

NEVADA ZINC CORPORATION
(FORMERLY “GOLDSPIKE EXPLORATION INC.”)
MANAGEMENT’S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED
DECEMBER 31, 2015

APRIL 21, 2016

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

Introduction

The following Management's Discussion and Analysis ("MD&A") of the financial condition and results of operations of Nevada Zinc Corporation ("Nevada Zinc" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended December 31, 2015. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2015 and 2014, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's consolidated financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. Information contained herein is presented as at April 21, 2016, unless otherwise indicated.

For the purposes of preparing this MD&A, Management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Nevada Zinc's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Cautionary Note Regarding Forward-Looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially

from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward looking statements.

Forward-looking statements	Assumptions	Risk factors
Nevada Zinc's properties may contain economic deposits of zinc and/or other base and precious metals.	Financing will be available for future exploration and development of Nevada Zinc's properties; the actual results of Nevada Zinc's exploration and development activities will be favourable; operating, exploration and development costs will not exceed Nevada Zinc's expectations; the Company will be able to retain and attract skilled staff; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to Nevada Zinc, and economic conditions are favourable to Nevada Zinc; the price of zinc and/or other applicable metals will be favourable to Nevada Zinc; no title disputes exist or will exist with respect to the Company's properties.	Availability of financing for Nevada Zinc's exploration activities; metal price volatility; uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with Nevada Zinc's expectations; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; changes in economic conditions; the Company's ability to retain and attract skilled staff.
The Company will be able to carry out anticipated business plans, including funding exploration and operating costs on its property interests.	The exploration and operating activities of the Company for the twelve month period ending December 31, 2016, and the funding of the costs associated therewith is currently possible from the Company's existing cash resources; the Company will be able to retain and attract	Timing and availability of external financing on acceptable terms; metal price volatility, changes in equity markets; the uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future

	skilled staff; all applicable regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to Nevada Zinc; the Company will not be adversely affected by market competition; the price of zinc and/or other applicable metals will be favourable to Nevada Zinc; no title disputes exist with respect to Nevada Zinc's properties.	exploration results will not be consistent with Nevada Zinc's expectations; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; changes in economic conditions; the Company may be unable to retain and attract skilled staff; receipt of applicable permits
Management's outlook regarding future trends	Financing will be available for Nevada Zinc's exploration and operating activities; the price of zinc and/or other applicable metals will be favourable to Nevada Zinc.	Changes in equity markets; changes in economic conditions and metal price volatility.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Nevada Zinc's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Nevada Zinc's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

Nevada Zinc is a Canadian-based mineral exploration company primarily focused on the acquisition, exploration and development of mineral properties in Nevada and Yukon. On July 23, 2014 the Company received approval from the TSX Venture Exchange (“TSXV”) approving the assignment of a lease agreement (the “Lease Agreement”) from Norvista Capital Corporation (“Norvista”) to the Company. The Lease Agreement pertains to the Lone Mountain zinc property (the “Property”) that is comprised of 176 claims in Eureka County, Nevada. Under the terms of the Lease Agreement, Nevada Zinc has the right to continually lease the Property for an initial 20 year term, subject to lease extensions at the end of the initial lease term and the end of subsequent lease extensions at the option of the Company. As consideration for the assignment of the Lease Agreement, the Company issued 2,000,000 common shares to Norvista at a deemed value of \$0.15 per share.

The Company also acquired, by staking in August 2014, a 100% interest in 19 claims adjacent to the Lone Mountain property.

On October 30, 2014 the Company received approval from the TSXV approving the execution by Nevada Zinc of a lease with an option-to-purchase agreement with Bravada Gold Corp. (“Bravada”) to acquire a 100-per-cent interest in Bravada's South Lone Mountain property, located along the Battle Mountain-Eureka gold trend in central Nevada. The Bravada property is adjacent to the Property. The Bravada property consists of 28 unpatented mineral claims.

On March 1, 2015, the Company entered into an option agreement with Bravada to acquire a 50% interest in Bravada's North Lone Mountain property, located along the Battle Mountain-Eureka Gold trend in central Nevada. The North Lone Mountain property consists of 56 unpatented mining claims.

The Bravada agreement provides the Company with the option to earn a 50% interest in the property by incurring a total of US\$150,000 in exploration expenditures over a period of 2 years. Upon the completion of the required exploration expenditures, a joint venture will be formed between the Company and Bravada, with each party holding 50% interest, for further exploration and development of the property.

The original vendors of the property hold a 1.0% NSR, which can be reduced to 0.5% at any time for a one-time cash payment of US\$3 million.

On September 30, 2015 the Company announced the purchase of the historic Mountain View Mine property which was, to that point, completely surrounded by other properties held by the Company. The Mountain View Mine property is comprised of a single patented mineral claim where historic mining operations took place more than 50 years ago.

In total, Nevada Zinc now controls 224 claims at Lone Mountain resulting in the Property aggregating to more than 4,000 acres in one of the world's top ranked mining jurisdictions.

The Company commenced field operations shortly after closing the Lease Agreement transaction. Operations have included rock chip and geochemical sampling to help define areas warranting follow-up drill testing as well as reverse circulation drilling. The Company commenced drilling in October 2014 and completed 11 holes in its Phase 1 drill program. Subsequent to the favourable results obtained in the Phase 1 drill program the Company completed two more phases of drilling and plans to carry out additional drilling in Q2 of 2016.

The table below summarizes the favourable results from the Phase 1, 2 and 3 drill programs. Drill hole locations and cross sections are available on the Company's website.

Table of Significant Drill Hole Assay Results to date:

Hole ID	From (m)	To (m)	Length (m)	Zn (%)	Pb (%)	Zn (%) + Pb (%)
<u>LM-14-01</u>	114.30	204.22	89.92	6.22	1.34	7.56
-				Including		
-	114.30	118.87	4.57	2.39	22.82	25.21
-	144.78	158.50	13.72	10.56	0.64	11.20
-	193.55	204.22	10.67	27.22	0.10	27.32
<u>LM-14-02</u>	108.20	185.93	77.73	2.76	0.29	3.05
-				Including		
-	108.20	112.78	4.58	4.35	2.17	6.52
-	166.12	185.93	19.81	9.08	0.04	9.12
<u>LM-14-04</u>	121.92	167.03	45.11	11.62	0.25	11.87
-				Including		
-	146.30	166.12	19.82	26.44	0.49	26.93
-				Including		
-	147.83	163.07	15.24	33.06	0.61	33.67
<u>LM-14-05</u>	112.78	182.88	70.10	1.05	1.82	2.87
-				Including		
-	112.78	163.07	50.29	0.94	2.50	3.44
-				Including		
-	112.78	135.64	22.86	0.83	5.34	6.17
<u>LM-14-06</u>	102.11	166.12	64.01	5.87	1.11	6.98
-				Including		
<u>LM-14-06</u>	105.16	121.92	16.76	19.82	3.76	23.58
<u>LM-14-07</u>	94.49	96.01	1.52	3.68	0.02	3.70
-				And		

<u>LM-14-07</u>	147.83	156.97	9.14	2.99	0.11	3.10
<u>LM-14-09</u>	114.30	254.51	140.21	4.04	1.13	5.17
-				Including		
-	114.30	233.17	118.87	4.71	1.33	6.04
-				Including		
-	115.82	158.50	42.68	4.75	3.30	8.05
-	167.64	170.69	3.05	5.64	1.32	6.96
-	208.79	233.17	24.38	12.81	0.06	12.87
<u>LM-14-10</u>	178.31	196.60	18.29	6.41	0.41	6.82
-				Including		
-	178.31	187.45	9.14	12.10	0.72	12.82
<u>LM-14-12</u>	138.68	164.59	25.91	5.21	0.22	5.43
-				Including		
-	140.21	156.97	16.76	7.12	0.26	7.38
-				Including		
-	149.35	155.45	6.10	11.38	0.25	11.63
<u>LM-14-13</u>	109.73	169.16	59.43	7.32	0.64	7.96
-				Including		
-	143.26	161.54	18.28	22.01	0.93	22.94
-				Including		
-	143.26	150.88	7.62	30.47	2.12	32.59
-	156.97	161.54	4.57	32.76	0.11	32.87
<u>LM-14-14</u>	120.40	185.93	65.53	4.49	1.88	6.37
-				Including		
-	120.40	166.12	45.72	6.05	2.62	8.67
-				Including		
-	120.40	128.02	7.62	8.07	14.83	22.90
-	138.68	166.12	27.44	7.30	0.14	7.44
-				And		
-	208.79	213.36	4.57	5.04	0.04	5.08
<u>LM-14-15</u>	92.96	99.06	6.10	1.32	2.92	4.24
-				Including		
-	92.96	96.01	3.05	1.22	5.34	6.56
<u>LM-15-16</u>	33.53	44.20	10.67	11.05	0.01	11.06
-				Including		
-	33.53	38.10	4.57	23.53	0.01	23.54
<u>LM-15-17</u>	35.05	57.91	22.86	3.04	0.04	3.08
-				Including		
-	45.72	57.91	12.19	5.21	0.02	5.23
<u>LM-15-18</u>	27.43	74.68	47.25	6.14	0.06	6.20
-				Including		
-	35.05	60.96	25.91	10.36	0.18	10.54

-				Including			
LM-15-18	35.05	41.15	6.10	18.32	0.04	18.36	
LM-15-21	138.68	147.83	9.15	1.44	1.63	3.07	
-	153.92	158.50	4.58	3.31	0.13	3.44	
-	198.12	210.31	12.19	3.14	0.01	3.15	
LM-15-22	134.11	149.35	15.24	2.59	0.69	3.28	
-	167.64	204.22	36.58	3.90	0.03	3.93	
-	214.88	216.41	1.52	5.71	0.00	5.71	
-	230.12	233.17	3.05	2.91	0.08	2.99	
LM-15-23	117.35	135.64	18.29	3.76	0.01	3.77	
-				Including			
-	117.35	118.87	1.52	11.45	0.03	11.48	
-	123.44	135.64	12.19	4.21	0.01	4.22	
LM-15-24	96.01	146.30	50.29	5.05	0.21	5.26	
-				Including			
-	97.54	103.63	6.10	11.22	0.39	11.61	
-	134.11	140.21	6.10	21.81	0.92	22.73	
LM-15-25	117.35	120.40	3.05	3.86	0.00	3.86	
LM-15-26	155.45	182.89	27.44	3.23	0.18	3.41	
LM-15-27	126.49	245.36	118.87	9.58	0.74	10.32	
-				Including			
-	131.06	141.73	10.67	1.97	4.44	6.41	
-	160.02	175.26	15.24	27.82	1.25	29.07	
-	217.93	227.08	9.14	26.62	0.63	27.25	
LM-15-28	59.44	67.06	7.62	2.70	0.00	2.70	
-				Including			
-	59.44	65.53	6.09	2.98	0	2.98	
LM-15-33	146.30	152.40	6.10	2.71	0.41	3.12	
LM-15-34	128.02	144.78	16.76	4.20	1.76	5.96	
-				Including			
-	138.68	141.73	3.05	12.70	6.91	19.61	
-				And			
-	192.02	195.07	3.05	10.06	0.00	10.06	
LM-15-36	146.30	237.74	91.44	9.49	1.34	10.83	
-				Including			
-	149.35	170.69	21.34	22.84	2.64	25.48	

As of April 21, 2016, the Company also has interests in more than 3000 mineral claims (the "Claims") in Yukon representing approximately 25 claim groups. The Claims were purchased by Nevada Zinc on March 22, 2011 from a syndicate (the "Syndicate") or were staked as expansions of the original properties. The Company's principal property,

the VIP Property, consists of one claim group comprised of 403 mineral claims located in the Whitehorse Mining District on which airborne magnetic surveying was completed (2010) (as well as 369 surrounding claims) all of which are located to the west of the Kaminak Gold Corp. Coffee Project. In 2011 the Company undertook prospecting, geological mapping and geochemical sampling on certain parts of the large land position. The Company's other Yukon exploration properties consist of various claim groups totalling more than 2000 mineral claims located within the area surrounding the VIP Property and throughout other parts of Yukon. Sixteen claim groups were at one time under option to other public mineral exploration companies each of which was the operator of the relevant properties under option. One of the option agreements remains in good standing as of April 21, 2016.

The discovery of significant bedrock gold mineralization at a number of locations across Yukon over the past several years spurred many companies to acquire and explore properties in Yukon. Nevada Zinc is in the process of evaluating the Company's large portfolio of early stage mineral properties. Limited follow-up exploration was completed on several properties in 2013-2015. Since the original property portfolio acquisition the Company has relinquished its interest in several properties and the Company expects to continue to pare down the portfolio over time. The Company recently completed additional work on a few of its claim groups during the summer of 2015, including Goodman where the Company has done a significant amount of preliminary work along trend from Victoria Gold's large land position northwest of Mayo. The Company also completed limited, target specific work on the east part of the VIP property. In 2014 the Company carried out additional follow-up at the Livingstone Property where work in the summer of 2013 indicated the presence of gold in bedrock assaying up to 10 grams gold per tonne in bedrock up hill and upstream from significant historical placer mining operations. During the summer of 2014 the Company completed an exploration program on the Livingstone property that consisted of prospecting, geochemical surveying, ground magnetic surveying, induced polarization surveying and an airborne magnetic survey. The survey work aided in further delineating the location of what management believes is an unexplored gold bearing structure that may be the source of some of the gold that forms the Livingstone area placer gold deposits where some 50,000 ounces of placer gold has been mined since the Yukon gold rush. Planned expenditures in Yukon for 2016 are approximately \$100,000, a portion of which we expect will be subsidized with a Yukon government grant under the YMIP program.

Overall Performance

Investor concern about the pace of growth for the global economy, with specific focus on the slowdown in the rate of China's GDP growth, has led to a significant reduction in both commodity and energy prices over the last several years. This reduction in commodity prices has resulted in some large zinc producers reducing production at current prices at some of their mines in order to establish a supply/demand equilibrium at higher prices. As well, the supply of zinc is also being pressured as significant zinc mines globally reach the end of their mine life with no significant projects coming on line to replace this lost supply. Demand levels for zinc are expected to remain the same or

increase based upon global economic growth that should have a positive upward impact on zinc prices. The Company continues to show promising drill results to date from the Property.

On September 30, 2015 the Company announced the purchase of the historic Mountain View Mine property which was, to that point, completely surrounded by other properties held by the Company. The Mountain View Mine property is comprised of a single patented mineral claim where historic mining operations took place more than 50 years ago recovering in excess of 5 million pounds of zinc.

On March 15, 2016 the Company announced its intention to raise \$1,500,000 by way of a non-brokered private placement. On March 31, 2016 the Company announced the closing of an over-subscribed, \$2,000,000 financing through the sale of 6,666,665 common shares at a price of \$0.30 per share. The Company paid an 8% Finder's Fee with a deemed value of \$160,000 comprised of cash of \$19,116 and 469,613 shares of the Company at a deemed value of \$0.30 per share. The Finder's Fee also included 533,333 Finder's share purchase warrants with an exercise price of \$0.30 per share and an expiry date of March 31, 2018. The net proceeds from the financing will be used by the Company to fund its 2016 exploration program, metallurgical testing and for general working capital purposes.

On April 6, 2016 the Company announced excellent results from initial metallurgical test work on the non-sulphide mineralized material from the Property.

As at December 31, 2015, the Company had total assets of \$292,701 and total equity of \$192,469, compared to total assets of \$591,846 and total equity of \$367,397 as at December 31, 2014. The Company had amounts payable and other liabilities of \$100,232 as at December 31, 2015 compared to \$224,449 as at December 31, 2014. Nevada Zinc had exploration and acquisition costs of \$739,478 for the year ended December 31, 2015 compared to exploration and acquisition costs of \$998,248, for the year ended December 31, 2014.

As at December 31, 2015, the Company had current assets of \$292,701 compared to current assets of \$591,846 as at December 31, 2014, and current liabilities of \$100,232 compared to current liabilities of \$224,449 as at December 31, 2014 resulting in working capital of \$192,469 as at December 31, 2015 compared to working capital of \$367,397 as at December 31, 2014.

Significant Transactions

On July 23, 2014 the Company received approval from the TSX Venture Exchange approving the assignment of a lease agreement (the "Lease Agreement") from Norvista Capital Corporation ("Norvista") to the Company. The Lease Agreement pertains to the Lone Mountain zinc property that is comprised of 176 claims in Eureka County, Nevada. Under the terms of the Lease Agreement, Nevada Zinc has the right to continually lease the property for a minimum 20 year period, subject to lease extensions at the option of

the Company. As consideration for the assignment of the Lease Agreement, the Company issued 2,000,000 shares to Norvista at a deemed value of \$0.15 per share. Under the terms of the Lease Agreement, the Company is required to make annual lease payments to the lessor of \$25,000 during the first three years of the Lease Agreement, increasing to \$50,000 per annum in years four and five. Beginning in year six and thereafter the lease payments to the lessor increase to \$100,000 per year, however, these lease payments are treated as advances against royalty payments from production, if any, payable to the lessor, during the year the lease payment is made. The Company must make all payments to keep the property in good standing and must carry out work programs during the first five years of the Lease Agreement. The work programs are comprised of a minimum of \$50,000 per year in the first three years of the Lease Agreement and a minimum of \$100,000 in years four and five of the Lease Agreement. The Lessor retains a 3% net smelter returns royalty on precious metals production and a 2% net smelter returns royalty on base metal production from the property. The precious metals and base metals NSR's can be reduced to 2% and 1%, respectively, under certain circumstances.

The Company also acquired, by staking in August 2014, a 100% interest in 19 claims adjacent to the Lone Mountain property.

On October 30, 2014 the Company received approval from the TSX Venture Exchange approving the execution by Nevada Zinc of a lease with an option-to-purchase agreement with Bravada Gold Corp. ("Bravada") to acquire a 100-per-cent interest in Bravada's South Lone Mountain property, located along the Battle Mountain-Eureka gold trend in central Nevada. The Bravada property is adjacent to the Property. The Bravada property consists of 28 unpatented mineral claims. In total, Nevada Zinc now controls 224 claims at Lone Mountain near Eureka, Nevada. This acquisition increases the Company's land position at the Property to more than 4,000 acres.

The newly acquired claims cover the northwesterly extension of a strong zinc soil geochemical anomaly that extends for more than 1,000 metres from a high-grade zinc and lead drill hole intersection on the Property. Portions of the property cover the northwesterly extension of a strong zinc soil geochemical anomaly that extends for more than 1,000 metres from a high-grade zinc and lead drill hole intersection on the Property.

The Bravada agreement provides Nevada Zinc with the option to earn a 100-per-cent interest in the property by making staged, escalating lease payments totalling US\$325,000 in cash over a period of up to 10 years, during which exploration and development on the property may be conducted by the Company. In addition, Bravada received 50,000 Nevada Zinc common shares on October 30, 2014 and is eligible to receive another 100,000 Nevada Zinc common shares in the event a National Instrument 43-101 combined resource estimate for the Property and the Bravada property indicates that at least 10 per cent of the reported tonnage is attributable to the Bravada property. All lease payments can be applied to the final purchase price of US\$325,000, after which advance minimum royalty payments become due annually in the amount of the cash equivalent of 50 ounces of gold.

Bravada and a previous owner of the Bravada property have royalties on production from the Bravada property. Bravada holds a 1.5% net smelter returns royalty ("NSR") on base metals production and a 3.0% NSR on precious metals production. Bravada's base metal NSR can be reduced to 1.0% and its precious metals NSR can be reduced to 1.5% concurrently, not individually, by Nevada Zinc for a total cash payment to Bravada of US\$3-million. The previous owner of the Bravada property holds a 1.0% NSR on both base and precious metal production from the Bravada property. Nevada Zinc can concurrently, not individually, buy down the royalty on both base and precious metals to 0.5% for total cash consideration of US\$3-million.

On March 1, 2015, the Company entered into an option agreement with Bravada to acquire a 50% interest in Bravada's North Lone Mountain property, located along the Battle Mountain-Eureka Gold trend in central Nevada. The North Lone Mountain property consists of 56 unpatented mining claims.

The Bravada agreement provides the Company with the option to earn a 50% interest in the property by incurring a total of US\$150,000 in exploration expenditures over a period of 2 years. Upon the completion of the required exploration expenditures, a joint venture will be formed between the Company and Bravada, with each party holding 50% interest, for further exploration and development of the property.

The original vendors of the property hold a 1.0% NSR, which can be reduced to 0.5% at any time for a one-time cash payment of US\$3 million.

On September 30, 2015 the Company announced the purchase of a 100% interest in the Mountain View mine located within the Company's Lone Mountain zinc project. The Mountain View acquisition completes the Company's holdings to 100% of all mineral titles in the Lone Mountain area. It was critical for the Company to acquire the Mountain View mine in order to extend the boundaries of the Company's discovery zone to the southeast.

On March 31, 2016 the Company announced the closing of an over-subscribed, \$2,000,000 private placement financing through the sale of 6,666,665 common shares at a price of \$0.30 per share. The Company paid an 8% Finder's Fee with a deemed value of \$160,000 comprised of cash of \$19,116 and 469,613 shares of the Company at a deemed value of \$0.30 per share. The Finder's Fee also included 533,333 Finder's share purchase warrants with an exercise price of \$0.30 per share and an expiry date of March 31, 2018. The net proceeds from the financing will be used by the Company to fund its 2016 exploration program, metallurgical testing and for general working capital purposes. Norvista purchased 666,666 common shares pursuant to the private placement. Norvista Capital I Limited Partnership ("LP"), an institutional funding vehicle, of which a wholly-owned subsidiary of Norvista serves as the general partner of the LP, also purchased 666,666 common shares pursuant to the private placement.

Trends

The Company is a mineral exploration and development entity, focused on the selection, acquisition, exploration and development of base and precious metal properties. The Company's current focus is to carry out its 2016 exploration programs primarily on its highly prospective Lone Mountain zinc property located in Nevada. The development of the Company's assets may take years to complete and the resulting income, if any, is difficult to determine with any certainty. The Company lacks mineral resources and mineral reserves and to-date has not produced any revenues. The sales value of any mineralization discovered by the Company is largely dependent upon factors beyond the Company's control, such as the market value of the commodities produced.

Global economic growth remains at relatively low levels as governments continue to try to stimulate their economies with a variety of monetary programs geared towards keeping interest rates at historically low levels to encourage the flow of credit into their economies. These conditions, along with a strong US dollar, has resulted in uncertainty and compression regarding the prices of precious and base metals, and the availability of equity financing for the purposes of mineral exploration and development. Recent weakening of the US dollar and a partial rebalancing of the base metals supply demand equation has resulted in a rebound in zinc and copper prices since the beginning of 2016, an increase in gold prices and a general consensus that commodity prices may have seen the bottom of this current cycle. The Company's future performance is largely tied to the development of its current mineral property interests in Nevada and Yukon, and the ability of management to fund its operations. Apart from these and the risk factors noted under the heading "Risk Factors" below, management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

Mineral Exploration Properties

The Lease Agreement is comprised of 176 claims in Eureka County, Nevada. Under the terms of the Lease Agreement, Nevada Zinc has the right to continually lease the property for an initial 20 year term, subject to lease extensions at the option of the Company. In addition, in August 2014, the Company, by staking, acquired a 100% interest in a further 19 claims adjacent to the Property.

The Bravada South Lone Mountain property consists of 28 unpatented mineral claims adjacent to the Property. The Company's option agreement to acquire a 50% interest with Bravada to acquire a 50% interest in Bravada's North Lone Mountain property, consists of 56 unpatented mining claims.

With the purchase of the Mountain View mine property in September of 2015 Nevada Zinc now controls 224 claims at Lone Mountain near Eureka, Nevada. These transactions increase the Company's land position at the Lone Mountain property to more than 4,000 acres.

The Company commenced field operations shortly after closing the Lease Agreement transaction. To date those operations have included rock chip and geochemical sampling to help define areas warranting follow-up drill testing. The Company has also reported the assay results from the Phase 1, Phase 2 and Phase 3 drill programs. The results to date are summarized earlier in this MDA.

The Company's Yukon exploration properties consist of more than 3000 mineral claims representing approximately 25 claim groups. The Company's principal property is the VIP Property which consists of one claim group comprised of 403 mineral claims as well as 369 surrounding claims located in the Whitehorse Mining District on which airborne magnetic surveying, initial prospecting, soil and stream sampling and limited geological mapping has been completed. The Company is evaluating the results of the limited initial exploration work completed on the VIP Property and surrounding claims all of which are all located to the west of the Kaminak Gold Corp. Coffee Project. Further work will be planned to target structures identified during the initial work program.

The Company's other exploration properties consist of various claim groups totalling more than 2,000 mineral claims located within the area of the VIP Property and throughout other parts of Yukon.

The Company's exploration activities are at an early stage, and it has not yet been determined whether its properties contain an economic mineral reserve. There are no known deposits of minerals on any of the Company's mineral exploration properties and any activities of the Company thereon will constitute exploratory searches for minerals. See "Risk Factors" below.

Environmental Liabilities

As at April 21, 2016, the Company is not aware of any environmental liabilities or obligations associated with its mining property interests. The Company is conducting its operations in a manner that is consistent with governing environmental legislation.

Off-Balance-Sheet Arrangements

As of the date of this MD&A, the Company does not have any off-balance-sheet arrangements.

Proposed Transactions

The Company continues to evaluate properties and corporate entities that it may acquire in the future.

Selected Annual Financial Information

The following is selected financial data derived from the audited financial statements of the Company at December 31, 2015, 2014 and 2013.

	Year ended December 31, 2015	Year ended December 31, 2014	Year ended December 31, 2013
Net loss	(\$1,690,936)	(\$1,523,410)	(\$307,889)
Net loss per share (basic and diluted)	(\$0.03)	(\$0.03)	(\$0.01)
	As at December 31, 2015	As at December 31, 2014	As at December 31, 2013
Total assets	\$292,701	\$591,846	\$118,829

- The net loss for the year ended December 31, 2015 consisted of (i) exploration costs of \$739,478 primarily (\$656,803) spent on the Lone Mountain property in Nevada; (ii) salaries and benefits of \$127,275; (iii) professional fees of \$44,016; (iv) share-based payments (non-cash) of \$572,280; (v) regulatory fees of \$29,411; (vi) accounting fees of \$22,008; (vii) administrative expenses of \$118,964 (the increase in administrative expenses of \$60,003 from 2014 is primarily the result of an increase in rent of \$20,000; London marketing costs of \$13,000; PDAC costs of \$8,000 and a non-cash foreign exchange adjustment due to a strengthening of the U.S. dollar in the amount of \$20,000) ; (viii) consulting fees of \$96,454 (consulting fees have increased by \$43,193 in 2015 compared to the year ended December 31, 2014 as a result of management's decision to significantly increase marketing activity with retail investment advisors and institutional investors in both Europe and North America); (ix) loss on marketable securities of \$47; and (x) income tax recovery of \$58,997.
- The net loss for the year ended December 31, 2014 consisted of (i) exploration costs of \$998,248 primarily (\$892,725) spent on the Lone Mountain property in Nevada; (ii) salaries and benefits of \$111,821; (iii) professional fees of \$60,702; (iv) share-based payments (non-cash) of \$201,600; (v) regulatory fees of \$27,919; (vi) accounting fees of \$21,855; (vii) administrative expenses of \$58,961; (viii) consulting fees of \$53,621; (ix) loss on marketable securities of \$1,354; (x) other income of \$5,856; and (xi) income tax recovery of \$6,815.

- The net loss for the year ended December 31, 2013 consisted of (i) exploration costs recovery of \$28,334; (ii) salaries and benefits of \$191,204; (iii) professional fees of \$13,626; (iv) regulatory fees of \$25,625; (v) accounting fees of \$24,695; (vi) administrative expenses of \$63,683; (vii) consulting fees of \$15,328; (viii) loss on marketable securities of \$31,566; and (ix) income tax recovery of \$29,504.

Selected Quarterly Information

	Net income (loss) and comprehensive income (loss) (\$)	Basic income (loss) per share (\$)	Total assets (\$)
Three months ended December 31, 2015	(582,064)	(0.01)	292,701
Three months ended September 30, 2015	(354,200)	(0.01)	470,194
Three months ended June 30, 2015	(375,336)	(0.01)	771,007
Three months ended March 31, 2015	(379,336)	(0.01)	1,146,727
Three months ended December 31, 2014	(632,007)	(0.01)	591,846
Three months ended September 30, 2014	(784,567)	(0.02)	909,204
Three months ended June 30, 2014	(52,138)	(0.00)	174,601
Three months ended March 31, 2014	(54,698)	(0.00)	76,000

Net loss and comprehensive loss for the three months ended December 31, 2015 of \$582,064 was attributable to exploration and acquisition costs of \$62,973, allocated between Nevada (\$27,870) and Yukon (\$35,103); general and administrative expenses of \$578,088 which included (salaries of \$33,993; professional fees of \$10,616; non-cash, share-based payments from the granting of options of \$478,690; regulatory fees of \$3,736; accounting fees of \$9,111; administrative expenses of \$14,292; and consulting fees of \$27,650); and a non-cash income tax recovery of \$58,997.

Net loss and comprehensive loss for the three months ended September 30, 2015 of \$354,200 was attributable to exploration and acquisition costs of \$244,008, allocated between Nevada (\$160,809) and Yukon (\$83,199); general and administrative expenses of \$108,239 which included salaries of \$31,095; professional fees of \$12,953; regulatory fees of \$10,857; accounting fees of \$4,477; administrative expenses of \$17,807; consulting fees of \$27,000 and investor relations of \$4,050; and a loss on marketable securities of \$1,953.

Net loss and comprehensive loss for the three months ended June 30, 2015 of \$375,336 was attributable to exploration and acquisition costs of \$266,945, the majority of which was spent in Nevada; general and administrative expenses of \$110,344 which included salaries of \$31,093; professional fees of \$12,720; regulatory fees of \$4,811; accounting fees of \$4,112; administrative expenses of \$24,233; consulting fees of \$24,275 and investor relations of \$9,100; and a gain on marketable securities of \$1,953.

Net loss and comprehensive loss for the three months ended March 31, 2015 of \$379,336 was attributable to exploration and acquisition costs of \$165,552, the majority of which was spent in Nevada; general and administrative expenses of \$213,737 which included (non-cash charge for share-based payments of \$93,590; salaries of \$31,094; professional fees of \$7,727; regulatory fees of \$10,007; accounting fees of \$4,308; administrative expenses of \$39,027 and consulting fees of \$17,529 and investor relations of \$10,455); and loss on marketable securities of \$47.

Net loss and comprehensive loss for the three months ended December 31, 2014 of \$632,007 was attributable to exploration and acquisition costs of \$521,125, the majority of which was spent in Nevada; general and administrative expenses of \$109,306 which included (salaries of \$28,459; professional fees of \$10,273; regulatory fees of \$4,600; accounting fees of \$9,363; administrative expenses of \$27,111 and consulting fees of \$29,500); and loss on marketable securities of \$1,576.

Net loss and comprehensive loss for the three months ended September 30, 2014 of \$784,567 was attributable to exploration and acquisition costs of \$465,928 which included a charge of \$300,000 for the implied value of the Company's 2,000,000 common shares issued to Norvista as consideration of the assignment of the Lease Agreement; general and administrative expenses of \$323,735 which included a non-cash charge of \$201,600 for share-based payments arising from the Company's granting of stock options as well as salaries of \$33,729; professional fees of \$24,197; regulatory fees of \$9,209; accounting fees of \$4,083; administrative expenses of \$26,796 and consulting fees of 24,121; loss on marketable securities of \$1,719 and income tax recovery of \$6,815.

Net loss and comprehensive loss for the three months ended June 30, 2014 of \$52,138 was attributable to exploration costs of \$1,767; general and administrative expenses of \$58,097 (G&A expenses consisted of salaries of \$26,072; professional fees of \$19,281; regulatory fees of \$7,710; accounting fees of \$4,081; and administrative expenses of \$953); gain on marketable securities of \$1,870 and other income of \$5,856.

Net loss and comprehensive loss for the three months ended March 31, 2014 of \$54,698 was attributable to exploration costs of \$9,428; general and administrative expenses of \$45,341 (G&A expenses consisted of salaries of \$23,561; professional fees of \$6,951; regulatory fees of \$6,400; accounting fees of \$4,328; and administrative expenses of \$4,101); and a gain on marketable securities of \$71.

Liquidity and Financial Position

As at December 31, 2015, the Company had cash and cash equivalents of \$235,937, marketable securities of \$1,976 and sales tax receivable of \$20,701 compared to \$546,559, \$2,023 and \$21,511, respectively, as at December 31, 2014.

As at December 31, 2015, the Company had current assets of \$292,701 compared to current assets of \$591,846 as at December 31, 2014, and current liabilities of \$100,232 compared to current liabilities of \$224,449 as at December 31, 2014 resulting in working capital of \$192,469 as at December 31, 2015 compared to working capital of \$367,397 as at December 31, 2014.

As at December 31, 2015 and the date of this MD&A, the Company's cash resources are on deposit with the Royal Bank of Canada in Toronto and Canaccord Financial Inc. in Calgary.

Transactions with Related Parties

During the year ended December 31, 2015, \$60,000 was paid as a salary to Bruce Durham, the CEO of the Company. As at December 31, 2015 Bruce Durham was owed \$45,000 and this amount was included in accounts payable and other liabilities. The amount was non-interest bearing, unsecured and with no fixed terms of repayment.

During the year ended December 31, 2015, \$60,000 was paid as a salary to Don Christie, the CFO of the Company.

During the year ended December 31, 2015, directors and officers of the Company received \$478,690 in non-cash, share-based payments from the grant of incentive stock options compared to \$172,800 for the year ended December 31, 2014.

On March 31, 2016 the Company announced the closing of its \$2,000,000 private placement financing through the sale of 6,666,665 common shares at a price of \$0.30 per share. Norvista, an insider of the Company, purchased 666,666 common shares of the Company pursuant to the private placement and Norvista Capital I Limited Partnership, which is managed by Norvista, also purchased 666,666 common shares of the Company.

Critical Accounting Estimates

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The Company's consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to

accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

(i) Income taxes and recoverability of potential deferred tax assets: In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

(ii) Decommissioning, restoration and similar liabilities: Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

(iii) The Company uses the Black-Scholes option model to estimate the fair value of options and warrants. The main factor affecting the estimates of options and warrants is the stock price volatility used. The Company uses historical price data and comparables in the estimate of stock price volatility.

Accounting Policies

The following summarizes the Company's significant accounting policies in accordance with IFRS:

(a) Restoration, rehabilitation and environmental obligations

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of an exploration property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value are provided for, as soon as the obligation to incur such costs arises. Discount rates using a pretax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage that is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses. The Company has no material restoration, rehabilitation and environmental costs as at December 31, 2015 and December 31, 2014 as the disturbance to-date at its properties in Nevada and Yukon is minimal.

(b) Exploration and evaluation expenditures

The Company expenses exploration and evaluation expenditures as incurred. Exploration and evaluation expenditures include acquisition costs of exploration properties, property option payments and evaluation activity. Once project has been established as commercially viable and technically feasible, related development expenditures are capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

(c) Financial instruments

Financial assets:

All financial assets are recognized and derecognized on the trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the time frame established by the market

concerned, and are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss which are initially measured at fair value.

Financial assets are classified into the following categories: financial assets 'at fair value through profit or loss' ("FVTPL") which are measured at fair value through profit or loss, 'available-for-sale' financial assets which are measured at fair value through comprehensive income, 'held-to-maturity investments' and 'loans and receivables' which are measured at amortized cost. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Financial liabilities:

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

Other financial liabilities:

Other financial liabilities including borrowings are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortized cost using the effective interest method, with interest recognized on an effective yield basis.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest costs over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or (where appropriate) to the net carrying amount on initial recognition.

De-recognition of financial liabilities:

The Company derecognizes financial liabilities when the obligations are discharged, cancelled or expire.

The Company's financial instruments consist of the following:

<u>Financial assets:</u>	<u>Classification:</u>
Cash	Loans and receivables
Cash equivalents	FVTPL
Marketable securities	FVTPL
Amounts receivable	Loans and receivables

<u>Financial liabilities:</u>	<u>Classification:</u>
Amounts payable and other liabilities	Other financial liabilities

Impairment of financial assets:

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include: significant financial difficulty of the issuer or counterparty; or default or delinquency in interest or principal payments; or the likelihood that the borrower will enter bankruptcy or financial reorganization.

The carrying amount of financial assets is reduced by any impairment loss directly for all financial assets with the exception of accounts or loan receivable, where the carrying amount is reduced through the use of an allowance account. When an accounts or loan receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial instruments recorded at fair value:

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 - valuation techniques based on 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 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs). As at December 31, 2015 and December 31, 2014, marketable securities and cash equivalents were recorded at fair value on the statement of financial position.

Change in Accounting Policies

IAS 24 – Related Party Disclosures (“IAS 24”) was amended to clarify that an entity providing key management services to the reporting entity or the parent of the reporting entity is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. As at January 1, 2015, the Company adopted this pronouncement and there was no material impact on the Company's consolidated financial statements.

Recent Accounting Pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2016 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IAS 1 – Presentation of Financial Statements (“IAS 1”) was amended in December 2014 in order to clarify, among other things, that information should not be obscured by aggregating or by providing immaterial information, that materiality consideration apply to all parts of the financial statements and that even when a standard requires a specific disclosure, materiality considerations do apply. The amendments are effective for annual periods beginning on or after January 1, 2016.

IFRS 9 – Financial Instruments (“IFRS 9”) was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 - Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

In December 2014, the IASB amended IFRS 10 - Consolidated Financial Statements (“IFRS 10”), IFRS 12 - Disclosure of Interests in Other Entities (“IFRS 12”) and IAS 28 - Investment in Associates and Joint Ventures (“IAS 28”) to address issues that have arisen in the context of applying the consolidation exception for investment entities. The amendments confirm, among other things, that the exemption from preparing consolidated financial statements for an intermediate parent entity is available to a

parent entity that is a subsidiary of an investment entity, even if the investment entity measures all of its subsidiaries at fair value. An investment entity measuring all of its subsidiaries at fair value provides the disclosures relating to investment entities required by IFRS 12. These amendments are applicable to annual periods beginning on or after January 1, 2016.

Management of Capital

The Company manages its capital with the following objectives:

- (a) to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- (b) to maximize shareholder return through enhancing share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by Management and the Board of Directors on an ongoing basis.

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures and other investing and financing activities. The forecast is updated based on activities related to the Company's mineral properties. Selected information is provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2015.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than Policy 2.5 of the TSXV which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of December 31, 2015, the Company is compliant with Policy 2.5 of the TSXV.

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the audited consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the audited consolidated financial

statements; and (ii) the audited consolidated financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the Company does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Financial Risk Management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including commodity price risk).

Risk management is carried out by Management with guidance from its Board of Directors under policies approved by the Board of Directors of the Company. The Board of Directors also provides regular guidance for overall risk management.

Credit Risk

The Company's credit risk is primarily attributable to cash and amounts receivable. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to these financial instruments included in cash and cash equivalents and amounts receivable is remote.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2015, the Company had a cash and cash equivalents balance of \$235,937 (December 31, 2014 - \$546,559) to settle current liabilities of \$100,232 (December 31, 2014 - \$224,449).

Market Risk

(a) Interest Rate Risk

The Company does not have any interest bearing deposits or liabilities and therefore the Company is not subject to interest rate risk.

(b) Foreign Currency Risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars.

(c) Commodity and Equity Price Risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices as they relate to precious and base metals and to the stock market to determine the appropriate course of action to be taken by the Company.

Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depend upon the world market price of base and precious metals. Base and precious metals prices have fluctuated widely in recent years. There is no assurance that, even if commercial quantities of base and precious metals are produced in the future, a profitable market will exist for them. As of December 31, 2015, the Company was not a base or precious metals producer. Even so, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and finder's warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

Sensitivity Analysis

The Company has designated its cash as held-for-trading, measured at fair value. Accounts payable and accrued liabilities are short-term in nature and are measured at amortized cost. As at April 21, 2016, the carrying and fair value amounts of the Company's cash, accounts receivable and advances and accounts payable and accrued liabilities are approximately the same.

The primary business objectives of the Company are the implementation of recommended programs with respect to the exploration of the Company's mineral properties and to achieve rapid growth through the acquisition of additional mineral properties.

See "Description of the Business".

Share Capital

As at April 21, 2016, the date of this MD&A, Nevada Zinc has 66,407,778 issued and outstanding common shares.

The Company has issued 6,150,000 common share purchase options; 500,000 options have an exercise price of \$0.25 per common share and expire on September 20, 2017; 1,400,000 options have an exercise price of \$0.15 per common share and expire on August 12, 2019; 350,000 options have an exercise price of \$0.27 per common share and expire on January 23, 2020; 600,000 options have an exercise price of \$0.25 per common share and expire on December 1, 2020; 350,000 options have an exercise price of \$0.28 per common share and expire on January 1, 2021; 800,000 options have an exercise price of \$0.39 per common share and expire on April 6, 2021; and 2,150,000 options have an exercise price of \$0.25 per common share and expire on August 3, 2021.

The Company has 533,333 share purchase warrants outstanding. Each warrant provides the holder with the right to purchase one common share of the Company at a price of \$0.30 per share. The warrants have an expiry date of March 31, 2018.

Risk Factors

An investment in the securities of the Company involves a high degree of risk and should only be considered by persons who can afford to lose their entire investment. The following are certain risk factors relating to an investment in securities of the Company which investors should carefully consider before deciding whether to purchase any securities of the Company. Such risk factors may have a material adverse affect on the financial position or results of operations of the Company or the value of securities of the Company.

The Company's Limited History

The Company has a very limited history of operations, is in the early stage of exploration and must be considered a start-up. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

The Company has limited financial resources, has not earned any revenue since commencing operations. It has no source of operating cash flow and there is no assurance that additional funding will be available to it for further exploration and development of the Company's properties or to fulfill its obligations under any applicable agreements. 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 favorable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company's properties with the possible loss of such properties.

Negative Operating Cash Flow

None of the Company's properties have advanced to the commercial production stage and the Company has no history of earnings or cash flow from operations. The Company does not expect to generate material revenue from mining operations or to achieve self-sustaining commercial mining operations for several years, if at all.

There can be no assurance that any proven or probable mineral reserves will be discovered on any of the Company's properties or that any particular level of recovery of minerals will in fact be realized or that an identified mineral reserve or mineral resource will ever qualify as a commercially mineable (or viable) deposit which can be legally and economically exploited. The Company's ability to continue operations and fund its liabilities is dependent on management's ability to secure additional financing. Although the Company has been successful in pursuing additional sources of financing since its date of incorporation, there can be no assurance it will be able to do so in the future. There can be no assurances that additional funding will be available, or available under terms favourable to the Company, or at all. The Company's ability to continue its business operations and exploration activities is dependent on Management's ability to secure additional financing and any failure to do so is likely to have a material adverse affect on the Company's business and its financial condition.

Exploration and Mining Operations Risks

The Company's properties are in the exploration stage, or pre-exploration stage, are without known bodies of commercial ore and require extensive expenditures for exploration.

There is no certainty that the expenditures to be made by the Company will result in discoveries of mineralized material in commercial quantities. Most exploration projects do not result in the discovery of commercially mineable ore deposits, and no assurance can be given that any particular level of recovery of ore reserves will in fact be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated

by drilling results. Short term factors relating to ore reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. There can be no assurance that minerals recovered in small scale tests will be duplicated in large-scale tests under on-site conditions or in production scale. Material changes in ore reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

While the discovery of an ore body may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenditures may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices which are highly cyclical; and government regulations, including regulations relating to land tenure, prices, taxes, royalties, land use, importing and exporting of minerals and environmental protection. The exact affect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

The Company does not currently operate a mine on any of its properties. There is no certainty that the expenditures made by the Company towards the search for and evaluation of mineral deposits will result in discoveries that are commercially viable. The commercial viability of a mineral deposit, once discovered, is also dependent upon a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection. In addition, assuming discovery of a commercial ore-body, depending on the type of mining operation involved, several years can elapse from the initial phase of drilling until commercial operations are commenced. Most of the above factors are beyond the Company's control.

Mining operations generally involve a high degree of risk. Such operations are subject to all the hazards and risks normally encountered in the exploration for, and development and production of, gold and other precious or base metals, including unusual and unexpected geologic formations, wall failure, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequential liability.

Metal Prices

The development and success of the Company's properties will be primarily dependent on the future price of precious and base metals and, in particular, the future price of

zinc/lead and gold. Precious and base metal prices are subject to significant fluctuation and are affected by a number of factors which are beyond the Company's control. Such factors include, but are not limited to, interest rates, exchange rates, inflation, deflation, fluctuation in the value of the United States dollar, global and regional supply and demand and the political and economic conditions of major metal-producing countries throughout the world. The price of precious and base metals has fluctuated widely in recent years and future serious price declines could cause continued development of and commercial production, if any, from the Company's properties to be impracticable. Depending on the price of base and precious metals, projected cash flow from planned mining operations may not be sufficient and the Company could be forced to discontinue development and may lose its interest in, or may be forced to sell, all or a portion of its properties. Any future production from the Company's properties will be dependent, in part, on precious or base metal prices that are adequate to make these properties economic.

Key-Man and Liability Insurance, Uninsurable Risks

The success of the Company will be largely dependent upon the performance of its key officers. The Company has not purchased any "key-man" insurance with respect to any of its directors, officers or key employees, and has no current plans to do so.

Although the Company may obtain liability insurance in an amount which management considers adequate, the nature of the risks for mining companies is such that liabilities might exceed policy limits, the liabilities and hazards might not be insurable, or the Company might not elect to insure itself against such liabilities due to high premium costs or other reasons. Should such liabilities occur, the Company could incur significant costs that could have a material adverse effect upon its financial condition.

Financing Requirements

The Company will need to raise additional financing to continue in business and to implement future exploration and development programs and there can be no assurance that such financing will be available or, if available, will be on reasonable terms. To the extent financing is not available, renewal fees, work commitments, rental payments and option payments, if any, may not be satisfied within the time required and could result in a loss of property ownership or potential earning opportunities by the Company.

Environmental Regulations

All phases of the Company's operations are subject to environmental regulation. Environmental legislation is becoming more strict, with increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that environmental regulation will not adversely affect the Company's operations. Environmental hazards may exist on a property in

which the Company holds an interest which are unknown to the Company at present which have been caused by previous or existing owners or operators of the property.

Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. The Company intends to fully comply with all environmental regulations.

Title

The Company's properties may be subject to undetected prior unregistered agreements, interests or aboriginal land claims and title to the Company's properties may be affected by these undetected defects. If title defects do exist, it is possible that the Company may lose all or a portion of its right, title, estate and interest in and to the properties to which the title defect relates. Title to mineral interests in some jurisdictions is often not susceptible of determination without incurring substantial expense. In accordance with industry practice, the Company conducts such title reviews in connection with its properties as it believes are commensurate with the value of such properties. The actual interest of the Company in certain properties may vary from the Company's records.

There is no guarantee that title to the Company's properties will not be challenged or impugned.

Governmental and Regulatory Requirements

Government approvals and permits are currently, and may in the future, be required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be restricted or prohibited from proceeding with planned exploration or development activities. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures,

installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reductions in levels of production at producing properties or require abandonment or delays in development of properties.

Infrastructure

Development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the operations, financial condition and results of operations of the Company.

Land Use Restrictions

There are no land use restrictions or covenants overlying the Company's properties, however, overlapping land use interests are commonplace in the Yukon and, to the knowledge of the Company, the VIP Property shares common space with a big game outfitting concession holder and trap line holders. Although the Company is unaware of any other overlapping land use interests, there is no guarantee that such interests do not exist. All land-based interests are exclusive to the holder and convey specific rights. There is no assurance the various land use interest holders will be able to work together to ensure there is no interference in each other's activities or restriction of work activities.

First Nations Traditional Territories

It is the responsibility of Yukon Energy, Mining and Resources to consult with First Nations as part of the process of granting Mining Land Use Permits. There is no assurance the First Nations will agree to the grant of the Mining Land Use Permits requested by the Company. If such permission is not granted, or should the Company fail to comply with any procedures or protocols enforced by the First Nations at any time in the future, the same could have a material adverse impact on the Company. Approval from local First Nations communities may also be required to carry out proposed work programs on the Company's properties. There is no guarantee that the Company will be able to obtain approval from local First Nations or if the Company enters into an impact benefits agreement with such local First Nation, that the terms of such agreement will be favourable to the Company.

Costs of Land Reclamation

It is difficult to determine the exact amounts which will be required to complete all land reclamation activities in connection with the properties in which the Company holds title.

Reclamation bonds and other forms of financial assurance represent only a portion of the total amount of money that will be spent on reclamation activities over the life of a mine. Accordingly, it may be necessary to revise planned expenditures and operating plans in order to fund reclamation activities. Such costs may have a material adverse impact upon the financial condition and results of operations of the Company.

No Market for Securities

There can be no assurance that an active public market for the Company's common shares will continue. The holding of the Company's common shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Market prices for shares of early stage companies are often volatile. Factors such as announcements of mineral discoveries and financial results could have a significant effect on the price of the Company's shares.

Currency Exchange Rates

Exchange rate fluctuations may adversely affect the Company's financial position and results. Gold and zinc are sold throughout the world, primarily in U.S. dollars. The Company's financial results are reported in Canadian dollars and costs are incurred primarily in US and Canadian dollars. The appreciation of the Canadian dollar against the U.S. dollar could increase the actual capital and operating costs of the Company's mineral exploration projects in Yukon and materially adversely affect the results presented in the Company's financial statements. Currency exchange fluctuations may also materially adversely affect the Company's future cash flow from operations, its results of operations, financial condition and prospects.

Competition

The mineral exploration and mining business is competitive in all phases of exploration, development and production. The Company competes with a number of other entities in the search for and the acquisition of productive mineral properties as well as for the recruitment and retention of qualified personnel. As a result of this competition the Company may be unable to acquire attractive properties in the future on terms it considers acceptable. The Company also competes for financing with other resource companies. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company.

The ability of the Company to acquire properties depends on its success in exploring and developing its present properties and on its ability to select, acquire and bring to production suitable properties or prospects for mineral exploration and development. Increased competition could result in increased costs and reduced profitability which could materially adversely affect the Company's revenues, operations and financial condition.

Dividend Policy

The Company does not presently intend to pay cash dividends in the foreseeable future, as any earnings are expected to be retained for use in developing and expanding its business. However, the actual amount of dividends received from the Company will remain subject to the discretion of the Board of Directors and will depend on results of operations, cash requirements and future prospects of the Company and other factors.

Conflicts of Interest

Certain of the directors and officers of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development. To the extent that such other companies may participate in ventures which the Company may participate, there exists the possibility for such directors and officers to be in a position of conflict. Such directors and officers have duties and obligations under the laws of Canada to act honestly and in good faith with a view to the best interests of the Company and its shareholders. Accordingly, such directors and officers will declare and abstain from voting on any matter in which such director and/or officer may have a conflict of interest.

Factors Beyond the Company's Control

Location of mineral deposits depends upon a number of factors, not the least of which is the technical skill of the exploration personnel involved. The exploration and development of mineral properties and the marketability of any minerals contained in such properties will also be affected by numerous factors beyond the control of the Company. These factors include availability of adequate transportation and refining facilities and the imposition of new or amendments to existing taxes and royalties. The effect of these factors cannot be accurately predicted.

Current Global Financial Conditions

Current global financial conditions have been characterized by continued volatility and a particular compression of resource share values. These factors may impact the ability of the Company to obtain equity or debt financing in the future on favourable terms or at all. In addition, general economic indicators, including employment levels, economic growth and consumer confidence remain difficult to predict with any degree of certainty. Any or all of these economic factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. If such increased levels of volatility continue, particularly in the resource sector, the Company's operations could be hurt and the trading price of its common shares may be adversely affected.

Additional Information

Additional information about the Company is available on the Company's website at www.nevadazinc.com or on SEDAR at www.sedar.com