opinions or estimates should change. Readers should not place undue reliance on forward-looking statements.

In September 2016, following shareholder approval, the Company sold it's Hislop project, generating $225,000 in cash and removing $1,276,376 of debt from it balance sheet. The cash infusion will allow the company to meet some of its current obligations and to begin updating its NI 43-101 qualifying report on the Santo Domingo project. The report will be updated with the 15 additional holes that were drilled and announced during 2011 and 2012.

The Company incurred a net loss of $67,726 [2015 - $252,607] and a net comprehensive loss of $67,762 [2015 - $252,607] for the nine months ended September 30, 2016. Included in the net loss, is a gain on the sale of the Hislop mineral properties of $153,612. Oil and gas revenues decreased by 22.6% in 2016 from 2015 levels to $22,201 [2015 - $28,695] as a result of depressed oil and gas prices. Oil and gas operating expenses decreased by 18.3% from 2015 levels but generated negative margins in both periods. Administrative expense, excluding interest expenses, decreased to $135,900 in 2016 from $147,301 in 2015. The accrual of Director fees and management fees of $37,500 in 2016 was offset in part by the reduction depreciation expense. Interest expense of $81,880 [2015 -$101133,] was charged in respect of shareholder advances outstanding.

The Company had a working capital deficiency of $1,008,765 at September 30, 2016 compared to a working capital deficiency of $2,279,310 at December 31, 2015. Cash flows used in operations totaled $418,980 for the nine months ended September 30, 2016, compared to $37,299 in 2015. The Company will need further financing to fund its future exploration programs. The Company's future performance will be dependent upon its ability to raise additional funds.

2. New accounting standards and interpretations

During 2015and 2016, the Company adopted a number of new IFRS standards, interpretations, amendments and improvements of existing standards. These included IFRS 8, IFRS 13 and IAS 24. These new standards and changes did not have any material impact on the Company's condensed interim consolidated financial statements.

Future changes in accounting standards:

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning after January 1, 2016 or later. Updates that are not applicable or are not consequential to the Company have been excluded.

IFRS 9, Financial Instruments ("IFRS 9")

IFRS 9, as issued in 2014, introduces new requirements for the classification and measurement of financial instruments, a new expected-loss impairment model that will require more timely recognition of expected credit losses and a substantially-reformed model for hedge accounting, with enhanced disclosures about risk management activity. IFRS 9 also removes the volatility in profit or loss that was caused by changes in an entity's own credit risk for liabilities elected to be measured at fair value. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier application is permitted. The Company has not yet begun the process of evaluating the impact of this standard on its condensed interim consolidated financial statements.

IAS 1, Presentation of Financial Statement ("IAS 1")

IAS 1 was amended in December 2014 in order to clarify, among other things, that information should not be obscured by aggregating or by providing immaterial information, that materiality consideration apply to all parts of the financial statements and that even when a standard requires a specific disclosure, materiality considerations do apply. The amendments are effective for annual periods beginning on or after January 1, 2016. The Company is currently assessing the impact of IAS 1 on its condensed interim consolidated financial statements.

IAS 12, Income Taxes ("IAS 12")

IAS 12 was amended in January 2016 to clarify that, among other things, unrealized losses on debt instruments measured at fair value and measured at cost for tax purposes give rise to a deductible temporary difference regardless of whether the debt instrument's holder expects to recover the carrying amount of the debt instrument by sale or by use; the carrying amount of an asset does not limit the estimation of probable future taxable profits; and estimates for future taxable profits exclude tax deduction resulting from the reversal of deductible temporary differences. The amendments are effective for annual periods beginning on or after January 1, 2017. Earlier adoption is permitted. The Company is currently assessing the impact of IAS 12 on its condensed interim consolidated financial statements.

IAS 38, Intangible Assets ("IAS 38") and IAS 16 – Property, Plant and Equipment ("IAS 16")

IAS 38 and IAS 16 were amended in May 2014 to introduce a rebuttable presumption that the use of revenue-based amortization methods is inappropriate. The amendments are effective for annual periods beginning on or after January 1, 2016. The Company is currently assessing the impact of IAS 38 on its condensed interim consolidated financial statements.

IFRS 15, Revenue from Contracts with Customers ("IFRS 15)

IFRS 15 was issued in May 2014, which will replace IAS 11, Construction Contracts, IAS 18, Revenue Recognition, IFRIC 13, Customer Loyalty Programmes, IFRIC 15, Agreements for the Construction of Real Estate, IFRIC 18, Transfers of Assets from Customers, and SIC-31, Revenue – Barter Transactions Involving Advertising Services. IFRS 15 provides a single, principles-based five-step model that will apply to all contracts with customers with limited exceptions, including, but not limited to, leases within the scope of IAS 17; financial instruments and other contractual rights or obligations within the scope of IFRS 9, IFRS 10, Consolidated Financial Statements and IFRS 11, Joint Arrangements. In addition to the five-step model, the standard specifies how to account for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. The incremental costs of obtaining a contract must be recognized as an asset if the entity expects to recover these costs. The standard's requirements will also apply to the recognition and measurement of gains and losses on the sale of some non-financial assets that are not an output of the entity's ordinary activities. IFRS 15 is required for annual periods beginning on or after January 1, 2017. Earlier adoption is permitted. The Company has not yet begun the process of evaluating the impact of this standard on its condensed interim consolidated financial statements.

3. Mineral Properties and Deferred Costs

	September 30, 2016 $	December 31, 2015 $	December 31, 2014 $
Santo Domingo Property	—	—	—
Hislop Property	—	1,337,521	1,334,050
Oil and Gas Properties	1,027	1,777	4,777
	1,027	1,339,298	1,338,827

Santo Domingo Silver-Gold Project

Stroud holds its interest in its Santo Domingo property through its wholly-owned subsidiary, Compañia Minera San Diego y La Espanola S.A. de C.V. ("Compañia Minera"), which holds prospecting and exploration permits for the property. Compañia Minera holds rights to the Santo Domingo II and Nombre de Dios mining concessions, located approximately 80 km northwest of Guadalajara, the capital city of the State of Jalisco, Mexico. The concessions occur in the Hostotipaquillo Mining District, which includes a number of established silver-gold epithermal mineral occurrences, including the well known Monte del Favor, La Cabrera and Cinco Mines.

The Mexican Mining Law was amended by a Congress Decree dated February 22, 2005, published at the Office Daily of the Federation on April 28, 2005. Under this amendment, exploitation mining concessions are now valid for 50 years and all existing exploration and mining concessions were automatically converted into exploitation mining concessions from January 1, 2006. Compania Minera has leased surface rights from Ejido of Santo Domingo de Guzman to cover the mining concessions and the surrounding area.

On December 16, 2009, the Company announced a NI-43-101 compliant Technical Report on its Santo Domingo project. The report was published on January 27, 2010 and is available on SEDAR and the Company's website. The report discloses estimated measured and indicated mineral resources of 12.42 million ounces of silver and 58,671 ounces of gold, and inferred mineral resources of 9.14 million ounces of silver and 36,817 ounces of gold. The Company calculated the silver equivalent ounces of the measured and indicated resources to be 15.049 million ounces and the inferred resources at 10.678 million ounces, using a 65:1 gold to silver ratio and recovery estimates of 92% for silver and 95% for gold. Drilling on Santo Domingo during 2011 followed up mineralized sections, such as DDH-27 which interested 97.6 metres of 158.83 g/t silver and 0.49 g/t gold encountered in the last drill program. On July 20, 2011, Stroud announced that it had intersected a wide mineralized zone at Santo Domingo of 27.0 metres of 200.2 g/t silver and 1.18 g/t gold, including 6.7 metres of 453.46 g/t silver and 3.16 g/t gold. On December 1, 2011 Stroud announced assay results from drill holes DDH 38 to DDH 42. Results included 26.0 metres of 88.46g/t silver and 0.11g/t gold in DDH 42. On March 13, 2012, Stroud announced the assay results from holes DDH 43 to DH 45 which included 21.0 metres of 56.923 g/t silver and 0.131 g/t gold in DDH43. The Company is pleased with the results of the diamond drilling program and is hopeful they will add a significant number of silver and gold ounces to the resource base of the Santo Domingo Project.

In 2014, the Company recorded an impairment in its Santo Domingo property of $12,136,042, given the difficult market conditions for raising capital for junior exploration companies and the Company's lack of financing for further exploration on this property at this time.

The Company is in the process of updating its NI 43-101 qualifying report on the Santo Domingo project. Subject to financing, Stroud plans to conduct environmental and metallurgical studies on the project.

A labour dispute involving the Company's Mexican subsidiary has resulted in a judgment against the Company with a with a maximum exposure of U.S. $660,000. The Company has accrued costs related to the Santo Domingo projects of $765,000 [2014 - $765,000] based on the Company's best estimate of a provision. Management is negotiating with the plaintiffs to reduce the potential amount payable.

The Company's agreement with the local Ejido for surface rights expired in 2013. The Ejido is claiming that payments of approximately $10,000 are outstanding. The Company is currently negotiating with the Ejido to renew the agreement.

The Company is obligated to pay Amerix Precious Metals Corporation a royalty fee of 5% from any of Compañia Minera's net proceeds of sale of minerals from the project to a maximum of U.S. $1,000,000.

An additional amount of U.S. $2,450,000 is to be paid in quarterly installments to a prior owner, if and when revenue is generated from minerals extracted by Compañia Minera, commencing three months after the start of commercial production. Each quarterly installment will be equal to 0.5% of the net smelter return (defined as revenue actually received by Compañia Minera from the sale of smelter minerals). In 2011, the Company paid U.S. $100,000 to the prior owner and the owner agreed to reduce the additional amount to be paid to U.S. $2,325,000. In September 2014, the Company paid U.S. $30,000 to the prior owner and the owner agreed to reduce the additional amount to be paid to U.S. $2,285,000.

Hislop Gold Project

The Company owned 100% interest in properties located in Hislop Township, Ontario. During the period, following approval by the shareholders of the Company, the Hislop property was sold for total proceeds of $1,501,736 comprised of $225,000 in cash and $1,276,376 in assumption of debt. The Company has retained an NSR of 0.5% on the property which can be purchased for $1,000,000.

Leckie Gold Project

Stroud's Leckie Property is located in Strathy Township about 3km north of the town of Temagami in northeastern Ontario. The property consists of 2 patented claims and 10 unpatented claims that form a contiguous group covering approximately 192 hectares.

The Leckie property is underlain essentially by Archean mafic metavolcanics that form part of the Abitibi Greenstone Belt. Massive or pillowed flows include variolitic units and minor flow-top breccias, vesicular flows and associated tufts. Several small quartz-feldspar porhyries have been found on the property as well as two types of mafic dykes altered gabboric dykes and diabase dykes of the Sudbury-type. A quartz-monzonite intrusive has been mapped in the northeast corner of the property and is a possible source of the porphyries as well as the mineralizing fluids that produced the gold-bearing quartz veins.

Two principal gold zones are present on the property. The #1 zone is a steeply dipping fracture system that has been intensely altered by carbonates and quartz-rich fluids. Minor amounts of zinc, silver and copper are also present. Grades average approximately 0.20 oz/t gold over 6 feet in the zone. The #1 zone has been traced down to a depth of 750 feet. One of the better drill holes encountered a width of 17.8 ft. averaging 0.217 oz/t gold. Prospecting has uncovered several additional gold showings. The #2 zone is much less explored and is located west of the #1 zone. This zone joins with the #1 zone at depth and is also intensely altered.

In 1996, Dr. Robert Morse, an independent technical consultant to the Company, calculated "probable ore" (as defined in former National Policy 2A ("NP2A") of the Canadian Securities Administrators and equivalent to an "indicated mineral resource" under NI 43-101 of 348,240 tons grading 0.203 oz/t gold and "possible ore" (as defined in former NP2A and equivalent to an " inferred mineral resource" under NI-43-101) of 57.237 tons grading 0.173 oz/t gold for the property. These calculations were based on a cut-off grade of 0.10 oz/t, a minimum horizontal width of 5 feet and a density of 1.7 cubic feet per ton. The Company believes that these calculations continue to be relevant and reliable. However, insufficient work has been done by a qualified person to classify these historical estimates as current mineral resources under NI-43-101.

Stroud continues to seek a prospective joint venture partner for the Leckie property.

Oil and Gas Properties

The Company generates cash flow through a 3.75% interest in six natural gas wells in central Alberta. The properties are operated by Omers Energy Inc. The Company's proportionate share of the revenue from these properties, net of operating expenses, is received from the operator on a monthly basis.

4. Results of Operations

The Company incurred a net loss of $67,726 [2015 - $252,607] and a net comprehensive loss of $67,762 [2015 - $252,607] for the nine months ended September 30, 2016. Included in the net loss, is a gain on the sale of the Hislop mineral properties of $153,612. Oil and gas revenues decreased by 22.6% in 2016 from 2015 levels to $22,201 [2015 - $28,695] as a result of depressed oil and gas prices. Oil and gas operating expenses decreased by 18.3% from 2015 levels but generated negative margins in both periods. Administrative expense, excluding interest expenses, decreased to $135,900 in 2016 from $147,301 in 2015. The accrual of Director fees and management fees of $37,500 in 2016 was offset in part by the reduction depreciation expense. Interest expense of $81,880 [2015 -$101133,] was charged in respect of shareholder advances outstanding.

Revenue from oil and gas for the three months ended September 30, 2016 decreased by 33.7% to $7,216 (2015 - $10,892) compared to the same period of 2015, due to reduced volumes. Operating expenses in the three months ended September 30, 2016 decreased to $4,692 compared to $16,676 in the same period of 2015. in 2015, the operator of the oil and gas properties assigned significant back-charges in the three months ended September 30, 2015 to Stroud's share. As a result of the gain on sale of the Hislop mineral properties of $153,612, the Company realized a net profit in the three months ended September 30, 2016 of $82,164. The net loss for the same period of 2015 was $91,841.

5. Liquidity and Capital Resources

The Company had a working capital deficiency of $1008,763 at September 30, 2016 compared to a working capital deficiency of $2,279,310 at December 31, 2015. Cash on hand is $127,067 and will meet some of the current obligations. The Company will need further financing to fund its future exploration programs. The Company's future performance will be dependent upon its ability to raise additional funds.

The Company does not have sufficient cash to continue its operations for the foreseeable future and will require additional financing which, if not raised, would result in the curtailment of activities or the sale, option or joint venturing of assets, to the extent appropriate counterparties can be found. The Company's ability to continue to meet its obligations and carry out its planned exploration activities is uncertain and dependent upon its ability to obtain further funds. There can be no assurances that the Company will be able to raise sufficient financing or on terms acceptable to management. The outcome of these matters cannot be predicted at this time and, accordingly, these matters create a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. If the going concern assumption is not appropriate, adjustments will be necessary to carrying amounts and classification of assets, liabilities and expenses in the condensed interim consolidated financial statements. Such adjustments could be material.

6. Off-Balance Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect upon its results of operations or financial condition, including, and without limitation, such considerations as liquidity and capital resources.

7. Transactions with Related Parties

For the nine months ended September 30, 2016 and 2015, the Company entered into the following related party transactions:

- The Company accrued $22,,500 [2015 - $15,000] for management fees to the President.
- The Company accrued $33,750 [2015 - $22,500] for fees to the Directors.

8. Proposed transactions

The Company has not entered into any significant transaction, nor is it currently reviewing any such transaction, which requires board approval, shareholder approval or regulatory approval that has not been discussed within this MD&A.

9. Critical Accounting Estimates

The Company's significant accounting policies are presented in Note 3 of the condensed interim consolidated financial statements for the nine months ended September 30, 2016.

10. Financial Instruments

A discussion of the Company's financial instruments can be found in Notes 3 and 4 of the condensed interim consolidated financial statements for the nine months ended September 30, 2016.

11. Disclosure of Outstanding Share Data as at November 29, 2016

	Number or Principal Amount Outstanding	Maximum Number of Common Shares Issuable
Common Shares	**196,440,650**	**N/A**
Stock Options	**7,500,000**	—
Maximum common shares outstanding		**203,940,650**

12. Other MD&A Disclosure

The following table sets forth, for the quarter indicated, information relating to the Company's revenue, net loss and loss per common share for the eight most recently completed fiscal quarters.

	Revenues	Net income (loss)	Basic and Diluted Net Loss / Share
December 31, 2014	**15,415**	(12,145,180)	(0.06)
March 31, 2015	**7,265**	(87,971)	(0.001)
June 30, 2015	**10,538**	(72,795)	(0.001)
September 30, 2015	**10,982**	(91,841)	(0.001)
December 31, 2015	**9,152**	(169,309)	(0.001)
March 31, 2016	**8,460**	(68,363)	(0.001)
June 30, 2016	**6,525**	(81,527)	(0.001)
September 30, 2016	**7,216**	82,164	0.001

Additional information relating to the Company, including its annual and quarterly financial statements, is available on SEDAR at www.sedar.com, and on the Company's website at www.stroudresourcesltd.com.