



**Management Discussion and Analysis**  
**For the quarter ended**  
**February 29, 2016**

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**Overview:**

This Management Discussion and Analysis of the financial condition and results of operations ("MD&A") of Kapuskasing Gold Corp. (the "Company" or "KAP") has been prepared based upon information available to the Company as at April 15, 2016 and should be read in conjunction with the unaudited interim financial statements and notes thereto as at and for the three and nine months ended February 29, 2016 (the "current statements") and the audited financial statements and the notes thereto as at and for the year ended May 31, 2015. All financial data in this MD&A is reported in Canadian dollars and has been prepared in accordance with International Financial Reporting Standards ("IFRS").

**Caution Regarding Forward-Looking Information:**

Certain information contained in this MD&A may constitute forward-looking information, which is information regarding possible events, conditions or results of operations of the Company that is based upon assumptions about future economic condition and courses of action and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "feel", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe", and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this MD&A includes, without limitation, our expectations regarding anticipated exploration activities and results and financing activities and other factors on our operating results, and the performance of global capital markets, commodity prices and interest rates.

Forward-looking information involves known and unknown risk, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A. Some of the risks and other factors which could cause results to differ materially from those expressed in the forward-looking information contained in this MD&A include, but are not limited to: risks relating to exploration results, market fluctuations, commodity price fluctuations and the strength of the Canadian, U.S. and other economies.

Readers are cautioned that the foregoing lists of factors are not exhaustive. Although the Company has attempted to identify important factors that could cause actual events and results to differ materially from those described in the forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. The Corporation undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All of the forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

**Nature of the Business:**

Kapuskasing Gold Corp. is a corporation under the laws of British Columbia whose common shares are listed on the TSX Venture Exchange ("TSXV") under the trading symbol "KAP". It is a "reporting" company in the provinces of British Columbia, Alberta and Ontario. KAP is a gold exploration company that is actively engaged in exploring the Kapuskasing Structural Zone in the Borden Lake area of Northern Ontario.

**Overall Performance:**

The economic climate for early stage natural resource companies remained soft in the fiscal 2015, making it difficult for companies to secure the financing required to advance projects through additional exploration work. The Company believes that this market condition will remain in the short-term. As commodity prices begin to move upward, either due to basic supply demand metrics or due to outside economic forces, normalcy will begin to return to the junior markets, allowing for companies to expand on exploration programs.

During the quarter, KAP continued designing the most effective and cost efficient spring and summer exploration and reconnaissance work program possible to ensure all of the Company's claims remain in good standing and are advanced to the greatest degree possible.

The Company's management remains committed to exploring its significant land position in the Kapuskasing Structural Zone near Borden Lake. Advanced exploration work being conducted in the region is seemingly confirming the thesis of the Company and its advisory board, that there are significant potential gold deposits in this region. As capital markets allow, KAP will be rapidly scaling up its exploration plans. It remains the Company's intention to complete an initial drill program on a selection of our land packages in fiscal 2016 or early in fiscal 2017.

**Selected Financial Information:**

The Corporation's operating results for the nine months ended February 29, 2016 and the two most recently completed fiscal years; with the subsequent table representing selected quarterly results for the eight most recently completed quarters.

<b>Results of Operations</b>	<b>Feb. 30, 2016</b>	<b>May 31, 2015</b>	<b>May 31, 2014</b>
Net income (loss)	122,192	(475,529)	(1,052,740)
Income (loss) per share, basic and diluted	0.00	(0.02)	(0.07)
Total assets	513,688	590,166	441,438
Total liabilities	108,247	387,517	251,590
Shareholders' equity	405,441	202,649	189,848

## Quarterly results of operations (unaudited)

	Three Months Ended			
	Feb. 29, 2016	Nov. 30, 2015	Aug. 31, 2015	May 31, 2015
Income (loss) for the period	297,809	(89,360)	(86,257)	(88,825)
Basic and diluted income (loss) per share	0.01	(0.00)	(0.00)	(0.00)
	Feb. 28, 2015	Nov. 30, 2014	Aug. 31, 2014	May 31, 2014
Loss for the period	(172,408)	(146,342)	(67,954)	(125,324)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.01)

The November 2015 loss is significantly lower than the comparable quarter because management third party marketing contracts in 2014 expired and were not renewed.

The loss for the quarter ended August 31, 2015 is slightly higher than the same period in the 2014 due to higher consulting and investor relations costs, these costs are affectively based on the timing of financing activities and when additional consultants are required. The Company is continuing its efforts in raising the capital needed to further advance the properties.

The loss for the quarter ended May 31, 2015 is significantly lower than the same period in 2014, as there was no share-based compensation in the fourth quarter.

The February 2016 income is the result of the Company settling certain accounts payable in exchange for common shares, accordingly, the Company recorded a \$344,000 gain on settlement of debt. Excluding the gain on settlement, the Company had limited investor relations expense and did not issue and stock options in the period.

## Additional Information for Venture Issuer's without Significant Revenue

For the nine months ended, February 29	2016	2015
General and administration:		
Bank charges	\$ 251	\$ 295
Consulting <sup>1</sup>	143,144	126,675
Investor relations <sup>1</sup>	45,304	132,779
Office and miscellaneous	1,671	2,871
Professional fees <sup>2</sup>	20,287	50,461
Rent	250	875
Share based compensation	-	63,000
Transfer agent and filing fees <sup>3</sup>	15,924	10,594
Total General and administration expenses	226,831	214,206

**Notes:**

1. Consulting and investor relations expenses decreased by \$71,006 from the comparative period due marketing consultants contracts expiring in the period and not being renewed.
2. Professional fees decreased by \$30,183 from the comparative period. Professional fees are subject to the timing of the Company completing financings and property acquisitions.
3. Transfer agent and filing fees increased from the comparative period by \$5,330. These expenses fluctuate with the number of financings completed and the number of shares issued and outstanding and public filings completed.

**Exploration properties:***Gold properties*

The Company acquired via a combination of purchase agreements and staking, multiple gold properties in Northern Ontario including Borden North and South, Golden Route, Chapleau West, Rollo and Schewabik.

All of the Yukon properties have been dropped to focus corporate resources on the Ontario properties.

The following table represents to amounts expended acquiring and exploring the Company's gold properties as at February 28, 2015 and May 31, 2015:

	<b>Acquisition (\$)</b>	<b>Exploration (\$)</b>	<b>Impairment (\$)</b>	<b>Feb. 29, 2016</b>	<b>May 31, 2015</b>
Borden North	114,020	58,232	-	172,252	168,015
Borden South	29,910	239	-	30,149	27,789
Golden Route	5,280	8,850	-	14,130	7,920
Chapleau West	39,340	-	-	39,340	41,980
Rollo	152,460	47,471	-	199,931	154,257
Schewabik	28,368	-	-	28,368	28,368
<b>Total</b>	<b>369,378</b>	<b>114,793</b>	<b>-</b>	<b>484,170</b>	<b>428,329</b>

*Borden North Property, Ontario*

On February 27, 2014 the Company entered into a purchase agreement to acquire a 100% interest in the Borden North Property ("Borden North"). The Vendors retain a 2% Net Smelter Royalty, of which 1% may be repurchased for \$1,000,000. Under the terms of the agreement, the Company is to issue 600,000 shares to the Vendors and have agreed to issue an additional \$600,000 worth of bonus shares, issued and priced when the Company releases a NI 43-101 compliant measured and indicated resource of 2,000,000 ounces or more of gold within the claims of Borden North. In addition, the Company paid \$33,660 in cash as a repayment of staking costs associated with Borden North.

*Borden South Property, Ontario*

During the year ended May 31, 2014, the Company acquired, by staking, the Borden South Property in Ontario. The total cost associated with the acquisition was \$27,550.

*Golden Route Property, Ontario*

During the year ended May 31, 2014, the Company acquired, by staking, the Golden Route Property in Ontario. The total cost associated with the acquisition was \$7,920.

On October 30, 2015, the Company sold a 0.5% royalty interest, on certain claims within the group, to the Ontario Exploration Corp. The payment of \$5,000 has been recorded against the properties acquisition costs.

*Chapleau West Property, Ontario*

During the year ended May 31, 2014, the Company acquired, by staking, the Chapleau West Property in Ontario. The total cost associated with the acquisition was \$41,980.

On October 30, 2015, the Company sold a 0.5% royalty interest, on certain claims within the group, to the Ontario Exploration Corp. The payment of \$5,000 has been recorded against the properties acquisition costs.

*Rollo Property, Ontario*

On February 25, 2014 the Company entered into a purchase agreement to acquire a 100% interest in the Rollo Gold Property in Ontario ("Rollo"). The Vendors retain a 2% Net Smelter Royalty, of which 1% may be repurchased for \$1,665,000. Under the terms of the agreement, the Company is to issue 1,000,000 shares to the Vendors and have agreed to issue and additional \$1,000,000 worth of bonus shares, issued and priced when the Company releases a NI 43-101 compliant measured and indicated resource of 2,000,000 ounces or more of gold within the claims of Rollo. In addition, the Company paid \$20,100 in cash as a repayment of staking costs associated with Rollo.

*Schewabik Property, Ontario*

During the year ended May 31, 2014, the Company acquired, by staking, the Schewabik Property in Ontario. The total cost associated with the acquisition was \$28,368.

### **Liquidity and Capital Resources:**

The Company has a history of operating losses and of negative cash flows from operations. While management identifies projects of merit for acquisition, the Company will remain reliant on capital markets for future funding to meet its ongoing obligations.

Additional funding will be required for future exploration of the new acquisitions, and for general working capital.

### **Off Balance-Sheet Arrangements:**

The Company has no off-balance sheet arrangements at the time of this management discussion and analysis.

### **Related Party Transactions:**

During the period, the Company entered into transactions with related parties comprised of directors, officers and companies with common directors as follows:

<u>Related party</u>	<u>Nature of transactions</u>
Andrew Davidson, CFO	Consulting fees
Dean Nawata, President & CEO	Consulting fees

Included for the nine months ended February 29, 2016 and February 28, 2015 are the following items paid or accrued to key management personnel and/or companies with common directors. The Company has identified its directors and certain senior officers as its key management personnel.

During the period ended February 29, 2016 the Company settled \$368,200 of related party debt, included in accounts payable, by issuing 2,900,000 common share of the Company.

Included in accounts payable and accrued liabilities is \$8,597 (May 31, 2015 - \$289,781) payable to directors and officers.

	<b>2016</b>	<b>2015</b>
Consulting	\$ 81,360	\$ 112,500
Share based compensation	-	35,000
<b>Totals</b>	<b>\$ 81,360</b>	<b>\$ 147,500</b>

**Financial Instruments:**

As at February 29, 2016 the Company's financial instruments consist of cash and accounts payable and accrued liabilities. The fair value of these financial instruments approximate carrying value since they are short term in nature and are receivable or payable on demand.

**Critical Accounting Estimates and Judgments:**

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual experience may differ from these estimates and assumptions.

The effect of a change in accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Information about critical accounting estimates and judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements are discussed below:

*Judgements**Exploration and evaluation expenditures*

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

*Title to mineral property interests*

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

## *Estimates*

### *Share-based payment transactions*

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 8.

### *Deferred taxes*

The Company recognizes the deferred tax benefit related to deferred income and resource tax assets to the extent recovery is probable. Assessing the recoverability of deferred tax assets requires management to make significant estimates of future taxable profit. To the extent that future cash flows and taxable profit differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods from deferred income and resource tax assets.

## **Accounting Policies:**

### *New standards not yet adopted*

The Company is currently assessing whether or not the adoption of the following standards will have a material effect on the Company's future financial statements:

#### IFRS 9, "Financial Instruments"

In November 2009, the IASB published IFRS 9, "Financial Instruments", which covers the classification and measurement of financial assets as part of its project to replace IAS 39, "Financial Instruments: Recognition and Measurement." In October 2010, the requirements for classifying and measuring financial liabilities were added to IFRS 9. Under this guidance, entities have the option to recognize financial liabilities at fair value through earnings. If this option is elected, entities would be required to reverse the portion of the fair value change due to their own credit risk out of earnings and recognize the change in other comprehensive income. IFRS 9 is effective on January 1, 2018. Early adoption is permitted and the standard is required to be applied retrospectively.

**Legal Matters:**

None outstanding.

**Disclosure Controls and Procedures:**

On February 29, 2016, the Company carried out an evaluation of the effectiveness of its disclosure controls and procedures as required by Canadian securities laws. Based on this evaluation, management has concluded that the Company's disclosure control and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company's annual filings and interim filings and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws, and that material information is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

The Company has designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The Company has a limited number of employees and therefore internal controls that rely on segregation of duties are not possible in some cases. In these instances, the Company relies on senior management review and approval to ensure that the controls are as effective as possible.

**Events After the Reporting Period:**

On April 1, 2016 the Company completed a private placement issuing 4,180,000 non-flow-through units at \$0.025 per unit raising gross proceeds of \$104,500. Each unit consisted of one common share and one share purchase warrant. Each share purchase warrant entitles the holder to purchase a further non-flow-through common share in the Company at a price of \$0.05 per share for 2 years after closing.

**Outstanding Share Data:**

As of April 15, 2016, the number of common shares of the Company outstanding, or reserved for issue under convertible securities, is as follows:

<b>Common Shares</b>	<b>Number</b>
Shares outstanding	33,547,652
Options outstanding	1,975,000
Warrants outstanding	14,384,207
<b>Fully diluted share capital</b>	<b>49,906,859</b>

**Current Directors and Officers:**

Jonathan Armes, CEO, President and Director

Andrew Davidson, CFO, Director

John Kiernan, Director

Garry Clark, Director