

**NEWMAC RESOURCES INC.**  
**MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS**  
**FOR THE NINE MONTHS ENDED JUNE 30, 2016**

The following management discussion and analysis for *Newmac Resources Inc.* ("Newmac" or "the Company") is prepared as of August 26, 2016, and should be read together with the unaudited condensed interim consolidated financial statements for the nine months ended June 30, 2016 and related notes attached thereto (financial statements), which were prepared in accordance with the International Financial Reporting Standards ("IFRS"). In addition, the following should be read in conjunction with the Company's audited consolidated financial statements as at September 30, 2015 and for the year then ended and the related MD&A.

The unaudited consolidated statements for the nine months ended June 30, 2016, and comparative information presented therein, are prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), applicable to the presentation of interim financial statements, including IAS 34, Interim Financial Reporting.

All dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information related to the Company is available for view on SEDAR under the Company's profile at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.newmacresources.com](http://www.newmacresources.com).

**FORWARD-LOOKING STATEMENTS**

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement.

In particular, this MD&A contains forward-looking statements, pertaining to the following:

- capital expenditure programs;
- development of resources;
- treatment under governmental regulatory and taxation regimes;
- expectations regarding the Company's ability to raise capital;
- expenditures to be made by the Company to meet certain work commitments; and
- work plans to be conducted by the Company.

With respect to forward-looking statements listed above and contained in this MD&A, the Company has made assumptions regarding, among other things:

- the legislative and regulatory environment;
- the impact of increasing competition;
- unpredictable changes to the market prices for metal prices;

- anticipated results of exploration activities; and
- the Company's ability to obtain additional financing on satisfactory terms.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this MD&A:

- volatility in the market prices for metal prices;
- uncertainties associated with estimating resources;
- geological, technical, drilling and processing problems;
- liabilities and risks, including environmental liabilities and risks;
- fluctuations in currency and interest rates;
- incorrect assessments of the value of dispositions;
- unanticipated results of exploration activities;
- competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel; and
- unpredictable weather conditions.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of these risk factors set forth above.

## **DESCRIPTION OF BUSINESS**

Newmac is a BC registered company involved in the acquisition, exploration and development of mineral resource properties in Canada. The Company is a reporting issuer under the Reporting Jurisdictions of British Columbia. The Company is registered as a Tier 2 issuer on the TSX Venture Exchange under the trading symbol NER.

The Company's current focus is the exploration and development of the Crazy Fox Property and Moira Property located in British Columbia. Management continues to evaluate high-quality projects in Canada for future opportunity, with an emphasis on projects that have the potential to be of interest to major mining companies.

The Company's subsidiary, Bonte Bebe (Shenzhen) Co. Ltd., started operations in April 2016 and is involved in the design and sales of clothing in China.

As of June 30, 2016, the Company had \$779,191 (September 30, 2015 - \$1,038,535) in cash and working capital of \$767,064 (September 30, 2015 - \$1,024,310). The Company had a net loss of \$233,186 during the nine months ended June 30, 2016 (June 30, 2015 - \$101,799) and has incurred losses of \$6,672,851 since inception (September 30, 2015 - \$6,439,665).

## **MINERAL PROPERTIES**

### **Crazy Fox Property, British Columbia**

The Company entered into an agreement on September 22, 2005 to acquire a 100% interest in the Crazy Fox Property, located 20 km northwest of Little Fort, British Columbia. The Company acquired the property by issuing 10,000 common shares (issued with a fair value of \$78,250) and making payments totaling \$100,000 (paid) over a 3-year period. An additional 200,000 shares will be issued to the vendors if and when a positive feasibility study is completed. A 3% net smelter royalty ("NSR") is reserved for the vendors of which 2% may be purchased at any time for \$2,000,000 reducing the NSR to 1%.

## **Moira Property, British Columbia**

On November 20, 2007, the Company entered into an agreement to acquire a 100% interest, subject to a 2% NSR, in the Moira Molybdenum project, located 18 kilometers northwest of Clearwater, BC in consideration for \$5,000 (paid) and 2,500 common shares (issued with a fair value of \$43,000). A magnetometer survey on this property is under way and results from this survey are being reviewed to determine the future plans for the property.

## **Raft Property, British Columbia**

On January 7, 2008, the Company entered into an agreement to acquire a 100% interest, subject to a 2% NSR, in the Raft Molybdenum project, located 18 kilometers northeast of Clearwater, BC in consideration for \$5,000 (paid) and 2,500 common shares (issued with a fair value of \$41,000).

In May 2010, the Company entered into an option agreement, where the Company has the right to earn a 100% interest in the Ready Mix Property, located to the southeast of the Company's Raft Molybdenum project. The Company acquired the property by issuing 32,500 common shares (issued with a fair value of \$35,500) and making payments totalling \$30,000 (paid) over a 2-year period. The property will be subject to a 2% NSR, where the full 2% may be purchased by the Company for \$1,000,000 at any time. The Company also purchased a second property located to the north of the Company's Raft Molybdenum project. The property was purchased for \$5,000 cash (paid) and the issuance of 2,500 common shares (issued with a fair value of \$2,000). Both the property option and the property purchase have become part of the Raft Property.

In March 2014, the Company entered into an Agreement of Purchase and Sale ("Initial Agreement") for the disposal of the Raft property for \$300,000. A non-refundable deposit of \$30,000 was received by the Company. In April 2014, the purchase terminated the agreement. On June 20, 2014, the Company entered into another Agreement of Purchase and Sale for the disposal of the Raft property claims for proceeds of \$300,000, with a sales commission of 7%. The loss on sale of the Raft property was determined as follows:

|                                                            | \$          |
|------------------------------------------------------------|-------------|
| Proceeds                                                   | 300,000     |
| Non-refundable deposit received from the Initial Agreement | 30,000      |
| Less: Commission                                           | (21,000)    |
| Net proceeds                                               | 309,000     |
| Less: Accumulated exploration and evaluation assets        | (1,004,339) |
| Loss on disposal of Raft Property                          | (695,339)   |

## **Exploration Update**

### *Crazy Fox Property*

Ownership of the Crazy Fox Property was transferred to Newmac Molybdenum Inc. a wholly owned subsidiary of Newmac Resources Inc. in the fall of 2014.

Preparation is continuing towards drilling the Crazy Fox Molybdenum deposit. A program of geological mapping was completed in the summer of 2015 and the company has received the final report. Not all of the property was geological mapped and this will be subject of a mineral exploration program this year with a focus on the area west of the Crazy Fox deposit and along the eastern side of the deposit where molybdenite mineralization occurs. This geological

mapping program was commenced in the end of June, 2016 and continued into July. Preliminary findings from both programs indicate that four areas of the property should be sampled to evaluate the newly discovered mineralization found in the geological mapping program. Subject to new permitting, drilling of the Crazy Fox Molybdenum deposit may commence when the market price of molybdenum and tungsten improves in the future. A short program of diamond drilling of the Crazy Fox deposit is proposed for future years to test some potential high grade tungsten mineralization in the upper plate of the deposit and also, the company is weighing its options for the future of the Crazy Fox Property.

A preliminary Archeological Overview Assessment Survey was completed during the summer of 2014 and a Traditional Use Survey was completed during the early fall 2013. Both types of surveys are prerequisite for issuance of an "Area permit" which will allow the company to work within a designated area for a period of up to 5 years. An area permit will allow the company greater latitude in planning and completing a series of work programs designed to further the knowledge of the Crazy Fox deposit.

The surveys were completed with the assistance and by local First Nations Band Members from the Simpcw First Nation and the Canim Lake Band. Neither survey found any impediment to further exploration permitting of the Crazy Fox Project. Several recommendations in connection with the area's traditional use were made and will be considered in our future planning. There were no item of archeological significance brought to our attention.

Also a minor program of expanding and evaluating gold soil anomalies discovered in the summer of 2014 in an area west of the Crazy Fox deposit was completed in the late spring 2015. This area has the potential to host gold mineralization in carbonate altered volcanic rocks.

#### *Moira Property*

The company completed a geological mapping program on the Moira property to understand what intrusive rocks are controlling the mineralization and this geological data will be followed up in 2016. The geological mapping program commenced in the late summer of 2015 and completed in the fall of 2015. In the spring of 2014 the company conducted a small prospecting and geochemical program to expand the area of know soil anomalies to the north and south. Future programs on the property may include additional geophysics and geological mapping, trenching and development of drill targets and also, the company is weighing its options on the future exploration of the Moira Property.

### **RESULTS OF OPERATIONS**

The Company's operations consist generally of mineral exploration and evaluation of new property acquisitions. This includes acquiring mineral properties, evaluating the merits of these properties using various techniques such as sampling, trenching, geophysical and geochemical methods as well as drilling. The Company has no commercial production at this time, as a result, the Company's results of operations are a product of operating expenses.

The Company's subsidiary, Bonte Bebe (Shenzhen) Co. Ltd., started operations in April 2016 and is involved in the design and sales of clothing in China. At this time, no sales is generated yet.

During the nine months ended June 30, 2016, the Company's net loss was \$233,186, as compared with a loss of \$101,799 during the nine months ended June 30, 2015. The increase in loss this year was mainly due to expenses incurred by the Company's subsidiary, Bonte Bebe (Shenzhen) Co. Ltd. of \$56,663. Excluding the China operations, the Company's loss was \$176,523. The Company's Canadian loss consisted of expenditures as follows:

- amortization of \$810 (2015 - \$538);
- insurance expense of \$8,308 (2015 - \$9,125) for director's and officer's and general liability insurance;
- office and general administrative expenses of \$5,178 (2015 - \$4,551) for office supplies;
- accounting, legal, and professional fees of \$2,050 (2015 - \$8,200);
- rent of \$34,639 (2015 - \$35,976) was about the same as last year;
- salaries and wages of \$101,104 (2015 - \$98,238) were increased slightly due to a hiring credit received last year;
- transfer agent, listing, and filing fees of \$9,621 (2015 - \$9,391) were increased;
- interest income of \$65 (2015 - \$Nil); and
- exchange loss of \$14,878 (2015 – gain \$51,508) due to the decrease in value of US dollar on the Company's US dollar deposits.

During the nine months ended June 30, 2016, the Company incurred \$67,257 in exploration related expenditures on its mineral properties, which is comprised of \$62,314 on the Crazy Fox Property, and \$4,943 on the Moira Property. The Company also received mineral tax credits of \$67,537 during this period.

### SUMMARY OF QUARTERLY RESULTS

|                      | Three month<br>period ended<br>June 30,<br>2016 | Three month<br>period ended<br>March 31,<br>2016 | Three month<br>period ended<br>December 31,<br>2015 | Three month<br>period ended<br>September 30,<br>2015 | Three month<br>period ended<br>June 30,<br>2015 | Three month<br>period ended<br>March 31,<br>2015 | Three month<br>period ended<br>December 31,<br>2014 | Three month<br>period ended<br>September 30,<br>2014 |
|----------------------|-------------------------------------------------|--------------------------------------------------|-----------------------------------------------------|------------------------------------------------------|-------------------------------------------------|--------------------------------------------------|-----------------------------------------------------|------------------------------------------------------|
| Total assets         | 8,924,624                                       | 8,961,017                                        | 9,059,681                                           | 9,101,072                                            | 9,176,868                                       | 9,189,684                                        | 9,220,511                                           | 9,260,206                                            |
| Working capital      | 767,064                                         | 916,218                                          | 1,013,914                                           | 1,024,310                                            | 1,097,896                                       | 1,234,055                                        | 1,252,407                                           | 1,278,960                                            |
| Shareholders' equity | 8,796,925                                       | 8,907,021                                        | 9,001,562                                           | 9,032,164                                            | 9,079,075                                       | 9,144,785                                        | 9,157,990                                           | 9,180,794                                            |
| Interest income      | -                                               | -                                                | -                                                   | -                                                    | 80                                              | 2,630                                            | 10,082                                              | 10,083                                               |
| Net income (loss)    | (108,043)                                       | (94,541)                                         | (30,602)                                            | (46,911)                                             | (65,710)                                        | (13,205)                                         | (22,804)                                            | 129,218                                              |
| Loss per share       | (0.01)                                          | (0.01)                                           | (0.00)                                              | (0.00)                                               | (0.01)                                          | (0.00)                                           | (0.00)                                              | 0.01                                                 |

### THIRD QUARTER OPERATION RESULTS

During the three months ended June 30, 2016, the Company's net loss was \$108,043, an increase of \$42,333 from a loss of \$65,710 during the three months ended June 30, 2015. The main reason of the Company's increase in loss this year was mainly due to expenses incurred by the Company's subsidiary, Bonte Bebe (Shenzhen) Co. Ltd. of \$56,663. Excluding the China operations, the Company's loss was \$51,380 which was a decrease of \$14,330 from last year's loss. The Company's loss consisted of expenditures as follows:

- amortization of \$735 - Canada \$282, China \$453 (2015 - \$176);
- insurance expense of \$2,000 – Canada \$2,000, China \$Nil (2015 - \$2,600) for director's and officer's and general liability insurance;
- office and general administrative expenses of \$8,120 – Canada \$1,457, China \$6,663 (2015 - \$1,156) for office supplies;
- accounting, legal, and professional fees of \$37 – Canada \$37, China \$Nil (2015 - \$7,762);
- rent of \$28,602 – Canada \$12,240, China \$16,362 (2015 - \$12,066) was about the same as last year;
- salaries and wages of \$66,461 – Canada \$34,156, China \$32,305 (2015 - \$34,067);
- transfer agent, listing, and filing fees of \$668 – Canada \$668, China \$Nil (2015 - \$935) were about the same as last year;

- travel and promotion of \$599 – Canada \$Nil, China \$599 (2015 - \$Nil);
- utilities of \$429 – Canada \$Nil, China \$429 (2015 - \$Nil);
- exchange loss of \$461 – Canada \$605, China gain of \$144 (2015 – \$7,028);
- interest income of \$65 – Canada \$54, China \$Nil (2015 - \$80); and
- miscellaneous income \$4 – Canada \$Nil, China \$4 (2015 - \$Nil).

## TRANSACTIONS WITH RELATED PARTIES

- During the nine months ended June 30, 2016, the Company paid \$18,000 (June 30, 2015 - \$18,000) of salary to directors of the Company. As of June 30, 2016, \$41,865 (September 30, 2015 - \$Nil) was owing to directors for expenses not yet reimbursed.
- During the nine months ended June 30, 2016, the Company paid \$54,000 (June 30, 2015 - \$54,000) of salary to the CEO of the Company.
- During the nine months ended June 30, 2016, the Company paid \$15,000 (June 30, 2015 - \$15,000) of salary to the current CFO of the Company.
- During the nine months ended June 30, 2016, the Company paid \$8,677 (June 30, 2015 - \$Nil) of salaries to close family members of a director and officer of the Company. As of June 30, 2016, \$8,610 (September 30, 2015 - \$Nil) was owing to close family members.

## Key Management Compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

Other than the transactions disclosed above, there were no other compensation paid to key management during the nine months ended June 30, 2016 or 2015.

## LIQUIDITY AND CAPITAL RESOURCES

The financial statements have been prepared on a going concern basis which assumes that the Company will be able realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

|                 | March 31,<br>2016 | September 30,<br>2015 |
|-----------------|-------------------|-----------------------|
| Working capital | \$ 767,064        | \$ 1,024,310          |
| Deficit         | (6,672,851)       | (6,439,665)           |

Net cash used in operating activities for the nine months was \$234,015. This amount consists of a net operating loss of \$233,186, increase in prepaid expenses of \$49,100, increase in inventory of \$11,574, increase in due to related parties of \$50,862, and increase in accounts payable and accrued liabilities of \$9,984. During the prior year, net cash used in operating activities was \$74,325.

Net cash used in investing activities for the nine months was \$23,427. It consisted of mineral tax credits received of \$67,537, exploration and evaluation expenditure of \$67,257, purchase of fixed assets of \$22,207, and payment of decommission liabilities of \$1,500. Net cash provided by investing activities last year amounted to \$420,117 due to repayment of loan receivable of \$500,000. Investing activities of the Company mainly consist of exploration work done on the Company's mineral properties.

There was no net cash used in financing activities during the nine months ended June 30, 2016 or 2015.

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate various programs and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

## **FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;  
 Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and  
 Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at June 30, 2016, the Company's financial instruments are comprised of cash and cash equivalents, reclamation bonds, accounts payable, and due to related parties. The carrying value of reclamation bonds, accounts payable, and due to related parties approximate their fair values due to the relatively short periods to maturity of these financial instruments.

As at June 30, 2016, the fair value of cash and cash equivalents of the Company was classified as Level 1 of the fair value hierarchy.

### **Financial risk factors**

The Company has exposure to the following risks from its use of financial instruments: credit risk, liquidity risk and market risk. Management, the Board of Directors and the Audit Committee monitor risk management activities and review the adequacy of such activities.

#### *Credit risk*

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. Management believes that the credit risk concentration with respect to financial instruments included in cash and cash equivalents is remote. The Company's receivables are the loan receivable which was secured by properties of the borrower.

*Liquidity risk*

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at June 30, 2016, the Company had current assets of \$932,714 to settle current liabilities of \$16,496. All of the Company's financial liabilities are subject to normal trade terms.

*Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, and commodity and equity prices. These fluctuations may be significant and the Company, as all other companies in its industry, has exposure to these risks.

## (a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to maintain cash in its banking institutions and does not believe interest rate risk to be significant.

## (b) Price risk

The Company is not a producing entity so is not directly exposed to fluctuations in commodity prices. The Company is exposed to price risk with respect to 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. The Company closely monitors individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

## (c) Foreign currency risk

The Company has US\$198,557 bank deposits in US dollars and two subsidiaries in China operating in Hong Kong dollars and Chinese RMB otherwise has no other assets or liabilities in foreign currencies. Fluctuations in exchange rates between the Canadian dollar and U.S. dollar, Hong Kong dollar, and Chinese RMB could have a material effect on the business, results of operations and financial condition of the Company. Based on the balances as at June 30, 2016, other things being equal, a 10% increase (decrease) in the exchange rate of converting U.S. dollars, Hong Kong dollars, and Chinese RMB into Canadian dollars would have resulted in an increase (decrease) of approximately \$46,003 in earnings before income taxes during the period ended June 30, 2016.

**OFF BALANCE SHEET ARRANGEMENTS**

The Company has not entered into off-balance sheet transactions.

**CAPITAL MANAGEMENT**

The Company defines capital that it manages as its shareholders' equity. It manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as

such the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and will attempt to raise additional funds as needed.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company's capital management objectives, policies and processes have not been changed over the period presented. The Company is not subject to any externally imposed capital requirements.

#### **ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE**

Please refer to Note 8 in the unaudited condensed interim consolidated financial statements for the nine months ended June 30, 2016, for description of the capitalized exploration and development costs presented on a property-by-property basis.

#### **OUTSTANDING SHARE DATA**

The following table summarizes the Company's outstanding share data as of the date of this Management Discussion and Analysis report:

|               |           |
|---------------|-----------|
| Common shares | 9,716,042 |
| Stock options | Nil       |
| Warrants      | 6,000,000 |

#### **CRITICAL ACCOUNTING ESTIMATES**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates on the resulting effects of the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

All of the Company's significant accounting policies and estimates are included in Note 3 and 4 of its unaudited condensed interim consolidated financial statements for the nine months ended June 30, 2016.

#### **NEW ACCOUNTING STANDARDS AND INTERPRETATIONS**

##### **Accounting standards adopted in the current period**

As of October 1, 2014, the Company adopted the new and amended IFRS pronouncements in accordance with transitional provisions outlined in the respective standards. The Company has adopted these new and amended standards without any significant effect on its financial statements.

**IAS 36 *Impairment of Assets*** - In May 2013, the IASB issued an amendment to address the disclosure of information about the recoverable amount of impaired assets or a CGU for periods in which an impairment loss has been recognized or reversed. The amendments also address disclosure requirements applicable when an asset's or a CGU's recoverable amount is based on fair value less costs of disposal.

**IFRIC 21 *Levies*** - In May 2013, the IASB issued IFRIC 21, Levies ("IFRIC 21"), an interpretation of IAS 37, Provisions, Contingent Liabilities and Contingent Assets ("IAS 37"), on the accounting for levies imposed by governments. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event ("obligating event"). IFRIC 21 clarifies that the obligating event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy.

### **Future changes in accounting policies**

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning after October 1, 2015, or later periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below. The Company anticipates that the application of these standards, amendments and interpretations will not have a material impact on the results and financial position of the Company.

**IAS 1 *Presentation of Financial Statements*** - In December 2014, the IASB issued an amendment to address perceived impediments to preparers exercising their judgment in presenting their financial reports. The changes clarify that materiality considerations apply to all parts of the financial statements and the aggregation and disaggregation of line items within the financial statements.

**IAS 16 *Property, Plant and Equipment* and IAS 38 *Intangible Assets*** - In May 2014, the IASB issued amendments to IAS 16 and IAS 38. The amendments clarify that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. The amendments also clarify that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset. This presumption, however, can be rebutted in certain limited circumstances.

**IAS 36 *Impairment of Assets*** - In May 2013, the IASB issued an amendment to address the disclosure of information about the recoverable amount of impaired assets or a CGU for periods in which an impairment loss has been recognized or reversed. The amendments also address disclosure requirements applicable when an asset's or a CGU's recoverable amount is based on fair value less costs of disposal.

### **New accounting standard effective October 1, 2018**

**IFRS 9 *Financial Instruments*** The IASB intends to replace IAS 39 – Financial Instruments: Recognition and Measurement in its entirety with IFRS 9 – Financial Instruments ("IFRS 9") which is intended to reduce the complexity in the classification and measurement of financial instruments.

The extent of the impact of adoption of these standards and interpretations on the consolidated financial statement of the Company has not been determined.

## **RISKS AND UNCERTAINTIES**

Exploration of mineral properties involves a high degree of risk and the successful achievement of a profitable operation cannot be assured. Costs of finding and evaluating an ore body are substantial, and may take several years to complete. The Company must overcome many risks associated with an early stage exploration property. Outstanding items to be completed include, but are not limited to, identification and quantification of a commercially viable ore body, confirmation of the Company's interest in the underlying claims and leases, completion of a feasibility study, funding of all costs related to a commercial operating venture, completion of the permitting process, detailed engineering and the procurement of a processing plant, and constructing a facility to support the property. Construction and operational risks including, but not limited to, equipment and plant performance, metallurgical, environmental, cost estimation accuracy, and workforce performance and dependability will all affect the profitability of an operating property.

External financing, primarily through the issuance of common shares will be required to fund future activities. There can be no assurance that such financings will be successful in the future.

## **CORPORATE GOVERNANCE**

The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Audit Committee of the Company fulfills its role of ensuring the integrity of the reported information through its review of the interim and audited annual financial statements prior to their submission to the Board of Directors for approval. The Audit Committee, comprised of three directors, one of whom is independent, meets with management of the Company on a quarterly basis to review the financial statements, including the MD&A, and to discuss other financial, operating and internal control matters as required.

## **CONTROL AND PROCEDURES**

The Company's President & Chief Executive Officer (CEO) and Chief Financial Officer (CFO) are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting.

The Chief Executive Officer and the Chief Financial Officer of the Company have reviewed the financial statements and MD&A for the nine months ended June 30, 2016 and have certified that based on their knowledge, having exercised reasonable diligence that:

- the quarterly filings do not contain any untrue statement of a 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, with respect to the period covered by the annual filings.
- The quarterly financial report together with the other financial information included in the quarterly filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the quarterly filings.

The Company disclosed that:

- it is not required to certify the design and evaluation of the Company's disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR) and has not completed such an evaluation, and
- inherent limitations on the ability of certifying officers of the Company to design and implement on a cost effective basis DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

#### **OTHER MD&A REQUIREMENTS**

Additional information relating to the Company is available on the SEDAR website: [www.sedar.com](http://www.sedar.com) under "Newmac Resources Inc.".

BY ORDER OF THE BOARD

*"Han Xin (Harrison) Wu"*

Han Xin (Harrison) Wu, CEO