STAKEHOLDER GOLD CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2017

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Stakeholder Gold Corp. (the "Company" or "Stakeholder Gold") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended December 31, 2017. This MD&A has been prepared in compliance with the requirements of National Instrument 51- 102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual financial statements of the Company for the years ended December 31, 2017 and 2016, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the year ended December 31, 2017 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at March 9, 2018 unless otherwise indicated.

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

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 Stakeholder'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.

Further information about the Company and its operations is available on SEDAR at **www.sedar.com** and on the Company's website at **www.stakeholdergold.com**.

Caution 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.

Forward-looking statements	Assumptions	Risk factors
For fiscal 2018, the Company's operating expenses, excluding exploration activities, are estimated to be $53,000 per month for recurring corporate operating costs	The Company has anticipated all material costs; the operating activities of the Company for the twelve-month period ending December 31, 2018, and the costs associated therewith, will be consistent with Stakeholder Gold's current expectations.	Unforeseen costs to the Company will arise; any particular operating costs increase or decrease from the date of the estimation; changes in economic conditions.
The Company will be required to raise additional capital in order to meet its ongoing operating expenses and complete its planned exploration activities on all of its current projects for the twelve-month period ending December 31, 2018 (see subsequent financing described in "Outlook and Overall Performance" below).	The operating and exploration activities of the Company for the twelve-month period ending December 31, 2018, and the costs associated therewith, will be consistent with Stakeholder Gold's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to Stakeholder Gold.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions.
Stakeholder Gold's property may contain economic deposits of gold	Financing will be available for future exploration and development of Stakeholder Gold's property; the actual results of Stakeholder Gold's exploration and development activities will be favourable; operating, exploration and development costs will not exceed Stakeholder Gold'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 Stakeholder Gold, and applicable political and economic conditions are favourable to Stakeholder; the price of gold and applicable interest and exchange rates will be favourable to Stakeholder Gold; no title disputes exist with respect to the Company's properties.	Gold 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 Stakeholder Gold's expectations; availability of financing for and actual results of Stakeholder Gold's exploration and development activities; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff.

Management's outlook regarding future trends.	Financing will be available for Stakeholder Gold's exploration and operating activities; the price of gold will be favourable to Stakeholder Gold	Gold price volatility; changes in debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions.
Sensitivity analysis of financial instruments.	Based on management's knowledge and experience of the financial markets, the Company believes that there would be no material changes to its results for the year ended December 31, 2018 as a result of a change in the foreign currency exchange rates or interest rates.	Changes in debt and equity markets; interest rate and exchange rate fluctuations.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Stakeholder Gold's ability to predict or control. Please also make reference to those risk factors referenced in the "Risks and Uncertainties" 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 Stakeholder'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

Stakeholder Gold Corp., which was incorporated on February 1, 2011 under the Canada Business Corporations Act, and is a mineral exploration company engaged in the acquisition, exploration and development of mineral resource properties. The Company is currently focusing its exploration activities in North America on precious metals properties located in the Yukon, Canada and Nevada, United States of America ("USA") and continues to evaluate and will acquire additional properties as capital and opportunities present themselves.

Stakeholder Gold is conducting exploration on the Goldstorm Gold-Silver Project on the Midas gold trend in Elko, Nevada (USA) and holds the Ballarat Gold Project in the White Gold District of the Yukon Territory (Canada).

As of March 9, 2018, Stakeholder Gold has 23,688,662 shares issued and outstanding, which trade on the TSX Venture Exchange ("Exchange") under the symbol SRV.

Outlook and Overall Performance

The Company has no revenues, so its ability to ensure continuing operations is dependent on it completing the acquisition of its mineral property interests, the discovery of economically recoverable reserves, confirmation of its interest in the underlying mineral claims, and its ability to obtain necessary financing to complete the exploration activities, development and future profitable production.

At December 31, 2017, the Company had a net working capital of $223,461 (December 31, 2016 – $975,675). The Company had cash and cash equivalents of $767,686 (December 31, 2016 - $1,031,715). Working capital and cash and cash equivalents decreased during the year ended December 31, 2017 due to decrease in proceeds from the private placements.

The Company's believes in its ability to meet the operating and exploration activities for the twelve-month period ending December 31, 2018, and the costs associated therewith will be consistent with Stakeholder's current expectations; with debt and equity markets, exchange and interest rates and other applicable economic conditions to be favourable to Stakeholder Gold. Management may increase or decrease budgeted expenditures depending on exploration results and ongoing volatility in the economic environment. See "Liquidity and Financial Position" below.

On February 7, 2017 the Company announced additional results of its Eastern Zone RAB drilling program.

On March 8, 2017, Stakeholder Gold announced the Company has entered into a property option agreement (the "Goldstorm Option Agreement") with Mountain View Gold Inc. ("MVG") and Mountain View Gold Corp. ("Mountain View"), a wholly-owned subsidiary of MVG, pursuant to which Mountain View has granted the Company an option to earn up to a 100% interest in Mountain View's Goldstorm property ("Goldstorm Property"), located in Elko County, Nevada.

On May 5, 2017, the Company released its NI43-101 on the Goldstorm Property and the technical report on the property has been filed on SEDAR and is also available on the Stakeholder Gold's website at: http://stakeholdergold.com/goldstorm-project/ni-43-101-technicalreport/.

On May 8, 2017, Stakeholder Gold received TSX-V approval on the Goldstorm Option Agreement on the Goldstorm Property.

On July 6, 2017 the Company announced it had hired Mr. Robert Cuffney as the exploration manager for its Nevada exploration efforts.

On September 14, 2017, Stakeholder Gold announced the expansion of its ground position at the Goldstorm Project, in Nevada being an additional 1,160 acres located on the Crawford Ranch which is contiguous to existing claims.

On November 7, 2017, the Company announced the completion for preparation for drilling on the Goldstorm Property in Nevada. The Company completed the geologic mapping, drill permitting and archaeological surveys. Stakeholder Gold prepared to drill the 100 m wide Clayton zone and the 90 m wide Prochnau zone for Midas Mine-style gold-silver mineralization. Three initial holes were also planned to be deep enough to test the prospective wide vein systems at the depth of ore continuity found in the Midas Mine of Klondex.

On December 5, 2017 Stakeholder Gold announced the commencement of its Phase 1 program of core drilling on the Goldstorm Property in Nevada. The first drill hole will test the 100 m wide Clayton zone and transect seven discrete fault zones that could host Midas-style, epithermal, low sulphidation gold-silver mineralization, including the first test ever of the "Collar Vein" fault zone that was discovered in 2010 during drill site preparation for hole G-2010-1.

On December 8, 2017 the Company announced the terms for a non-brokered financing of up to 2 million units ("Units"). Each Unit will consist of one common share ("Common Share") priced at 25 cents and one-half of one warrant ("Warrant") to purchase one Common Share priced at 50 cents. Each whole Warrant will entitle the holder to purchase one additional Common Share for two years from the closing date of the private placement. Proceeds of the financing will be used for exploration on the Goldstorm Property in Nevada.

On December 8, 2017, Stakeholder Gold announced the appointment of Vic Hugo of Marrelli Support Services Inc. as Chief Financial Officer.

On December 19, 2017, the Company announced that it has amended the terms of its previously announced non-brokered private placement financing of December 8, 2017, to increase the size of the offering from $500,000 to $600,000.

On December 21, 2017 the Company announced the closing on its previously announced private placement financing for gross proceeds of $600,000. Stakeholder Gold has issued 2.4 million units ("Units") priced at 25 cents per Unit. Each Unit consists of one common share ("Common Share") and one-half of one warrant ("Warrant") to purchase one Common Share. Each whole Warrant is exercisable into one Common Share at a price of 50 cents for a period of two years (December 21, 2019).

In connection with the private placement, the Company paid $20,139 in commission and other related issuance costs, issued 220,000 broker compensation warrants. Each warrant entitles the holder to purchase one common share at a price of $0.25 for a period of 2 years expiring December 21, 2019.

On December 21, 2017, the Company also announced the issuance of 1,000,000 options to Officers, Directors and consultants to the Company and has reserved 1,000,000 Common Shares for issuance upon exercise of such options pursuant to the terms of the Company's stock option plan. The options have a strike price of $0.32 and a three year term from the date of issue.

On January 16, 2018 the Company announced the completion of its first core drill hole on the Goldstorm Property in Nevada. The Company completed drill hole G-2017-1 targeting Midas-style gold-silver mineralization. A wide zone of highly altered basaltic rocks containing quartz-silica-pyrite ("QSP") mineralization was discovered in the upper part of the hole where it was cut off by a post-mineral fault. New zones of silica-pyrite-(naumannite) mineralization were also found in a complex series of fault zones. A second hole is also being started to test the Trail Hill open pit target southwest of the collar of hole G-2017-1.

Exploration and Projects

Stakeholder Gold holds a portfolio of mineral properties located in the Yukon and Nevada.

Ballarat Gold Project, White Gold District, Yukon Territory (Canada)

The 200 claim (4,140ha) Ballarat property lies approximately 100km due south of Dawson City, Yukon. Stakeholder Gold holds Ballarat 100%.

In July 2012, the Company completed a five hole, 753 metre core drilling program to test two strong gold-in-soil trends outlined in work completed during 2010. Drill results were below expectations although low grade gold mineralization was intersected in three of the five holes. Management felt that the drilling program did not follow the identified gold anomalies. In December 2012, the Company wrote off all development expenses.

However, geochemical surveys completed in 2011 identified a number of gold-in-soil anomalies on the eastern part of the property. GroundTruth interpretation of results, coupled with the property's known geological merits and history of successful placer mining, suggested that more investigation should be undertaken. In particular, a more detailed soil sampling program has been recommended, which is expected to be followed by surface trenching and GT Probe sampling.

In May 2016, Stakeholder announced plans for exploration on Ballarat and in July 2016 completed Phase 1 of that exploration program. Results significantly enlarged the Eastern Zone target area. A strong gold in soils anomaly manifested in what is now called the Ballarat Eastern Zone. Gold in soils was complemented by gold assays from gold rock chip samples.

Work on the Eastern Zone of the Ballarat property identified an extensive anomalous gold in soils area with gold assays also evidenced in rock samples. The Eastern Zone is identified over 700+meters of strike length, is open along strike and is evidenced over a width in excess of 300 meters. A prospective extension of the Eastern Zone is also manifest almost 2,000 meters along strike in an area now referred to as the Skye Zone. The newly identified Eastern Zone (on its eastern extent) is located approximately 500 meters from the proposed route for the road which is being built to the Coffee project mine and which is expected to be completed during 2018. The proposed road route passes over the Eastern portion of the Ballarat property in close proximity to the newly identified Eastern Zone gold anomaly, and could provide significant logistical advantages for the Company in the event of an economic mineral discovery.

Current information about the Eastern Zone gold anomaly and Ballarat property can be found on the Company's website at: www.stakeholdergold.com.

Qualified Person

John Nebocat, BSc (Geological Engineering), P.Eng, Vice President Exploration for Stakeholder is the Company's designated Qualified Person for this MD&A within the meaning of National Instrument 43-101 Standards of Disclosure for Mineral Projects and has reviewed and approved its scientific and technical content.

Goldstorm Gold Project

On March 8, 2017, Stakeholder announced it had entered into an arrangement with Mountain View Gold Inc. ("MVG") to earn a 100% interest in its Goldstorm property located in Elko County, Nevada.

i) To earn the initial 40% interest on the property, the Company must pay USD$40,000 (paid) and issue 1,250,000 common shares (issued), issue an additional 1,250,000 common shares on the nine-month anniversary of the contract with MVG, and incur exploration expenditures of not less than USD$750,000 within 12 months of the effective date of the agreement.

   On September 3, 2017, MVG and Stakeholder amended the agreement relating to the initial 40% interest for Stakeholder to satisfying the conditions of either Option A or Option B.

   "Option A" required Stakeholder to (a) issue to MVG additional 1,250,000 shares on the 9 month anniversary of the date of this Agreement; and (b) incur expenditures on the Project of not less than USD$750,000, of which at least USD$700,000 shall be qualifying expenditures, within 12 months of the effective date, and in the event USD$750,000 of expenditures is not incurred within 12 months of the effective date, then by Stakeholder making a payment to the MVG on the 12 month anniversary of the Effective Date of an amount equal to the balance of the USD$750,000 of expenditures that were not incurred by the Stakeholder prior to the 12 month anniversary of the Effective Date. This option is no longer an option as the Stakeholder did not issue the 1,250,000 shares on the 9 month anniversary of the date of this Agreement.

   "Option B" requires Stakeholder to (a) issue to MVG additional 1,250,000 shares as soon as practical upon receipt of the assay results for the first 4 drill holes with respect to the Project; (b) incur expenditures on the Project of not less than USD$350,000, on a best efforts basis, in the 2017 calendar year (incurred); and (c) incur expenditures on the Project of not less than USD$750,000 (inclusive of the expenditures outlined in (b) above), of which at least USD$700,000 shall be qualifying expenditures, within 18 months of the Effective Date, and in the event USD$750,000 of expenditures is not incurred within eighteen 18 months of the Effective Date, then by Stakeholder making a payment to the MVG on the 18 month anniversary of the Effective Date of an amount equal to the balance of the USD$750,000 of expenditures that were not incurred by Stakeholder prior to the 18 month anniversary of the Effective Date.

ii) A further 40% ("Second Option") can be earned by issuing to MVG 1,750,000 common shares on the date of the exercise of the Second Option, issue an additional 1,750,000 common shares on the three month anniversary date from the exercise of the Second Option, and incur exploration expenditures of not less than USD$750,000 within nine months of the date of the exercise of the Second Option.

iii) The final 20% ("Third Option") can be earned by either paying to MVG cash consideration equal to $20 per ounce of gold or gold equivalent multiplied by the total ounces of gold or gold equivalent (measured, indicated and inferred) on the property as set out in a technical report, to be dated no later than 60 days prior to the exercise date of the Third Option, or (ii) issuing to MVG 3,000,000 common shares.

The Property is situated in the Snowstorm Mountains Mining District in the western part of Elko County, Nevada. The Property is located approximately 17 km northwest of Klondex's Ken Snyder ("Midas") underground gold mine, approximately 18 km east-northeast of Newmont's Twin Creeks gold mine and approximately 25 km northeast of Barrick Gold's Turquoise Ridge mine.

A National Instrument 43-101 technical report on the property has been filed on May 5, 2017 by Stakeholder Gold on SEDAR and is available on the Stakeholder Gold website at: http://stakeholdergold.com/goldstorm-project/ni-43-101-technicalreport/

The Property contains numerous historic prospects, and the earliest known exploration dates to 1907. There was no activity on the Property between the 1930's and 1980. An aeromagnetic survey, along with trenching, was conducted in the 1980's. Drilling exploration commenced in 1989 and was conducted by various companies through 2000. Geologic mapping was published in 1993. Mexivada acquired the Property in 2007, and West Kirkland Mining leased the Property from Mexivada in 2010.

In 2010, West Kirkland Mining drilled two core holes on the Property. Drill hole WG-1001 is located on the Clayton Veins system, situated about 1 km south-southwest of the more extensively explored Northern zone. Beginning at 64.4 m depth, the hole intercepted a 2 m vein zone that assayed 5.5 g/t Au, including a 1 m interval @ 9.29 g/t Au and 73 g/t Ag. The Clayton Veins system trends NW-SE and has been tested by only one drill hole. The parallel Prochnau Veins system, located about 300 m to the NE, has not yet been drill-tested. Both these vein systems are open along strike and to depth. Evidence of veining has been traced over 2,000 m strike length, and these veins will be the subject of exploration drilling planned to be undertaken by Stakeholder Gold.

On December 5, 2017 Stakeholder Gold commenced its Phase 1 program of core drilling and the first drill hole tested the 100 m wide Clayton zone and transect seven discrete fault zones that could host Midas-style, epithermal, low sulphidation gold-silver mineralization, including the first test ever of the "Collar Vein" fault zone that was discovered in 2010 during drill site preparation for hole G-2010-1. On January 16, 2018 the Company completed drill hole G-2017-1 targeting Midas-style gold-silver mineralization. A wide zone of highly altered basaltic rocks containing quartz-silica-pyrite ("QSP") mineralization was discovered in the upper part of the hole where it was cut off by a post-mineral fault and new zones of silica-pyrite-(naumannite) mineralization were also found in a complex series of fault zones.

The exploration target/model for the Property is based on the Midas mine located about 16 km (10 miles) to the southeast. Goldstorm sits near the intersection of three important gold-bearing structural corridors: the Getchell Trend; the Carlin/Midas Trend and the Northern Nevada Rift. On September 14, 2017, Stakeholder Gold expaned its ground position with an additional 1,160 acres located on the Crawford Ranch which is contiguous to existing claims. The Company's combined ground position now encompasses 3,806 contiguous acres of exploration leases. This enhanced land position surrounds both the Clayton Veins system and the Prochnau Veins system and covers their respective strike extensions. The combined project includes: 828 acres first optioned from Mountainview; 1,818 acres of additional claims acquired by staking and the additional 1,160 acres land now under option on the Crawford Ranch.

Qualified Person

Richard R. Redfern, C.P.G. and M.S. (Geology), Geological Consultant for Stakeholder Gold, is the Company's designated Qualified Person for this MD&A within the meaning of National Instrument 43-101 Standards of Disclosure for Mineral Projects and has reviewed and approved its scientific and technical content.

Trends

The Company is a mineral exploration company, focused on the acquisition, exploration and development of mineral properties.

The Company's future performance and financial success is largely tied to the success of its exploration and development activities. The development of assets may take years to complete and the resulting income, if any, is difficult to determine with any certainty. The Company lacks mineral reserves and to date has not produced any revenues. The sales value of any minerals discovered by the Company is largely dependent upon factors beyond its control, such as the market value of the commodities produced.

Current global economic conditions and financial markets are volatile and are likely to be so for the foreseeable future, reflecting ongoing concerns about the global economy. This affects the mining industry, and, as it relates to the Company, affects the availability of equity financing for the purposes of mineral exploration and development. As a result, the Company may have difficulties raising equity financing for the purposes of mineral exploration, development and property acquisitions, particularly without excessively diluting the interests of its current shareholders. With continued market volatility expected, the Company's current strategy is to continue exploring its properties and to seek out other prospective project opportunities. The Company believes this focused strategy will enable it to meet the near-term challenges presented by the capital markets while maintaining momentum on key initiatives. The Company regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in short-term operating and longer-term strategic decisions.

Apart from these and the risk factors noted under the heading "Risks and Uncertainties", the Company 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.

Off-Balance-Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Proposed Transactions

The Company routinely evaluates various business development opportunities which could entail optioning properties, direct acquisitions, trades and/or divestitures. In this regard, the Company is currently in discussions with various parties, but no definitive agreements with respect to any proposed transactions have been entered into as of the date of this MD&A. There can be no assurances that any such transactions will be concluded in the future.

Environmental Contingency

The Company's exploration activities are subject to various government laws and regulations relating to the protection of the environment. These environmental regulations are continually changing and generally becoming more restrictive. As of December 31, 2017, the Company does not believe that there are any significant environmental obligations requiring material capital outlays in the immediate future.

Selected Annual Financial Information

	Years Ended December 31,		
	2017 ($)	**2016 ($)**	**2015 ($)**
Net loss for the year	2,266,993	2,275,000	2,501,740
Basic and diluted loss per share	0.11	0.15	0.37
Total assets	837,125	1,157,779	327,424

Selected Quarterly Financial Information

As Stakeholder Gold has no revenue, the Company's ability to fund its operations is dependent upon its ability to secure financing through equity issues or the sale of assets. The value of any resource property assets is dependent upon the existence of economically recoverable mineral reserves, the ability to obtain the necessary financing to complete exploration and development, and the future profitable production or proceeds from disposition of such properties. See "Trends" above and "Risk Factors" below.

A summary of selected information for each of the eight most recent quarters is as follows:

Three Months Ended	Total Revenue ($)	Loss (Income) Total ($)	Loss (Income) Per Share ($)	Total Assets ($)
2017-December 31	-	1,707,776	0.08	837,125
2017-September 30	-	157,087	0.01	1,081,212
2017-June 30	-	191,792	0.10	1,235,270
2017-March 31	-	211,244	0.02	1,005,544
2016-December 31	-	1,102,421	0.10	1,157,779
2016-September 30	-	287,494	0.02	1,281,179
2016-June 30	-	329,980	0.02	493,251
2016-March 31	-	555,105	0.01	667,085

Discussion of Operations

Three months ended December 31, 2017 compared with three months ended December 31, 2016

Stakeholder Gold's net loss totaled $1,707,776 for the three months ended December 31, 2017, with basic and diluted loss per share of $0.08. This compares with a net loss of $1,102,421 with basic and diluted loss per share of $0.10 for the three months ended December 31, 2016. The increase of $605,355 in net loss was principally because:

- For the three months ended December 31, 2017, exploration and evaluation expenditures increased by $562,626. The increase is due to expenses incurred on the newly acquired Goldstorm Project as well as expenses incurred evaluating other potential projects.

- For the three months ended December 31, 2017, management and consulting increased by $124,910. The increase is due mainly to consulting fees due to the hiring of consultant to source additional funding for projects and working capital in 2017.

- For the three months ended December 31, 2017, investor and shareholder relations decreased by $145,450 mainly due to lower consulting services for investor relations and direct media and advertising.

- All other expenses are related to general working capital purposes.

<u>Year ended December 31, 2017 compared with year ended December 31, 2016</u>

Stakeholder Gold's net loss totaled $2,266,993 for the year ended December 31, 2017, with basic and diluted loss per share of $0.11. This compares with a net loss of $2,275,000 with basic and diluted loss per share of $0.15 for the year ended December 31, 2016. The decrease of $8,007 in net loss was principally because:

- For the year ended December 31, 2017, exploration and evaluation expenditures increased by $287,432. The increase is due to expenses incurred on the newly acquired Goldstorm Project as well as expenses incurred evaluating other potential projects. For the year ended December 31, 2016, the Company recorded exploration and evaluation cost of $782,614 on the Balarat Project versus $nil in the current period.

- For the year ended December 31, 2017, share-based payments decreased by 370,292. The decrease is due less options issued to directors, officers and consultants.

- All other expenses are related to general working capital purposes.

Liquidity and Financial Position

The activities of the Company, principally the acquisition and exploration of mineral properties, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants. There is no assurance that equity capital will be available to the Company in the amounts or at the times desired or on terms that are acceptable to the Company, if at all.

Cash used in operating activities was $845,136 for the year ended December 31, 2017 compared to $1,537,232 for the year ended December 31, 2016. Operating activities were affected by net loss of $2,266,993 plus non-cash items of $939,918 and the negative change in non-cash working capital balances of $488,185 related to the increase in accounts payables and accrued liabilities.

Cash provided by financing activities was $579,861 for the year ended December 31, 2017 compared to $2,487,314 for the year ended December 31, 2016. Financing activities included $579,861 of net proceeds from private placement.

Cash used in investing activities was $1,247 for the year ended December 31, 2017 compared to $6,448 for the year ended December 31, 2016 as a result of expenditures on exploration and evaluation assets.

At December 31, 2017, the Company had $767,686 in cash (December 31, 2016 - $1,031,715).

The Company has no operating revenues and therefore must utilize its funds obtained from the equity financing and other financing transactions to maintain its capacity to meet ongoing exploration and operating activities.

As of December 31, 2017, and to the date of this MD&A, the cash resources of Stakeholder Gold's are held with the Bank of Nova Scotia.

The Company's use of cash at present occurs, and in the future will occur, principally in two areas, namely, funding of its general and administrative expenditures and funding of its investment activities. Those investing activities include the cash components of the cost of acquiring and exploring its tenements. For fiscal 2018, the Company's expected operating expenses are estimated to average $53,000 per month for recurring operating costs. The Company has exploration commitments on its property interests over the next 12 months, and has estimated expenditure of US$50,000 over the same period. Management may reassess its planned expenditures based on the Company's working capital resources, the scope work required to advance exploration on its projects and the overall condition of the financial markets.

Assuming that management is successful in developing a substantial gold deposit in Canada and the USA, future work plans to develop the deposit will depend upon the Company's assessment of prior results, the condition of the Company financially and the then prevailing economic climate in general.

The Company's working capital of $233,461 at December 31, 2017. There is an uncertainty as to whether the Company will be able to meet its committed exploration expenditures for its exploration and evaluation assets and to meet its corporate administrative expenses, and the Company will need to raise additional funding in order to continue operations at the current level for the twelve-month period ending December 31, 2018 (see "Outlook and Overall Performance" above).

Changes in Accounting Policy

i) During the year ended December 31, 2017, the Company changed its policy regarding the treatment of exploration and evaluation expenditures. Such a change relates to the accounting for acquisition costs of mineral properties and exploration and evaluation expenditures thereof. The Company was capitalizing exploration and evaluation expenditures, and is now expensing such expenditure in the Statement of Loss and Comprehensive Loss. The Company has changed its accounting policy to expenses these costs as incurred as this approach is considered to be more relevant and reliable to the Company and the users of its financial statements.

There was no effect on the Statement of Financial Position as of December 31, 2016 or the Statement of Loss and Comprehensive Loss for the year ended December 31, 2016.

The change in the accounting policy had the following effect on the statement of cash flows for year ended December 31, 2016. The net cash provided (used) in investing activities is restated as $6,448 compared to ($776,166) as previously stated under the previous accounting policy.

Recent Accounting Pronouncements

i) IFRS 9 – Financial instruments ("IFRS 9") was issued by the IASB in October 2010 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. 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. The Company is currently assessing the impact of this pronouncement.

ii) IFRS 16 - Leases ("IFRS 16") was issued on January 13, 2016 to require lessees to recognize assets and liabilities for most leases. For lessors, there is little change to the existing accounting in IAS17 Leases. The IAS issued its standard as part of a joint project with the Financial Accounting Standards Board ("FASB"). The FASB has not yet issued its new standard, but it is also expected to require lessees to recognize most leases on their statement of financial position. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. The Company is currently assessing the impact of this pronouncement.

Critical Accounting Estimates

The preparation of the consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The 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. A comprehensive discussion of Stakeholder's significant accounting policies is contained in note 3 to the financial statements for the year ended December 31, 2017.

Critical accounting estimates

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income (loss) in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

The estimates and assumptions that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Impairment
Assets, including property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts exceed their recoverable amounts.

An impairment loss is recognized for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates the higher of fair value less costs to sell and value in use. Determining the recoverable amount of property and equipment and exploration and evaluation assets requires management to make assumptions about future events and circumstances and cash flows. The actual results may vary, and may cause significant adjustments to the Company's assets within the next financial year

Provisions and contingencies
Provisions and contingencies arising in the course of operations, including provisions for income or other tax matters are subject to estimation uncertainty. Management uses all information available in assessing the recognition, measurement and disclosure of matters that may give rise to provisions or contingencies. The actual outcome of various provisional and contingent matters may vary, and may cause significant adjustments to the Company's assets when the amounts are determined or additional information is acquired

Critical accounting judgments

Information about critical 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 within the next financial year are discussed below:

Going concern
As is common with exploration companies, the Company's ability to continue its on-going and planned exploration activities and continue operations as a going concern, is dependent upon the recoverability of costs incurred to date on mineral properties, the existence of economically recoverable reserves, and the ability to obtain necessary equity financing from time to time. The factors considered by management are disclosed in Note 1 of the financial statements for the year ended December 31, 2017.

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.

Functional currency
The determination of an entity's functional currency is a key judgment based on the primary economy environment in which each entity of the Company operates. In determining the functional currency, management considers the currency that most faithfully represents the economic effects of events, conditions, future direction and investment opportunities.

Capital risk management

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

The properties to which the Company currently has an interest are in the exploration stage and as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration as well as satisfy administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Stakeholder Gold will continue to assess new properties should sufficient geological or economic potential be demonstrated and if the Company has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the current size of the Company. There were no changes to its capital management approach during the year ended December 31, 2017. Stakeholder is not subject to externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern. The Company has no external debt and is dependent on the capital markets to finance exploration and development activities.

Financial risk management

The Company is exposed through its operations to the following financial risks:

- Market Risk
- Liquidity Risk
- Credit Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. Below describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, polices and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated below.

General objectives, policies and processes:

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of two types of risk: foreign currency risk, interest rate risk and commodity price risk.

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have any borrowings. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. Sensitivity to a plus or minus 1% change in the interest rates could impact any renewals or extensions of term deposits which would have no significant impact on the net loss due to the immateriality of the interest earned.

Commodity price risk

The ability of the Company to develop its mineral properties and the future profitability of the Company is directly related to the market price of precious metals. The Company closely monitors commodity prices to determine the appropriate course of action to be taken. Based on management's knowledge and expertise of the financial markets, the Company believes that commodity price risk is remote as the Company is not a producing entity.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases.

At December 31, 2017, Stakeholder had a cash balance of $767,686 and current liabilities of $613,664. As outlined in Note 1 of the financial statements for the year ended December 31, 2017, the Company will be required to obtain additional financing for working capital and continued exploration and development of its properties.

The following is a summary of the Company's material contractual obligations (representing undiscounted contractual cash flows):

	Year 1	Year 2	Year 3	Over 4 Years	Total

Accounts payable and accrued liabilities	$613,664				$613,664

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or a counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk in its cash and receivables. The maximum credit risk represented by the Company's financial assets is represented by their carrying amounts. Concentration of credit risk exists with respect to the Company's cash as substantially the entire amount is held at a single major Canadian financial institution. Credit risk on cash is minimized by depositing with only reputable financial institutions. There is also concentration of credit risk. Management has reviewed the receivable balances and determined that the balances are collectible; accordingly there has been no allowance for doubtful accounts recorded.

Determination of fair value

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The statement of financial position carrying amounts for cash and cash equivalents, restricted cash, receivables and accounts payable and accrued liabilities approximate fair value due to their short-term nature. Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

Related Party Transactions

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. Related party transactions conducted in the normal course of operations are measured at the amount established and agreed to by the related parties.

(a) The Company entered into the following transactions with related parties:

	Year Ended December 31, 2017 ($)	Year Ended December 31, 2017 ($)
Canuc Resources Corporation(i)	13,670	18,148

i) For the year ended December 31, 2017, the Company expensed $13,670 (year ended December 31, 2016 - $18,148) to Canuc, a corporation with a common director and officer, for rent. As at December 31, 2017, Canuc was owed $nil (December 31, 2016 - $nil).

ii) The Company issued 500,000 common shares to an officer and director of the Company in exchange for services valued at $178,000

iii) As at December 31, 2017, the amount of $90,414 was included in accounts payable and accrued liabilities to a company with a common director (December 31, 2016 - $90,414).

(b) Remuneration of directors and key management personnel, of the Company was as follows:

During the year ended December 31, 2017, compensation, were paid to a director and officers of the Company or related companies controlled by the director and officers of the Company. They were included in management and consulting, and professional fees.

	Compensation		Share based payments		Total	
	Year Ended December 31,		Year Ended December 31,		Year Ended December 31,	
	2017 ($)	2016 ($)	2017 ($)	2016 ($)	2017 ($)	2016 ($)
Chris Berlet, President and CEO(ii)(1)	120,000	195,000	241,784	104,833	361,784	299,833
Evan Nuttall, Director	nil	nil	25,513	nil	25,513	nil
Marcus Chase, Director	nil	nil	25,513	nil	25,513	nil
Ray Leach, Former Director	nil	10,000	25,513	66,382	25,513	76,382
Stephen Walmsey, Former Director	nil	nil	nil	38,452	Nil	38,452
John Nebocatt, VP Exploration(2)	16,425	38,550	nil	160,693	16,425	199,243
Robert Lelovic, Former CFO(3)	nil	101,000	nil	66,382	nil	167,382
Jaimie MacPherson, Former CFO(4)	48,300	4,200	nil	nil	48,300	4,200
Vic Hugo CFO(5)	1,450	nil	12,757	nil	14,207	nil
Bonnaventure Explorations	nil	nil	nil	66,382	nil	66,382
Total	**186,175**	**348,750**	**331,080**	**503,124**	**517,255**	**851,874**

1) For the year ended December 31, 2017, compensation of $120,000 (year ended December 31, 2016 - $195,000) were paid to a related company controlled by the CEO and President. The compensation were included in management and consulting expenses of $96,000 (year ended December 31, 2016 - $140,000) and exploration and evaluation costs of $24,000 (year ended December 31, 2016 - $55,000). As at December 31, 2017, the company was owed $99 (December 31, 2016 - $nil).

2) For the year ended December 31, 2017, the Company expensed in exploration and evaluation costs $16,425 (year ended December 31, 2016 - $38,550) to the Vice President Exploration.

3) For the year ended December 31, 2017, the Company expensed $nil (year ended December 31, 2016 - $101,000) to a company controlled by an officer of the Company, as remuneration paid as CFO.

4) For the year ended December 31, 2017, the Company expensed $48,300 (year ended December 31, 2016 - $4,200) to a company controlled by an officer of the Company, as remuneration paid as CFO.

5) For the year ended December 31, 2017, the Company expensed $1,450 (year ended December 31, 2016 - $nil) to Marrelli Support Services Inc. as remuneration paid for CFO services. As at December 31, 2017, the company was owed $1,638 (December 31, 2016 - $nil).

(d) Insider shareholdings

As of December 31, 2017, directors and officers of the Company, with individual control of less than 10% of the total common shares outstanding, collectively control 2,327,288 common shares of the company or approximately 10% of the total common shares outstanding. To the knowledge of the directors and officers of the Company, the remaining common shares of the Company were widely held.

Share Capital

As of the date of this MD&A, the Company had 23,588,662 issued and outstanding common shares.

Stock options outstanding for the Company at the date of this MD&A were as follows:

Options	Expiry Date	Exercise Price
60,000	September 18, 2018	$0.50
40,000	January 31, 2019	$0.50
600,000	March 28, 2019*	$0.25
400,000	October 3, 2019	$0.61
150,000	January 14, 2020	$2.50
1,000,000	December 21, 2020	$0.32

Warrants outstanding for the Company at the date of this MD&A were as follows:

Options	Expiry Date	Exercise Price
1,220,695	September 2, 2018	$0.75
200,140	September 2, 2018	$0.50
602,558	October 4, 2018	$0.75
91,412	October 4, 2018	$0.50
3,000	October 4, 2018	$0.75
1,200,000	December 21, 2019	$0.50
220,000	December 21, 2019	$0.25

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 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 consolidated financial statements; and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations 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"), this Venture Issuer Basic Certificate 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 this 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 GAAP (IFRS).

The issuer'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 this 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.

Risks and Uncertainties

The Company's financial condition, results of operation and business are subject to certain risks, certain of which are described below (and elsewhere in this MD&A):

Additional Funding Requirements
The Company is reliant upon additional equity financing in order to continue its business and operations, because it is in the business of mineral exploration and at present does not derive any income from its mineral assets. There is no guarantee that future sources of funding will be available to the Company. If the Company is not able to raise additional equity funding in the future, it will be unable to carry out its business.

Commodity Price Volatility
The price of gold can fluctuate drastically, and is beyond the Company's control. While the Company would benefit from an increase in the value of gold, a decrease in the value of gold could also adversely affect it.

Title to Mineral Properties
Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed or impugned. Although the Company has investigated its title to the mineral properties for which it holds an option or concessions or mineral leases or licenses, there can be no assurance that the Company has valid title to such mineral properties or that its title thereto will not be challenged or impugned. For example, mineral properties sometimes contain claims or transfer histories that examiners cannot verify; and transfers under foreign law often are complex. The Company does not carry title insurance with respect to its mineral properties. A successful claim that the Company does not have title to a mineral property could cause the Company to lose its rights to mine that property, perhaps without compensation for its prior expenditures relating to the property.

Mineral Exploration
Mineral exploration involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labour are some of the risks involved in mineral exploration and exploitation activities. The Company has relied on and may continue to rely on consultants and others for mineral exploration and exploitation expertise. Substantial expenditures are required to establish mineral reserves and resources through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of some properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining, or to upgrade existing infrastructure. There can be no assurance that the funds required to exploit any mineral reserves and resources discovered by the Company will be obtained on a timely basis or at all. The economics of exploiting mineral reserves and resources discovered by the Company are affected by many factors, many outside the control of the Company, including the cost of operations, variations in the grade of ore mined and metals recovered, price fluctuations in the metal markets, costs of processing equipment, and other factors such as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. There can be no assurance that the Company's mineral exploration and exploitation activities will be successful.

Country Risk
The Company could be at risk regarding any political developments in the country in which it operates. At present the Company is only active in Canada and the United States.

Uninsurable Risks
Mineral exploration activities involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences and political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could negatively affect the Company's profitability and financial position and the value of its common shares. The Company does not maintain insurance against environmental risks.

Environmental Regulation and Liability
The Company's activities are subject to laws and regulations controlling not only mineral exploration and exploitation activities themselves but also the possible effects of such activities upon the environment. Environmental legislation may change and make the mining and processing of ore uneconomic or result in significant environmental or reclamation costs. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mineral exploitation activities, such as seepage from tailings disposal areas that could result in environmental pollution. A breach of environmental legislation may result in the imposition of fines and penalties or the suspension or closure of operations. In addition, certain types of operations require the submission of environmental impact statements and approval thereof by government authorities. Environmental legislation is evolving in a manner that may mean stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their directors, officers and employees. Permits from a variety of regulatory authorities are required for many aspects of mineral exploitation activities, including closure and reclamation. Future environmental legislation could cause additional expense, capital expenditures, restrictions, liabilities and delays in the development of the Company's properties, the extent of which cannot be predicted. In the context of environmental permits, including the approval of closure and reclamation plans, the Company must comply with standards and laws and regulations that may entail costs and delays, depending on the nature of the activity to be permitted and how stringently the regulations are implemented by the permitting authority. The Company does not maintain environmental liability insurance.

Regulations and Permits
The Company's activities are subject to a wide variety of laws and regulations governing health and worker safety, employment standards, waste disposal, protection of the environment, protection of historic and archaeological sites, mine development and protection of endangered and protected species, aboriginal title and access and other matters. The Company is required to have a wide variety of permits from governmental and regulatory authorities to carry out its activities. These permits relate to virtually every aspect of the Company's exploration and exploitation activities. Changes in these laws and regulations or changes in their enforcement or interpretation could result in changes in legal requirements or in the terms of the Company's permits that could have a significant adverse impact on the Company's existing or future operations or projects. Obtaining permits can be a complex, time-consuming process. There can be no assurance that the Company will be able to obtain the necessary permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining permits and complying with these permits

and applicable laws and regulations could stop or materially delay or restrict the Company from continuing or proceeding with existing or future operations or projects. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or closure of operations or material fines, penalties or other liabilities.

Potential Dilution
The issue of common shares of the Company upon the exercise of the options and warrants will dilute the ownership interest of the Company's current shareholders. The Company may also issue additional options and warrants or additional common shares from time to time in the future. If it does so, the ownership interest of the Company's then current shareholders could also be diluted.

Competition
Competition in the mineral exploration business is intense and could adversely affect the ability of the Company to suitably develop its properties. The Company will be competing with many other exploration companies possessing greater financial resources and technical facilities. Accordingly, there is a high degree of competition for desirable mineral leases, suitable prospects for drilling operations and necessary mining equipment, as well as for access to funds. There can be no assurance that the necessary funds can be raised or that any projected work will be completed.

Conflicts of Interest
Certain of the directors of the Company are also directors, officers or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. The directors of the Company will be required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the director will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Subsequent Events

- In January 2018, 100,000 options were exercised at $0.25.
- On January 30, 2018 the Company announced that Anita Bailey has been appointed Corporate Secretary for the Company.

Additional Disclosure for Venture Issuers without Significant Revenue

Exploration and evaluation expenditures

Names	Year Ended December 31, 2017 ($)	Year Ended December 31, 2016 ($)
Goldstorm Project		
Option payments	565,217	nil
Legal and claim cost	58,083	nil
Consulting	60,208	nil
Administration and other	8,617	nil
Drilling	302,163	nil
Assays and sampling	15,440	nil
Environmental	17,780	nil
Total	**1,027,508**	**nil**
Ballarat		
Claims	7,093	nil
Drilling		256,367
Assays and sampling		66,473
Geological expenses		380,444
Consulting	23,750	107,101
Administration and other	4,126	630
Exploration credit	(6,000)	(34,000)
Total	**28,969**	**777,015**
General		
Consulting, administration and other	**13,569**	**5,599**
Total	**1,070,046**	**782,614**

General and Administrative

Names	Year Ended December 31, 2017 ($)	Year Ended December 31, 2016 ($)
Management and consulting fees	484,280	438,798
Investor and shareholder relations	252,544	267,190
Professional fees	62,986	44,481
General and administrative	79,466	59,155
Share-based payments	318,918	689,210
Exploration expenses	1,070,046	nil
Unrecoverable exploration and evaluation costs	nil	782,614
Total	**2,268,240**	**2,281,448**