



WELLGREEN PLATINUM LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

– For the three months ended March 31, 2017 –

(Expressed in Canadian Dollars)

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This Management's Discussion and Analysis ("MD&A") of Wellgreen Platinum Ltd. and its subsidiaries (collectively referred to as "Wellgreen Platinum", "Wellgreen" or the "Company") is prepared as of May 11, 2017 and provides analysis of the Company's financial results for the three months ended March 31, 2017. This MD&A should be read in conjunction with Wellgreen's audited consolidated financial statements for the year ended December 31, 2016 and the related notes for the year then ended, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") as set out in the Chartered Professional Accountants of Canada Handbook ("CPA Canada Handbook"), and the accompanying unaudited condensed consolidated interim financial statements for the three months ended March 31, 2017 ("March 31, 2017 Financial Statements") also prepared in accordance with IFRS. This MD&A should also be read in conjunction with the MD&A for the year ended December 31, 2016.

Financial information contained herein is expressed in Canadian dollars, unless otherwise stated. Readers are cautioned that this MD&A contains "forward-looking statements" and that actual events may vary from management's expectations. Readers are encouraged to read the cautionary note contained in Section 14 of this MD&A regarding such forward-looking statements. This MD&A was reviewed, approved and authorized for issuance by the Company's Audit Committee of the Board of Directors on May 11, 2017.

Wellgreen Platinum is a public company incorporated in British Columbia, and its common shares are listed on the Toronto Stock Exchange (the "TSX"), trading under the symbol "WG", and on the OTCQX under the symbol "WGPLF". The Company maintains its registered and head office at 2200 HSBC Building, 885 West Georgia Street, Vancouver, British Columbia, V6C 3E8.

The Company's principal business activity is the exploration, evaluation and development of platinum group metals ("PGM") and nickel mineral properties in North America. The Company is focused on exploring and developing its core Wellgreen nickel-PGM project ("Wellgreen Project"), located in southwestern Yukon, Canada, approximately 30 kilometres from Burwash Landing, near the Alaska Highway.

The Wellgreen Project is a polymetallic deposit with mineralization that includes the significant co-occurrence of nickel, PGM, copper, gold and cobalt and has a 1% NSR royalty ("Wellgreen NSR Royalty") on future production.

Detailed information regarding the Company and the Wellgreen Project is contained in the Company's Annual Information Form ("AIF") for the year ended December 31, 2016, dated as of March 23, 2017, which is available under the Company's SEDAR profile at www.sedar.com.

1. FIRST QUARTER AND SUBSEQUENT PERIOD HIGHLIGHTS

Highlights from the first quarter ended March 31, 2017, and recent events (all dollar amounts are expressed in Canadian dollars unless otherwise indicated):

- On May 10, 2017, Wellgreen Platinum announced that it expects to publish a new resource estimate in the second quarter of 2017, and to produce a new Preliminary Economic Assessment ("PEA") following completion of the new resource estimate.
- On March 1, 2017, Wellgreen Platinum announced the results of its Phase 1 Metallurgical Testwork program (the "Metallurgical Program") relating to the Wellgreen Project which demonstrated that a quality bulk Ni-Cu-PGM concentrate could be produced and that separate marketable nickel and copper concentrates can be achieved.

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- Effective February 8, 2017, the Company sold its non-core Ontario mineral property interests via the sale of Ursa Major Minerals Inc. ("URSA"), a wholly-owned subsidiary which held these properties, to a private company ("Purchaser"). Under the transaction, the Company will receive total cash and share consideration of \$200,000 over the next three years, of which \$50,000 in cash was received on February 8, 2017. In addition, the Company will retain a 1.0% net smelter returns ("NSR") royalty interest on the Shakespeare property, and a 0.5% NSR royalty interest on the other properties.
- Cash balance at March 31, 2017 was \$3.6 million and short term investments in secured non-redeemable GICs totalled \$5.0 million, which matured on April 12, 2017. At May 11, 2017, cash balance approximated \$7.4 million.

2. BUSINESS OVERVIEW SUMMARY

Wellgreen Project, Yukon, Canada

On September 8, 2014, Wellgreen Platinum announced the filing of the National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") technical report with respect to the updated and expanded mineral resource estimate for the Wellgreen Project. The report, dated September 8, 2014 and entitled "2014 Mineral Resource Estimate on the Wellgreen PGM-Ni-Cu Project" (the "Technical Report"), is available under the Company's SEDAR profile at www.sedar.com.

On March 19, 2015, a preliminary economic assessment technical report, entitled "Preliminary Economic Assessment Technical Report, Wellgreen Project, Yukon Territory, Canada" and dated effective February 2, 2015 (the "2015 PEA"), was filed under Wellgreen Platinum's SEDAR profile at www.sedar.com.

On May 10, 2017, the Company announced that it expects to publish a new resource estimate in the second quarter 2017, and to produce a new PEA following completion of the new resource estimate.

Readers are cautioned that the 2015 PEA is preliminary in nature and includes inferred mineral resources that are considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the estimates contained in the 2015 PEA will be realized.

Metallurgy

On March 1, 2017, the Company announced the results of its Metallurgical Program that was initiated in April 2016. The Metallurgical Program was focused on testing representative samples from mineralized material from the geometallurgical domains that account for over 85% of the mill feed in the initial 16 years of mine operations in the 2015 PEA, using conventional sulphide flotation. The objectives of the Metallurgical Program were (i) to refine and demonstrate recovery of payable metals following from work reported in the 2015 PEA; and (ii) to produce a marketable bulk Ni-Cu-PGM concentrate, including guidance regarding the possibility of producing separate nickel and copper concentrates. Testing focused upon the geometallurgical domains which comprise the predominance of the resource. This area was categorized into two geometallurgical domains in the 2015 PEA: (i) Clinopyroxenite / Pyroxenite and (ii) Peridotite. The recently completed testwork has demonstrated that the geometallurgical domains are, and as such they will be referred to as: (i) Peridotite, which makes up the largest part of the resource, and (ii) Clinopyroxenite, which makes up a smaller part of the resource. The Massive Sulphides and Gabbro, constituting a smaller volume of material than the Clinopyroxenite, may be tested during any subsequent metallurgical testing.

The Metallurgical Program achieved the production of a quality, marketable bulk Ni-Cu-PGM concentrate at 11.9% Ni-Cu grade for the Peridotite domain and at 14.3% Ni-Cu grade for the Clinopyroxenite domain, in

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comparison to 10% Ni-Cu grade reported in the 2015 PEA. Testing indicated that separate marketable nickel and copper concentrates will be achievable. Final refinement on separate concentrates may be part of a second phase metallurgical testwork program.

The Metallurgical Program was led by XPS Consulting and Testwork Services and was overseen by Heather White, P. Eng. of White Mining Consulting Inc., Project Engineer for the Wellgreen Project metallurgical studies, and John Eggert, P.Eng. of Eggert Engineering Inc., who is a Qualified Person ("QP") as defined by NI 43-101. The March 1, 2017 news release, including the detailed results of the Metallurgical Program, is available under the Company's SEDAR profile at www.sedar.com.

With the completion of the Metallurgical Program, the Company is undertaking a new technical initiative which will include reviewing optimum throughput rates, production profile and facilities layout, with a view to updating the mine plan. The Company has engaged AGP Consultants Inc. and Ausenco Engineering Canada Inc. to work with the Company on an internal review of mine planning and economic modeling for the Wellgreen Project. The new PEA will incorporate the results of these studies, as well as the recently completed metallurgical test program (see press release dated March 1, 2017) and the new resource estimate, and is anticipated to form the basis for a future pre-feasibility study.

Drilling and Exploration

During the first quarter of 2017, the Company completed the process of updating its geologic model with the inclusion of the additional drill data from the 2014 - 2016 drill programs and the updated model and an updated resource estimate, which is currently underway, are intended to form the basis of future economic studies.

Sampling, Analysis and Data Verification

All samples since 2013 have been sent to Bureau Veritas ("BV") in Vancouver, British Columbia, for analysis. BV is ISO/IEC 17025:2005 and ISO 9001:2000 certified and independent of Wellgreen Platinum. The samples have been assayed for copper, nickel, cobalt, gold, platinum, palladium and other elements.

The following is a brief description of the sample preparation at BV: (i) samples are sorted into numerical order and then dried; (ii) once dried, the material is crushed using a jaw crusher; and (iii) the sample is then split to get a 250 grams sample for pulverizing. The total 250 grams of split sample is pulverized to 85% passing 75 micrometres.

Gold, platinum and palladium is assayed by fire assay fusion of 30 grams with an ICP-ES finish. The resulting values are reported in parts per million. Copper, nickel, and cobalt are assayed by four-acid "near total" digestion followed by ICP-ES. If any of the assays return values above the detection limits, the sample is re-assayed using ICP-AAS. Standard Reference Materials ("SRMs") are inserted at regular intervals in the sample stream. All SRMs have certified values for platinum and palladium and the majority are certified for nickel, copper and gold.

Drill data are typically verified prior to mineral resource estimation by comparing data in the Wellgreen Project database to data in original sources. For most of the data, the original sources are electronic data files; therefore, the majority of the comparisons were performed using software tools.

Permitting

The Company is continuing environmental baseline studies and community engagement to support a project proposal to the Executive Committee of the Yukon Environmental and Socio-economic Assessment Board ("YESAB"). During the fourth quarter of 2016, the Company filed for an assessment with the Haines Junction Designated Office of YESAB for Class 4 Mining Land Use Approval Permit ("Class 4 Permit") which will replace

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the Company's existing Class 1 and Class 3 Mining Land Use Permits and provide flexibility in the type of activities required to be undertaken to advance the project. The Class 4 Permit is expected to be valid for 10 years and is anticipated to be received during the second half of 2017.

Expenditures

During the three months ended March 31, 2017, the Company incurred expenditures of \$0.8 million on the Wellgreen Project, with much of the activity related to the Metallurgical Program and permitting. The expenditures of \$0.8 million are primarily comprised of engineering (\$0.4 million), environmental and permitting (\$0.1 million), geology (\$0.1 million), and community relations (\$0.1 million).

Other Projects and Exploration Properties (Non-Core Projects)

Effective February 8, 2017, the Company sold URSA. Through ownership of URSA, the Company held various ownership interests in non-core Ontario properties such as Shakespeare, Shining Tree, Fox Mountain, Stumpy Bay, Porter Baldwin and Porter Option properties. The Purchaser assumed all assets and liabilities of URSA, including the mine reclamation provision for the Shakespeare property and all existing royalty agreements. Pursuant to the sale, the Company will receive total cash and share consideration of \$200,000 over the next three years of which \$50,000 in cash was received on February 8, 2017. In addition, the Company will retain a 1.0% NSR royalty interest on the Shakespeare property, and a 0.5% NSR royalty interest on the other properties.

Quality Assurance, Quality Control

The various scientific and technical information disclosed in this document was reviewed and approved by John Eggert, P. Eng. who is a QP as defined in NI 43-101.

3. SUMMARY OF QUARTERLY RESULTS

The quarterly results are as follows:

<i>(\$000s except per share data)</i>	Mar 31, 2017	Dec 31, 2016	Sep 30, 2016	Jun 30, 2016	Mar 31, 2016	Dec 31, 2015	Sep 30, 2015	Jun 30 2015
Operating expenses	\$ (1,300)	(1,055)	(2,778)	(1,202)	(911)	(1,632)	(1,287)	(1,606)
Finance income	27	38	73	20	3	12	25	62
Finance expense	-	(4)	(4)	(4)	(4)	(4)	(4)	(4)
Write-down of non-core assets	-	(8,547)	-	-	-	-	-	-
Other non-operating items	(48)	-	-	-	-	924	464	156
Net loss	\$ (1,321)	(9,568)	(2,709)	(1,186)	(912)	(700)	(802)	(1,392)
Loss per share								
Basic and diluted	\$ (0.01)	(0.05)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)
Total assets	\$ 55,540	58,413	68,763	67,630	58,091	61,800	55,531	54,901
Total liabilities	\$ 1,815	3,453	4,268	2,452	2,796	8,318	4,513	3,303

The Company's operating expenses during the first quarter of 2017 increased by \$0.2 million compared to the fourth quarter of 2016 and was primarily due to increased office and regulatory expenses.

In the fourth quarter of 2016, the \$8.5 million write-down related to the non-core Ontario exploration and evaluation assets and related exploration equipment, and was determined based on the net proceeds from the sale of URSA compared with the carrying amounts of these assets prior to the write-down.

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The \$2.9 million decrease in total assets during the first quarter is primarily due to sale of URSA assets totalling \$1.4 million, settlement of prior year accounts payable and other liabilities, and cash used in operating activities partially offset by a \$0.8 million increase in exploration and evaluation assets.

Three Months Ended March 31, 2017 Compared with the Same Period in 2016

The net loss of \$1.3 million (\$0.01 loss per share) for the three-months ended March 31, 2017, represents an increased loss of \$0.4 million when compared to the same period in 2016. The \$0.4 million increase in net loss was primarily due to increased office and regulatory expenses, and higher consulting and professional fees. Non-cash share-based compensation expense in 2017 increased by \$0.1 million as the Company issued stock appreciation rights ("SARs") and deferred share units ("DSUs") in the quarter while none were issued in the same period in 2016.

4. CASH FLOWS, LIQUIDITY AND CAPITAL RESOURCES

Cash Flows for the Three Months Ended March 31, 2017 Compared with the Same Period in 2016

Sources and Use of Cash (\$000s)	Three Months Ended	
	March 31, 2017	March 31, 2016
Cash used in operations prior to changes in working capital	\$ (1,188)	\$ (893)
Changes in non-cash working capital balances	(593)	(623)
Cash used in operating activities	(1,781)	(1,516)
Cash (used in) provided from investing activities	4,611	(5,435)
Cash provided from financing activities	-	2,727
Effect of foreign exchange on cash and cash equivalents	-	-
Increase (decrease) in cash and cash equivalents	2,830	(4,224)
Cash and cash equivalents, beginning of period	734	9,862
Cash and cash equivalents, end of period	\$ 3,564	\$ 5,638

Operating activities

During the three months ended March 31, 2017, cash used in operating activities amounted to \$1.8 million compared with \$1.5 million during the same period in 2016. The increase is primarily due to higher office and regulatory expenses.

Investing activities

During the three months ended March 31, 2017, cash provided from investing activities amounted to \$4.6 million as compared to a cash outflow of \$5.4 million during the same period in 2016.

The \$4.6 million net cash inflow from investing activities in the quarter ended March 31, 2017 was primarily due to \$5.0 million in secured non-redeemable short-term GICs that matured in February 2017 and reclassified as cash and cash equivalents, repayment of management loans of \$0.1 million, partially offset by exploration and evaluation expenditures of \$0.6 million.

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Financing activities

During the three months ended March 31, 2017, net proceeds from financing activities amounted to \$nil as compared to \$2.7 million during the same period in 2016, which related to proceeds from the March 24, 2016 private placement completed in the first quarter of 2016.

Liquidity and Capital Resources

The Company's sole source of funding has been the issuance of equity securities for cash and the sale of the Wellgreen NSR Royalty. Wellgreen Platinum has not generated any operating revenue from its current operations and does not expect to generate any operating revenue during the next twelve months.

The Company's liquidity is subject to fluctuations in the timing and occurrence of exploration, evaluation and development activities, financing activities, and general corporate costs. Financing activities and certain general corporate costs can be highly uncertain.

At March 31, 2017, the Company had \$3.6 million in cash and cash equivalents (December 31, 2016 - \$0.7 million) and an additional \$5.0 million in secure non-redeemable GICs with maturity date of April 12, 2017 (December 31, 2016 - \$10.0 million). The Company has cash and cash equivalents of approximately \$7.4 million at May 11, 2017. For the foreseeable future, as existing properties are explored, evaluated and developed, the Company will continue to seek capital through the issuance of equity, strategic alliances or joint ventures, and debt, of which the Company currently has none.

At March 31, 2017, Wellgreen Platinum, excluding assets and liabilities held for sale, had working capital of \$7.6 million compared to \$9.5 million at December 31, 2016. The decrease in working capital is primarily due to payments for ongoing operations in 2017 and payments related to the accounts payable and accrued liabilities balance at December 31, 2016, including severance payments of \$0.7 million to former employees.

Wellgreen Platinum expects to continue requiring cash for operations and exploration and evaluation activities as expenditures are incurred while no revenues are generated. Therefore, Wellgreen's continuance as a going concern is dependent upon the Company's ability to obtain adequate financing to fund future exploration, evaluation and development of the Wellgreen Project and the potential construction of a mine, in order to reach profitable levels of operation.

The Company has managed its working capital by controlling its spending on its properties and operations. Due to the ongoing planned advancement of project milestones for the Wellgreen Project, the Company will continue to incur costs associated with exploration, evaluation and development activities, while no revenues are being generated.

On an ongoing basis, the Company examines various financing alternatives to address future funding requirements. Although the Company has been successful in these activities in the past, the Company has no assurance of the success or sufficiency of these initiatives in the future. See Section 7 "Risks and Uncertainties" below.

Contractual Commitments and Contingencies

Kluane First Nation Exploration Cooperation Agreement

The Company entered into an Exploration Cooperation Agreement ("ECA") in August 2012 with the Kluane First Nation ("KFN") in the Yukon to support Wellgreen Platinum's exploration program and environmental studies associated with the development of the Wellgreen Project.

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Office Lease and Other

The Company has entered into office sublease agreements, contracts for corporate office equipment, along with commitments under the ECA with the KFN. The following is a summary of the Company's contractual obligations and commitments (net of sub-lease rental income of \$417 thousand) at March 31, 2017:

Year	(\$000s)
<1 year	\$ 247
1- 3 years	349
3-5 years	56
> 5 years	-
	\$ 652

Contingencies

The Company accrues for liabilities when it is probable and the amount can be reasonably estimated.

The Company is reviewing a potential financial liability for the reclamation of land related to mining conducted on or near the Wellgreen property in the 1970's, prior to the Company's acquisition of the property. The Company has entered into a preliminary cooperative working arrangement with the Yukon Government and the third party involved in the prior operation of the property, to assess the reclamation work that will need to be conducted. The financial effect and timing of the reclamation work is indeterminable at this time. Once the assessment is completed and a contractual agreement is entered into, a portion of the financial cost for reclamation may be incurred by the Company. As such, no provision has been recognized. For additional detailed information, see Item 5 "Risk Factors - Environmental Risks" in the AIF.

The Company may be involved in legal proceedings from time to time, arising in the ordinary course of its business. Based on the Company's knowledge and assessment of events as at March 31, 2017, the Company does not believe that the outcome of any of the matters not recorded in the March 31, 2017 Financial Statements, individually or in aggregate, would have a material adverse effect.

Capital Risk Management

The Company considers its capital structure to consist of common shares, share options, DSUs, SARs and warrants. The Company manages its capital structure and adjusts it, based on available funds, to support the acquisition and exploration of mineral properties and to ensure the entity continues as a going concern. The Board of Directors does not establish quantitative returns on capital criteria for management.

The mineral properties in which the Company currently has an interest are in the exploration and evaluation stage; as such, the Company is dependent on external financing to fund its activities. Additional sources of funding, which may not be available on favourable terms, if at all, include: share equity and debt financings; equity, debt or property level joint ventures; and sale of interests in existing assets. To execute planned exploration, evaluation and development activities and to pay for ongoing corporate costs, the Company will spend its existing working capital and raise additional amounts 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. There were no changes in the Company's approach to capital management during the three months ended March 31, 2017. Neither Wellgreen Platinum nor its subsidiaries are subject to externally imposed capital requirements. The Company's investment policy is to invest its surplus cash in highly liquid short-term interest-bearing investments with maturities of less than one year from the original date of acquisition, all held within major Canadian financial institutions.

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5. TRANSACTIONS WITH RELATED PARTIES AND KEY MANAGEMENT COMPENSATION

The Company has identified key management personnel to include its Directors, the President & Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") positions, as well as all of its former Vice-Presidents who served in such capacities during 2016. The compensation costs for key management personnel and companies related to them were recorded at their exchange amounts as agreed upon by the transacting parties. A summary of the expenses by nature are as follows:

(\$000s)	Three Months Ended	
	March 31, 2017	March 31, 2016
Fees to directors ⁽¹⁾	\$ 48	\$ 26
Salaries, wages and severance ⁽²⁾	265	223
Share-based payment compensation	68	13
	\$ 381	\$ 262

Notes:

(1) *The following are each of the Directors of the Company as at the date of this MD&A: Michele S. Darling, Mark Fields, Diane R. Garrett, Wayne Kirk, Gillyeard Leathley, Myron Manternach and Michel (Mike) Sylvestre. Mr. Leathley is also a technical advisor to the Company in respect of the Wellgreen project, and receives consulting fees for his technical advisory services, totalling \$18,750 for the three months ended March 31, 2017. Ms. Garrett is not independent within the meaning of NI 58-101 and does not receive director's fees.*

(2) *The following are each of the senior officers of Wellgreen Platinum as at the date of this MD&A: Diane R. Garrett, CEO, and Joe Romagnolo, CFO.*

Loans

In 2013, the Company advanced loans (the "Loans") in the aggregate amount of \$892,500 to members of the Company's then senior management team to retain their long-term commitments to the Company and to assist them to increase their share ownership in the Company by participating in a private placement for the total amount of the Loans. All shares and warrants purchased with Loan funds were held by the Company as security. The Loans bear interest at the rate prescribed by the Canada Revenue Agency, which changes from time to time, and is currently 1%.

As at March 31, 2017, the principal and interest balance of the loans receivable of \$4,586 was due upon demand, bearing interest at 1%, and the Company held as security, 50,000 shares and 50,000 warrants. During the three months ended March 31, 2017, a former employee repaid the balance of his outstanding loan principal and interest amounting to \$117,713; accordingly, the Company discharged and released a total of 162,500 shares and 162,500 warrants to the former employee. The balance of the Loans and accrued interest, held by Robert Bruggeman (former Vice President Corporate Development of the Company), is fully paid as of the date of this MD&A.

The amended loan agreements are available under the Company's SEDAR profile at www.sedar.com.

6. FINANCIAL INSTRUMENTS AND RELATED RISKS

The Company's financial instruments consist primarily of cash and cash equivalents, loans receivable, short term investments, and accounts payable and other liabilities. The fair values of these financial instruments approximate their carrying values. The Company has not used any hedging or any other financial derivatives.

In the quarter ended March 31, 2017, of the Company's short term investments in GICs, \$5.0 million matured on February 7, 2017 at an interest rate of 1.25%. Subsequent to the end of the quarter, \$5.0 million matured on April 12, 2017 at an interest rate of 1.30%.

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The Board of Directors, through the Audit Committee, is responsible for identifying the principal risks facing the Company and ensuring that risk management systems are implemented. The Company manages its exposure to financial risks, including liquidity risk, foreign exchange rate risk, interest rate risk, and credit risk in accordance with its risk management framework. The Board of Directors reviews the Company's policies periodically.

Related Risks

Credit Risk

The Company does not currently generate any revenues from sales to customers nor does it hold derivative type instruments that would require a counterparty to fulfil a contractual obligation. The Company does not have any asset-backed commercial instruments. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash and cash equivalents, amounts receivable and loans receivable. To minimize credit risk, the Company places cash and cash equivalents and GICs with reputable financial institutions. The Company holds shares issued as part of the placement as collateral for the loans receivable. The Company does not consider its exposure to credit risk to be significant.

Liquidity Risk

Liquidity risk is the risk that the Company cannot meet its financial obligations. The Company manages liquidity risk and requirements by maintaining sufficient cash and cash equivalent balances and or through additional financings to ensure that there is sufficient capital to meet short term obligations. At March 31, 2017, the Company had cash and cash equivalents and short term investments of \$8.6 million and financial liabilities of \$1.4 million which have contractual maturities of 90 days or less. The Company will require additional sources of equity, joint venture partnership or debt financing to fund ongoing operations and the exploration, evaluation and development of its mineral properties. If the Company is not able to obtain adequate additional funding to continue as a going concern, material adjustments would be required to both the carrying value and classification of assets and liabilities on the consolidated statement of financial position. It is not possible to predict, due to many external factors including commodity prices and equity market conditions, as to whether future financing will be successful or available at all.

Foreign Exchange Risk

The Company has operations in Canada and undertakes transactions in Canadian and United States currencies. The Company has very limited exposure to foreign currency risk arising from transactions denominated in a foreign currency. The Company's reporting and functional currency is Canadian dollars. The Company holds a small amount of cash denominated in United States dollars ("USD"). A 10% strengthening (weakening) of the USD will have an insignificant impact on total assets and loss. The Company currently does not use any foreign exchange contracts to hedge this currency risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company has cash balances and no interest-bearing debt liabilities. The Company's invests excess cash in investment grade short term deposit certificates issued by its banking institutions. The Company monitors its cash balances and is satisfied with the creditworthiness of its banks. As a result, the Company's exposure to interest rate risk is minimal.

Market risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The sale of the financial instruments can be affected by

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changes in interest rates, foreign exchange rates, and equity prices. The Company currently has very limited exposure to market risk in trading its investments. However, in the future when the Company may have larger investments in the market, unfavourable market conditions could result in dispositions of investments at less than favourable prices. The Company's investments are accounted for at estimated fair values and are sensitive to changes in market prices, such that changes in market prices result in a proportionate change in the carrying value of the Company's investments. The Company's ability to raise capital to fund mineral resource exploration is subject to risks associated with fluctuations in commodity, mineral resource, and mineral resource sector public company prices. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

7. RISKS AND UNCERTAINTIES

Wellgreen Platinum's business is the exploration, evaluation and development of mining properties. Thus, the Company's operations are speculative due to the high-risk nature of its business.

The following list details existing and future material risks to the Company. The risks described below are not listed in any particular order and are not meant to be exhaustive. Additional risks and uncertainties not currently known to the Company, or those that it currently deems to be immaterial, may become material and adversely affect the Company. The realization of any of these risks may materially and adversely impact the Company's business, financial condition or results of operations and/or the market price of the Company's securities.

Each of these risk factors is discussed in more detail under Item 5 "Risk Factors" in the Company's AIF for the year ended December 31, 2016, which is available under the Company's SEDAR profile at www.sedar.com.

- Exploration and development risks
- Operational hazards and risks
- Substantial expenditures
- Long-term commercial success
- No history of mineral production
- Title risks
- Mineral resources
- Capital costs, operating costs, production and economic returns
- Property interests
- Availability of supplies
- Lack of infrastructure
- Personnel recruitment, retention and human error
- Substantial capital requirements
- History of net losses
- Ability to continue as a going concern
- Potential volatility of share price
- Non-Canadian investors
- Currency fluctuations
- Volatility of mineral prices
- Reduced demand for nickel and platinum group metals
- Global financial conditions
- Dividends
- Dilution

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- Foreign operations
- First Nations
- Government approvals and compliance
- Mineral claims, licences and permitting
- Anti-bribery legislation
- Environmental risks
- Speculative nature of mineral development activities
- Competition
- Reliance on key employees
- Conflicts of interest
- Uninsured risks
- Litigation and regulatory proceedings

8. PROPOSED TRANSACTIONS

Wellgreen Platinum does not currently have any proposed transactions; however, the Company from time to time in the normal course of its business does consider potential property acquisitions, joint ventures, other investments and other opportunities. The Company will make disclosure in respect of any such opportunity when required under applicable securities rules.

9. OUTSTANDING SHARE DATA

At May 11, 2017, the Company had the following outstanding securities:

- 202,773,548 common shares issued and outstanding;
- 659,000 fully-vested stock options to purchase common shares at a weighted average exercise price of \$1.15;
- 74,137 DSUs fully-vested and exercisable to redeem common shares;
- 8,472,185 SARs to purchase common shares at a weighted average exercise price of \$0.40, of which, 2,635,000 SARs at an average exercise price of \$0.53 are vested and exercisable; and
- 91,646,264 outstanding warrants to purchase common shares at a weighted average exercise price of \$0.32.

10. OFF-BALANCE SHEET ARRANGEMENTS

During the three months ended March 31, 2017, the Company has not entered any off-balance sheet arrangements.

11. ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

Other than as described in Note 3 "Significant Accounting Policies" of the March 31, 2017 Financial Statements, there have been no changes in the accounting policies adopted by the Company from those described in Note 3, "Significant Accounting Policies" of the audited consolidated financial statements for the year ended December 31, 2016. New and revised accounting standards and interpretations adopted on January 1, 2017,

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and accounting standards issued but not yet adopted, are also described in Note 3, "Significant Accounting Policies" of the March 31, 2017 Financial Statements.

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and other items in net earnings or loss and the related disclosure of contingent assets and liabilities. Critical accounting estimates represent estimates made by management that are, by their very nature, uncertain.

The Company evaluates its estimates on an ongoing basis. Such estimates are based on historical experience and on various other assumptions that the Company believes are reasonable under the circumstances, and these estimates form the basis for making judgements about the carrying value of assets and liabilities and the reported amount of revenues and other items in net earnings that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. A summary of the more significant judgements and estimates made by management in the preparation of its financial information is provided in Note 3 "Significant Accounting Policies" of the March 31, 2017 Financial Statements, and Note 4, "Significant Accounting Judgements and Estimates" of the audited consolidated financial statements for the year ended December 31, 2016.

12. INTERNAL CONTROLS OVER FINANCIAL REPORTING, DISCLOSURE CONTROLS AND PROCEDURES

The Company's management is responsible for the preparation and integrity of the Company's financial statements, including the maintenance of appropriate information systems, procedures and internal controls to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable and prepared in accordance with IFRS.

Disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed under securities legislation is recorded, processed, summarized, and reported within the time periods specified by securities regulators and include controls and procedures designed to ensure that information required to be disclosed by the Company in its annual filings, interim filings, or other reports filed under securities legislation is accumulated and communicated to the Company's management, including its certifying officers, as appropriate to allow timely decisions regarding required disclosure.

The Company's CEO and CFO have used the framework established in "Internal Control – Integrated Framework (2013)" issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") to design the Company's disclosure controls & procedures ("DC&P") and internal controls over financial reporting ("ICFR"). In accordance with National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*, management of the Company, under the supervision of the CEO and CFO, has evaluated the design of the Company's disclosure controls and procedures over ICFR at March 31, 2017. Based on this review, the CEO and CFO have concluded that these controls and procedures are adequately designed at March 31, 2017 to provide reasonable assurance that material information relating to the Company is made known to them by others, and to provide reasonable assurance that financial information is recorded, processed, summarized and reported in a timely manner.

The Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Audit Committee meets with management and the Company's external auditor to review the financial statements and the MD&A, and to discuss other financial, operating and internal control matters.

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Limitations of Controls and Procedures

The Company's management believes that any disclosure controls and procedures or internal control over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgements in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any control system also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

13. CAUTIONARY NOTE TO INVESTORS REGARDING DEFINITION OF MINERAL RESOURCES

This MD&A uses the terms "Measured", "Indicated" and "Inferred" Resources in accordance with the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) Definition Standards. Investors are advised that while such terms are recognized and required by Canadian securities laws, the United States Securities and Exchange Commission ("SEC") does not recognize these terms. The term "Inferred Mineral Resource" refers to a mineral resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling and for which geological evidence is sufficient to imply but not verify, geological and grade or quality continuity. These estimates are based on limited information and have a great amount of uncertainty as to their existence, and as to their economic and legal feasibility. It cannot be assumed that all or any part of an Inferred Mineral Resource will ever be upgraded to a higher category of resource, such as "Indicated" or "Measured", because of continued exploration. Under Canadian securities laws, estimates of an "Inferred Mineral Resource" may not form the basis of pre-feasibility or feasibility studies and can only be used in economic studies in the limited circumstances as described in NI 43-101. Investors are cautioned not to assume that all or any part of "Measured" or "Indicated Mineral Resources" will ever be converted into "Mineral Reserves" (the economically mineable part of an "Indicated" or "Measured Mineral Resource"). Investors are also cautioned not to assume that all or any part of an Inferred Mineral Resource exists, or is economically or legally mineable. In addition, disclosure of contained ounces is permitted under Canadian regulations. However, the SEC only permits issuers to report mineralization as in place tonnage and grade without reference to unit measures.

14. FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking statements" within the meaning of Canadian securities legislation. These forward-looking statements are made as of the date of this MD&A and the Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable laws.

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events. Except for statements of historical fact relating to the Company, the information contained herein constitutes forward-looking statements. This MD&A contains forward-looking statements which reflect management's expectations regarding Wellgreen Platinum's future

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growth for the ensuing year, the Company's medium and long term goals and strategies to achieve those objectives and goals, as well as statements with respect to the Company's beliefs, plans, objectives, expectations, anticipations, estimates and intentions. The words "may", "will", "continue", "could", "should", "would", "suspect", "outlook", "believes", "plan", "anticipates", "estimate", "expects", "intends" and words and expressions of similar import are intended to identify forward-looking statements. In particular, statements regarding the use of proceeds from private equity financings, results of the 2015 PEA (including but not limited to, information concerning possible or assumed future results of the Company's operations and estimate of net present value of the Wellgreen Project), results of the Metallurgical Program, the completion of a new resource estimate, the completion of a new preliminary economic assessment, the undertaking of any potential pre-feasibility study, the Company's future work plans at the Wellgreen Project and the ongoing advancement of project milestones at the Wellgreen Project from the preliminary economic assessment stage to the pre-feasibility stage, the supply of liquefied natural gas ("LNG") to the Wellgreen Project, other future exploration and development activities or other development plans, including the potential construction of a mine at the Wellgreen Project and estimated future financing requirements, as well as statements with respect to the estimation of Mineral Resources, the realization of Mineral Resource estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage, constitute forward-looking statements. Readers are cautioned that Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. These statements are not historical facts and only represent the Company's current beliefs as well as assumptions made by and information currently available to the Company concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration and development activities and commitments and future opportunities. Although management considers those assumptions to be reasonable based on information currently available to them, they may prove to be incorrect.

These statements are not guarantees of future performance and involve assumptions and risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements.

By their very nature, forward-looking statements involve several 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 expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, and readers are advised to consider such forward-looking statements considering the risk factors detailed in Section 7 "Risk and Uncertainties" of this MD&A and in Item 5 "Risk Factors" in the Company's AIF for the year ended December 31, 2016 (which is available under Wellgreen Platinum's SEDAR profile at www.sedar.com). The Company cautions that the foregoing list of factors that may affect future results is not exhaustive. When relying on any forward-looking statements in this MD&A to make decisions with respect to the Company, investors and others should carefully consider the risk factors set out in this MD&A and the AIF and other uncertainties and potential events.

15. ADDITIONAL INFORMATION

Additional information relating to the Company, including the Company's AIF for the year ended December 31, 2016, may be found on SEDAR at www.sedar.com.