

Q-GOLD RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

INTERIM REPORT FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2016

DATED November 29, 2016

GENERAL

The following Management's Discussion and Analysis ("MD&A") should be read in conjunction with the Consolidated Financial Statements for the nine months ended September 30, 2016 of Q-Gold Resources Ltd. ("Q-Gold", the "Company" or the "Corporation") and the notes thereto.

This MD&A was prepared in conformity with National Instrument 51-102F1 and has been approved by the Corporation's Board of Directors prior to release. Under this Instrument, the Corporation is defined as a "Venture Issuer".

The accompanying interim Financial Statements have been prepared by management and are in accordance with International Financial Report Standards ("IFRS"), see note 2 of the Financial Statements, and all amounts are expressed in Canadian dollars unless otherwise noted. Other information contained in this document has also been prepared by management and is consistent with the data contained in the Financial Statements.

The Company's certifying officers are responsible for ensuring that the 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 was made. The Company's officers certify that the Financial Statements fairly present, in all material respects, the financial condition, result of operations and cash flows, of the Company as the date hereof.

OVERALL PERFORMANCE

During the first nine months of 2016, Q-Gold executed an option agreement on the Peck and Oriental historic silver mines and conducted an exploratory drilling program on its "Green Mohave 2" United States Bureau of Land Management mineral claim located near Crown King, Arizona.

In June of 2016, the Company announced it had completed a private placement financing of 8,000,000 units for \$400,000 in gross proceeds (see press release of June 9, 2016). Funds received from this financing were used to finance the exploration drilling program at Crown King and for general corporate purposes.

During the 2nd Quarter of 2016, the Company initiated the drilling program to test the geophysical "A" Anomaly, located on the "Green Mohave 2" mining claim, which is contained within the prolific ore-bearing Central Arizona Volcanic Belt ("CAVB"). Prior to drilling, the Company engaged a local road contractor to complete road improvements to allow for the safe access of equipment

to the drill site. Prior to this road work, the roads were impassable as they had sustained heavy damage in several places from “Monsoon” rains.

During the 3rd Quarter of 2016, the Company completed 660 metres of diamond drilling on the “A” Anomaly at Crown King, Arizona. The encountered metallic intercept zone averaged 200 feet in stratigraphic thickness with iron contents from 22 to 46%. However, copper, lead, zinc and gold contents were below commercial concentrations. Therefore, the project has been terminated and the acreage released.

The Company is preparing plans to drill the newly-optioned, historic Peck silver mine in early 2017. The optioned properties are Federally patented mining claims, which are considered as “private property”, and, although subject to Arizona mining and environmental laws, are not burdened by the myriad of regulations associated with public lands of the United States.

Crown King, Arizona Properties

Q-Gold began accumulating its land position during 2008 in the Peck Mining District of Yavapai County, near Crown King, which is recognized for its extremely high-grade silver production within the CAVB from Volcanic Massive (VMS) Deposits. Here, the Company currently has 8 prospective U.S. Department of the Interior, Bureau of Land Management (“BLM”) mining claims. The Company efforts are now focused on the Peck and Oriental patented properties.

In 1883, the Peck was shut down due to a legal dispute between the owners. Attempts to reopen the Mine up through 1906 were generally unsuccessful. A silver recession and two World Wars precluded any more attempts of production during the 20th Century. Other than efforts by Q-Gold, the Peck patents have not been explored or investigated beyond surface and the limited open underground workings.

Although several historical reports mention deeper occurrences of high-grade silver, no ore was ever produced below the 300’ level of the Peck Mine. Based on the results of a Q-Gold geologic sampling team, which entered the Mine, and a Q-Gold ground geophysical survey, which delineated a conductive zone below the 300’ level, the Company has outlined a drill program to test the deeper, unmined zones.

Within the Peck Mine system, the Oriental vein was explored and no reported production from the Oriental property has been located. The legal dispute of 1883 shut down development efforts of the Oriental vein. The Mine will be the subject of further exploration by the Company, to determine its silver potential, with a drilling program planned for early 2017.

Mine Centre, Ontario Properties

The Company has concentrated its efforts near Mine Centre, Ontario on maintaining its historic Foley gold producing mine (5,267 ounces of gold production from 1898-1900) and the McKenzie Gray gold/ silver zone discovered in 2009, where 45 of the 47 holes drilled by Q-Gold encountered the mineralized zone. The properties contain 5 historic gold mines and over 100 gold veins in

various widths, many of which remain to be fully-explored. A second historic mine on Q-Gold's properties, the "Golden Star", produced 10,700 ounces of gold in the late 1890's before surface facilities were destroyed by fire.

Additional delineation drilling at both the Foley and the McKenzie Gray is anticipated in 2016, if market conditions improve. The McKenzie Gray mineralized zone can be traced over a strike length on surface for 150m and also plunges to a (drill) depth of 150m. Several geophysical (IP) anomalies adjacent to McKenzie Gray also remain to be drilled. Also, dependent on the availability of funds, will be a diamond drilling program, which has been developed, to be implemented to test prospective gold zones beneath the old workings of the historic Golden Star Mine.

The Company is actively seeking a joint venture partner to participate in the next phase of exploration on its Mine Centre properties.

RESULTS OF OPERATIONS

As the Company is currently a mineral exploration company, it did not have any revenues or profits from operations during the first nine months of 2016, or as of the date of this MD&A.

Results from exploration activities, coupled with the price of gold and silver and the availability of exploration financing from Canadian sources, will materially affect any future development plans for the Company's properties. Although the prices of gold and silver are presently at attractive levels, they are subject to severe fluctuations as a result of world events and economic conditions, which are obviously beyond the Company's control.

On June 9, 2016, the Company announced the completion of a \$400,000 private placement financing. Funds from this financing were used for the exploratory drilling program at Crown King and for general corporate purposes.

Based on the results of the diamond drilling program of the "A" Anomaly, the Company has released 5 BLM Mining Claims comprising the "A" Anomaly and surrounding area. The Company now holds 8 BLM Mining Claims and an option on 5 Patented mining claims containing the historic Peck and Oriental Mines, where the Company is focusing its exploration efforts in the near-term.

During the nine months ending September 30, 2016, the Company incurred expenditures totaling \$288,126 (2015 – \$15,422) on its Arizona Properties and \$11,972 (2015 - \$1,000) on its Mine Centre Properties.

SUMMARY OF QUARTERLY RESULTS

The following table shows financial results from the Company's eight most recently completed quarters:

	2016			2015				2014
	3 rd Qtr.	2 nd Qtr.	1 st Qtr.	4 th Qtr.	3 rd Qtr.	2 nd Qtr.	1 st Qtr.	4 th Qtr.
Revenue	13	11	10	32	Nil	Nil	10	33
Income (Loss) from operations	(87,045)	(280,043)	(40,937)	(125,174)	(56,250)	(33,562)	(30,341)	(45,157)
Income (Loss) per Share	(0.01)	(0.02)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)
Income (Loss) per diluted share	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)
Net Income (Loss) before Taxes	(95,303)	(283,151)	(31,032)	(94,920)	(40,041)	(33,262)	(23,946)	(94,787)
Net Income (Loss) per Share	(0.01)	(0.02)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)
Net Income (Loss) per diluted share	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)

The reported losses in the 2nd and 3rd Quarters of 2016 were greater than the reported losses during the same periods of 2015, because of the completion of a private placement financing and completion of the exploratory drilling program of the "Green Mohave 2" mining claim near Crown King, Arizona. The exploration activities conducted on the Company's mineral properties are expensed and charged against earnings.

FINANCIAL CONDITION

Losses for the three months ending September 30, 2016 (prior to extraordinary items) totaled \$87,045 (\$0.01 per share), which were greater than losses of \$56,250 (0.01 per share) that were reported for the same period in 2015, as the Company completed its exploratory drilling program of the "A" Anomaly during the 3rd Quarter of 2016.

All exploration costs are expensed and charged against earnings until economically recoverable reserves are established. Until Q-Gold can establish economically recoverable reserves and initiate mineral production on its properties, the outlook for both cash flow and profit will be negative. In the near-term, the Corporation anticipates being able to fund much of its current exploration activities, as well as general corporate activities, from equity financings and joint ventures, for which it is actively seeking partners.

LIQUIDITY AND CAPITAL RESOURCES

At June 30, 2016, the Corporation had a working capital deficit of \$ 429,320 (December 31, 2015 - \$425,304). The Company's monthly overhead during the first nine months of 2016 was approximately \$ 11,996 (2015 - \$11,529). The 2016 costs of maintaining the Arizona Properties and the Mine Centre Properties in good standing are \$25,240 and Nil, respectively.

The Company is hopeful that it will be able to raise additional equity funds from the Canadian and U.S. financial markets, which will allow it to continue exploration activities and to maintain its principal properties and fund general and administrative expenses during 2017. However, the Company recognizes that external factors, which it cannot control such as financial market instability and commodity prices, can adversely affect its ability to raise the necessary capital to maintain ongoing operations.

OFF-BALANCE SHEET ARRANGEMENTS

The Company did not have any off-balance sheet arrangements as of September 30, 2016 and as of the date of this MD&A.

ADDITIONAL DISCLOSURES

For the nine months ending September 30, 2016, the Corporation incurred expenses on its mineral properties totaling \$ 300,098 (2015 - \$ 16,422). General and Administrative Expenditures for the period totaled \$ 107,997 (2015 - \$103,763).

OUTSTANDING SHARE DATA

The Company's authorized capital consists of an unlimited number of common shares ("Common Shares") and an unlimited number of first and second preferred shares ("Preferred Shares"). As of the date of this MD&A, Common Shares totaling 25,473,119 were issued and outstanding and 38,523,119 on a fully-diluted basis. No Preferred Shares were issued as of the date of this MD&A.

As of the date of this MD&A, the Company has 2,250,000 stock options outstanding to Directors, Officers, Employees and Consultants of the Company with an exercise price of \$0.10 per share, and expiring between December 18, 2020 and June 9, 2021. As of the date of this MD&A, there are purchase warrants and Agent's Options outstanding, as a result of completed financings, allowing for the purchase of an additional 10,800,000 common shares of the Company, at an exercise price ranging from \$0.07 to \$0.10, and expiring between March 26, 2017, and December 9, 2017.

RELATED PARTY TRANSACTIONS

The Company has two employment contracts, one with J. Bruce Carruthers II, Chief Executive Officer and the other with Eric A. Gavin, Chief Financial Officer. Pursuant to the terms of the contracts, Mr. Carruthers is paid US\$ 1,000 per month, all of which was deferred during the period, and Mr. Gavin is paid US\$ 2,500 per month.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments are comprised of cash, accounts receivable, marketable securities, accounts payable and accrued liabilities, promissory notes payable and long-term debt, see Note 2 to the Financial Statements. In that the Company's expenditures occur in both Canadian and U.S. Dollars, and that it obtains capital predominantly in Canadian Dollars, the Company is exposed to some currency risk. However, the Company believes this risk to be minimal and therefore, the Company is not exposed to any significant price, credit or liquidity risk.

FORWARD LOOKING STATEMENTS

Certain statements contained in the MD&A constitute forward-looking statements. Such forward-looking statements involve a number of 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 actual future results and achievements expressed or implied by such statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made.

ADDITIONAL INFORMATION

Additional Information on Q-Gold, including Quarterly and Annual Financial Statements, an Annual Information Form, an Information Circular and the NI 43-101 Qualifying Report on the Company's Mine Centre Properties are all available on SEDAR at www.sedar.com

The technical content of this MD&A was reviewed and approved by Brian Beck, P. Geo., a "Qualified Person" as defined by National Instrument 43-101.