

ALDEVER RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the nine months ended September 30, 2017

ALDEVER RESOURCES INC.

Management's Discussion and Analysis
Nine months ended September 30, 2017
November 29, 2017

Aldever Resources Inc. ("Aldever" or the "Company") (formerly Glenmark Capital Corp.) was incorporated under the name 424025 B.C. Ltd. on April 13, 1992 in British Columbia under the *Business Corporations Act* (British Columbia) and is a junior exploration company engaged in the acquisition, exploration and development of resource properties. The Company's principal office and registered and records office is located at 2200 – 885 West Georgia Street, Vancouver, BC, V6C 3E8.

This management's discussion and analysis ("MD&A") reports on the operating results and financial condition of the Company for the nine months ended September 30, 2017 and is prepared as of November 29, 2017. The MD&A should be read in conjunction with the Company's unaudited interim financial statement for the period ending September 30, 2017, and the audited annual financial statements for the years ended December 31, 2016 and the notes thereto which were prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise.

Cautionary Note Regarding Forward-Looking Information

This document may contain "forward-looking information" within the meaning of Canadian securities legislation ("forward-looking statements"). These forward-looking statements are made as of the date of this document and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required under applicable securities legislation.

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, the Company and its operations, its planned exploration activities, the adequacy of its financial resources and statements with respect to the estimation of mineral reserves and mineral resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. In this document, certain forward-looking statements are identified by words including "may", "future", "expected", "intends" and "estimates". By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of resources; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; as well as those factors detailed from time to time in the Company's interim and annual financial statements and management's discussion and analysis of those statements, all of which are filed and available for review under the Company's profile on SEDAR at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. The Company provides no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Description of Business

Aldever Resources Inc. is an exploration stage company engaged in the acquisition, exploration and development of resource properties. The Company's common shares are listed for trading on the TSX Venture Exchange (the "Exchange") under the symbol "ALD", on the Frankfurt Exchange under the symbol "17G1", and on the OTCQB Exchange under the symbol "ALDVF". As at September 30, 2017, the Company has interests in the following resource properties:

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Ford Lake Uranium Project – Saskatchewan, Canada

On September 25, 2013 (amended March 21, 2015), the Company entered into an option agreement to earn a 100% interest in the Ford Lake uranium project located in Saskatchewan. Under the terms of the amended agreement, Aldever can earn a 100% interest by paying an aggregate of \$650,000 (\$150,000 paid to December 31, 2015) over three years and completing \$2,500,000 in exploration expenditures on the project within four years. A 1% Net Smelter Return ("NSR") was granted to the vendor, which may be purchased by the Company for \$1,500,000.

During the year ended December 31, 2016, the Company recorded an impairment of \$9,237 (2015: \$188,227) relating to certain claims that were not renewed.

During the nine months ended September 30, 2017, the Company incurred \$Nil (2016 - \$Nil) in exploration expenditures on the Ford Lake Uranium Project.

Scotia Zinc-Silver Project - British Columbia, Canada

On November 11, 2014, the Company entered into an option agreement to earn up to a 100% interest in the Scotia Zinc-Silver prospect in northern British Columbia. To exercise the option the Company must make staged payments of \$375,000 over 3 years and incur \$750,000 in exploration expense over the same period.

On May 13, 2015, the Company amended its original agreement. Under the amended terms of the agreement, the Company can earn a 100% interest by paying \$75,000 (paid on January 19, 2015) and issuing 166,667 common shares to the vendor (issued May 20, 2015). The Company's interest is subject to an underlying 2% NSR, payable to the Vendor of which 1% can be purchased by the Company for \$1,000,000.

Subsequent to the year ended December 31, 2016, the Company received Exchange approval for the sale of its 100% interest in the Scotia Zinc-Silver Project to Zinc One Resources Inc. (formerly Rockridge Capital Corp). Consideration consists of: \$25,000 cash within five days after the Exchange Acceptance Date (received on February 9, 2017), \$25,000 on or before January 9, 2018, 200,000 shares within five days after January 23, 2017, 300,000 shares on or before January 9, 2018 and 400,000 shares on or before January 9, 2019, and completion of exploration work in the amount of \$500,000 on or before January 9, 2019.

During the nine months ended September 30, 2017, the Company incurred \$Nil (2016 – 215,000) in exploration expenditures on the Scotia Project.

Poplar Copper-Moly Project - British Columbia, Canada

On December 2, 2014, the Company entered into an option agreement to acquire a 100% interest, subject to existing royalties, in the Poplar Copper-Molybdenum prospect in British Columbia. To exercise the option the Company must make staged payments of \$3,000,000 over 3 years and incur \$3,000,000 in exploration expense over four years.

On April 28, 2015, the Company amended the original agreement. Under the amended terms of the agreement, the Company can earn 100% interest by paying \$2,900,000 (\$50,000 paid December 22, 2014) over four years, issuing 250,000 common shares to the vendor (issued May 11, 2015) and incurring \$3,000,000 in exploration expenditures within the next four years. The Company's interest is subject to a legacy 1% and 2% NSR interests, which can be purchased for \$100,000 and \$1,000,000 respectively.

On January 13, 2016, the Company renegotiated the terms of the purchase agreement. Under the amended terms of the agreement, the Company can earn a 100% interest by issuing 833,333 common shares (issued on January 14, 2016) to the vendor and making the following cash payments: \$200,000 on or before December 22, 2016; \$200,000 on or before December 22, 2017; \$400,000 on or before December 22, 2018; and \$1,500,000 on or before December 22, 2019. The Company must also incur \$3,000,000 in exploration expenditures within six years. The Company's interest is subject to legacy 1% and 2% NSR interests, which can be purchased for \$100,000 and \$1,000,000 respectively.

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During the year ended December 31, 2015, the Company recorded an impairment of \$3,318 relating to certain claims that were not renewed.

During the year ended December 31, 2016, the Company terminated the Poplar Copper-Moly Project and recorded an impairment of \$771,939.

DD-Group Project - Saskatchewan, Canada

On June 8, 2015, the Company entered into an option agreement to earn a 100% interest in the DD-Group claims which cover property along the Key Lake Road in northern Saskatchewan. The new claims will be added to the Company's Key Lake Road project. Under the terms of the agreement, the Company can earn a 100% interest by paying \$20,000 (paid June 16, 2015), issuing 666,667 common shares to the vendor (issued June 10, 2015) and completing \$2,000,000 in exploration expenditures within six years of the signing of the agreement. A 1% NSR has also been granted to the vendor, of which ½% may be purchased by the Company for \$1,000,000.

During the year ended December 31, 2016, the Company terminated the DD-Group Project and recorded an impairment of \$580,000.

Carter Lake Project - Saskatchewan, Canada

On January 16, 2015, and as amended on April 2, 2015, the Company entered into an agreement to acquire an 80% interest in the Carter Lake Project, Saskatchewan. Under the terms of the agreement, the Company can earn an 80% interest by paying \$100,000 in year one (\$25,000 paid January 20, 2015), an additional \$400,000 over three years and incurring \$2,000,000 in exploration expenditures within the next six years (\$123,810 paid to December 31, 2015). The Company's interest is subject to a 2% royalty interest to the underlying vendor, of which 1% can be purchased for \$1,000,000.

During the year ended December 31, 2016, the Company terminated the Carter Lake Agreement and recorded an impairment of \$148,809.

Margurete Gold Project - British Columbia, Canada

On March 5, 2015, the Company entered into an agreement to acquire a 100% interest in the Margurete Gold Project in British Columbia. Under the terms of the agreement, the Company can earn a 100% interest by paying \$50,000 (paid March 25, 2015), issuing 50,000 shares to the vendor (issued March 11, 2015) and incurring \$500,000 in exploration expenditures within the next four years (\$205,000 paid to December 31, 2015). The Company's interest is subject to a 1% NSR payable to the vendor, which can be purchased for \$500,000.

During the year ended December 31, 2015, the Company recorded impairment of \$139,725 relating to certain claims that were not renewed.

During the year ended December 31, 2016, the Company terminated the Margurete Gold Project Option Agreement and recorded an impairment of \$170,775.

Patterson North East ("PNE") Project - Saskatchewan, Canada

On August 20, 2015, the Company entered into an option agreement to acquire a 100% interest in the PNE property in Saskatchewan. Under the terms of the agreement the Company can earn 100% interest by issuing 1,166,667 common shares within 5 days of Exchange approval of the agreement (issued September 1, 2015), paying an aggregate of \$300,000 within 36 months of the signing of the agreement and the Company must complete \$2,000,000 in exploration expenditures within six years of the signing of the agreement. The interest in the PNE Property is subject to a 1% NSR payable to the owner of which ½% may be purchased at any time by paying to the owner \$1,000,000, less all amounts previously received by the owner as NSR payments.

During the year ended December 31, 2016, the Company terminated the PNE Project Option Agreement and recorded an impairment of \$735,000.

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Gulch Mine Project - Saskatchewan, Canada

On August 12, 2015, the Company entered into an option agreement to acquire a 90% interest in the Gulch Mine Project in Saskatchewan. Under the terms of the agreement, the Company can earn a 90% interest by paying an aggregate of \$500,000 to the vendor before May 21, 2019 and \$250,000 to the vendor on or before the fifth anniversary of the option agreement. The Company must also complete \$2,500,000 in exploration expenditures within five years (\$166,667 incurred to December 31, 2015). The interest in the Gulch Mine Project is subject to a 2.5% NSR payable to the owner, of which 1% may be purchased at any time by paying to the owner \$1,000,000, less all amounts previously received by the vendor as NSR payments.

During the year ended December 31, 2016, the Company terminated the Gulch Mine Project and recorded an impairment of \$166,667.

Lac Villebon Gold Project - Quebec, Canada

On October 21, 2015, the Company entered into an option agreement to acquire a 100% interest in the Lac Villebon Gold Project in Quebec. Under the terms of the agreement, the Company can earn a 100% interest by issuing 666,667 common shares to the vendor (issued October 27, 2015) and incurring \$2,000,000 in exploration expenditures within the next five years (\$1,230,000 incurred to December 31, 2016). The Company's interest is subject to a 1% NSR payable to the vendor, of which ½ % may be purchased for \$1,000,000.

During the nine months ended September 30, 2017, the Company incurred \$1,211 (2016 - \$1,570,000) in exploration expenditures on the Lac Villebon Gold Project. During the period ended September 30, 2017, the Company terminated the Lac Villebon Gold Project and recorded an impairment of \$1,571,211.

Urban Barry Gold Project - Quebec, Canada

On November 10, 2015, the Company entered into an option agreement to acquire a 100% interest in the Urban Barry Gold Project in Quebec. Under the terms of the agreement, the Company can earn a 100% interest by issuing 1,166,667 common shares to the vendor (issued November 18, 2015), making a cash payment of \$250,000 on or before 18 months of Exchange approval of this agreement (November 18, 2015), and incurring \$1,000,000 in exploration expenditures by November 10, 2020. The Company's interest is subject to a 1% NSR payable to the vendor, of which ½% may be purchased for \$1,000,000.

On July 5, 2017, the Company amended its option agreement for the Urban Barry Gold Project. Under the amended terms the Company can earn a 100% interest by issuing 1,166,667 common shares (issued November 18, 2015), issuing 3,000,000 common shares on or before July 10, 2017, if within 5 days of TSX Venture Exchange approval of this agreement, making a cash payment of \$50,000 on or before 24 months of the signing of this agreement, a further cash payment of \$100,000 on or before 30 months of the signing of this agreement, a further cash payment of \$100,000 on or before 36 months of the signing of this agreement, a further cash payment of \$250,000 on or before 48 months of the signing of this agreement, and Aldever shall have completed \$1,000,000 in exploration expenditures (\$848,810 incurred to September 30, 2017) on the Mineral Claims within five years of the signing of the agreement.

During the nine months ended September 30, 2017, the Company incurred \$410,000 (2016 - \$1,023,810) in exploration expenditures on the Urban Barry Gold Project.

Lac Chanceux Gold Project - Quebec, Canada

On December 1, 2015, the Company entered into an option agreement to acquire a 100% interest in the Lac Chanceux Gold Project in Quebec. Under the terms of the agreement, the Company can earn a 100% interest by issuing 100,000 common shares to the vendor (issued December 4, 2015), making a cash payment of \$50,000 on or before 18 months of Exchange approval of the agreement, and incurring \$200,000 in exploration expenditures by December 1, 2020 (\$50,000 incurred to December 31, 2016). The Company's interest is subject to a 1% NSR payable to the vendor, of which ½% may be purchased for \$1,000,000.

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During the nine months ended September 30, 2017, the Company incurred \$Nil (2016 - \$107,000) in exploration expenditures on the Lac Chanceux Gold Project.

Miller's Playa Project – Nevada, USA

On February 12, 2016, the Company entered into an option agreement to acquire a 100% interest in the Miller's Playa Project in Nevada. Under the terms of the agreement, the Company can earn a 100% interest by issuing 900,000 common shares to the vendor (issued February 12, 2016), making a cash payment of \$50,000 within 18 months of Exchange approval of this agreement, and \$150,000 within 36 months of Exchange approval of this agreement, and incurring \$1,000,000 in exploration expenditures by February 12, 2021. The Company's interest is subject to a ½% NSR payable to the vendor, of which ½% may be purchased for \$1,000,000.

During the nine months ended September 30, 2017, the Company incurred \$13,337 (2016 - \$396,000) in exploration expenditures on the Miller's Playa Project.

Lac D'Or – Quebec, Canada

On May 3, 2016, the Company entered into an option agreement to acquire a 100% interest in the Lac D'Or Claims in Quebec. Under the terms of the agreement, the Company can earn a 100% interest by issuing 300,000 common shares to the vendor (issued May 3, 2016), making a cash payment of \$50,000 on or before 18 months of Exchange approval of this agreement (May 3, 2016), and incurring \$200,000 in exploration expenditures by May 3, 2021. The Company's interest is subject to a 1% NSR payable to the vendor, of which ½% may be purchased for \$1,000,000.

During the nine months ended September 30, 2017, the Company incurred \$Nil (2016 - \$102,000) in exploration expenditures on the Lac D'Or Property.

ES Property – Quebec, Canada

On November 2, 2016, the Company entered into an option agreement to acquire a 100% interest in the ES Claims in Quebec. Under the terms of the agreement, the Company can earn 100% interest by issuing 625,000 common shares to the vendor (issued November 10, 2016) and incurring \$200,000 in exploration expenditures by November 2, 2021. The Company's interest is subject to a 1% NSR payable to the vendor, of which ½% is may be purchased for \$1,000,000

During the nine months ended September 30, 2017, the Company incurred \$Nil (2016 - \$62,500) in exploration expenditures on the ES Property. During the nine months ended September 30, 2017, the terminated the ES property and recorded an impairment of \$62,500.

Harris Creek Gold Project – British Columbia, Canada

On May 4, 2017, the Company entered into an option agreement to acquire 100% interest in the Harris Gold Creek Property on Vancouver Island in British Columbia. Under the terms of the agreement, the Company can earn 100% interest by issuing 500,000 common shares to the vendor (issued May 11, 2017) and making a cash payment of \$150,000 on or before 18 months of TSX Venture Exchange Approval, a further cash payment of \$150,000 on or before 36 months of TSX Venture Exchange Approval, and incurring \$1,000,000 in exploration expenditures within five years of the signing of the agreement. The Company's interest is subject to a 1% NSR, of which ½% may be purchased for \$1,000,000, less all amounts previously received as NSR payments.

During the nine months ended September 30, 2017, the Company incurred \$157,000 (2016 – \$Nil) in exploration expenditures on the Harris Creek Gold Property.

Nadina Mountain Claims – British Columbia, Canada

On November 21, 2017, the Company entered into an option agreement to acquire 100% interest in the Nadina Mountain Claims located in central British Columbia. Under the terms of the agreement, the Company can earn 100% interest by paying \$5,000 to the vendor and issuing 2,500,000 common shares within five (5) days of TSX

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Venture Exchange Approval, a further cash payment of \$500,000 within 24 months of the signing of the agreement and completing \$200,000 in exploration expenditures on the Mineral Claim(s) within five (5) years of the signing of the agreement. The Company's interest is subject to a 1% GORR (Gross Overriding Royalty), of which ½% may be purchased for \$1,000,000, less all amounts previously received as GORR payments. This transaction is pending TSX Venture Exchange Approval.

Risk Factors

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties. Due to the nature of the Company's business and the present stage of exploration of its resource properties (which are primarily early stage exploration properties with no known resources or reserves that have not been explored by modern methods), the following risk factors, among others, will apply:

Mining Industry is Intensely Competitive: The Company's business will be the acquisition, exploration and development of resource properties. The mining industry is intensely competitive and the Company will compete with other companies that have far greater resources.

Resource Exploration and Development is Generally a Speculative Business: Resource exploration and development is a speculative business and involves a high degree of risk, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in size to return a profit from production. The marketability of natural resources that may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the proximity and capacity of natural resource markets, government regulations, including regulations relating to prices, taxes, royalties, land use, importing and exporting of minerals and environmental protection. The exact effect 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 great majority of exploration projects do not result in the discovery of commercially mineable deposits of ore.

Fluctuation of Metal Prices: Even if commercial quantities of mineral deposits are discovered by the Company, there is no guarantee that a profitable market will exist for the sale of the metals produced. Factors beyond the control of the Company may affect the marketability of any substances discovered. The prices of various metals have experienced significant movement over short periods of time, and are affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The supply of and demand for metals are affected by various factors, including political events, economic conditions and production costs in major producing regions. There can be no assurance that the price of any mineral deposit will be such that any of its resource properties could be mined at a profit.

Permits and Licenses: The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

No Assurance of Profitability: The Company has no history of earnings and, due to the nature of its proposed business, there can be no assurance that the Company will ever be profitable. The Company has not paid dividends on its shares and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is from the sale of its common shares or, possibly, the sale or optioning of a portion of its interest in its resource properties. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of its properties, there can be no assurance that any such funds will be available on favourable terms, or at all. At present, it is impossible to determine what amounts of additional funds, if any, may be required. Failure to raise such additional capital could put the continued viability of the Company at risk.

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These financial statements have been prepared assuming the Company will continue on a going concern basis:

The Company's unaudited interim financial statements have been prepared on the basis that it will continue as a going concern. The Company recorded a comprehensive (loss) income of \$(1,733,258) (2016: \$223,976) for the nine months ended September 30, 2017. As at September 30, 2017, the Company had working capital of \$134,090 (2016: \$110,754) and an accumulated deficit of \$19,135,373 (2016: \$17,402,115), which has been funded primarily by the issuance of equity. The Company's ability to continue as a going concern and to realize assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. If the Company is unable to obtain adequate additional financing, it may be required to curtail operations and exploration activities. Furthermore, failure to continue as a going concern would require that the Company's assets and liabilities be restated on a liquidation basis which would likely differ significantly from their going concern assumption carrying values.

Uninsured or Uninsurable Risks: The Company may become subject to liability for pollution or hazards against which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and production activities.

Government Regulation: Any exploration, development or mining operations carried on by the Company will be subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. In addition, the profitability of any mining prospect is affected by the market for precious and/or base metals which is influenced by many factors including changing production costs, the supply and demand for metals, the rate of inflation, the inventory of metal producing corporations, the political environment and changes in international investment patterns.

Environmental Matters: Existing and possible future environmental legislation, regulations and actions could cause significant expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted and which may well be beyond the capacity of the Company to fund. The Company's right to exploit any mining properties will be subject to various reporting requirements and to obtaining certain government approvals and there can be no assurance that such approvals, including environment approvals, will be obtained without inordinate delay or at all.

Financing Risks: The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under any applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

Insufficient Financial Resources: The Company does not presently have sufficient financial resources to undertake by itself the exploration and development of all of its planned exploration and development programs. The development of the Company's properties will therefore depend upon the Company's ability to obtain financing through the joint venturing of projects, private placement financing, public financing or other means. There can be no assurance that the Company will be successful in obtaining the required financing. Failure to raise the required funds could result in the Company losing, or being required to dispose of, its interest in its properties. In particular, failure by the Company to raise the funding necessary to maintain in good standing its various option agreements could result in the loss of its rights to such properties.

Dependence Upon Others and Key Personnel: The success of the Company's operations will depend upon numerous factors, many of which are beyond the Company's control, including (i) the ability to design and carry out appropriate exploration programs on its resource properties; (ii) the ability to produce minerals from any resource deposits that may be located; (iii) the ability to attract and retain additional key personnel in exploration, marketing, mine development and finance; and (iv) the ability and the operating resources to develop and maintain the properties held by the Company. These and other factors will require the use of outside suppliers as well as the talents and efforts of the Company and its consultants and employees. There can be no assurance of success with any or all of these factors on which the Company's operations will depend, or that the Company will be successful in finding and retaining the necessary employees, personnel and/or consultants in order to be able to successfully

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carry out such activities. This is especially true as the competition for qualified geological, technical and mining personnel and consultants is particularly intense in the current marketplace.

Price Fluctuations and Share Price Volatility: In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual and extreme fluctuations in price will not occur.

Surface Rights and Access: Although the Company acquires the rights to some or all of the minerals in the ground subject to the tenures that it acquires, or has a right to acquire, in most cases it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In such cases, applicable mining laws usually provide for rights of access to the surface for the purpose of carrying on mining activities, however, the enforcement of such rights can be costly and time consuming. In areas where there are no existing surface rights holders, this does not usually cause a problem, as there are no impediments to surface access. However, in areas where there are local populations or land owners, it is necessary, as a practical matter, to negotiate surface access. There can be no guarantee that, despite having the right at law to access the surface and carry on mining activities, the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out mining activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdictions.

Title: Although the Company has taken steps to verify the title to the resource properties in which it has or has a right to acquire an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title (whether of the Company or of any underlying vendor(s) from whom the Company may be acquiring its interest). Title to resource properties may be subject to unregistered prior agreements or transfers, and may also be affected by undetected defects or the rights of indigenous peoples.

Results of Operations

At September 30, 2017 total assets were \$2,603,639 compared to \$3,671,345 as at December 31, 2016. This decrease in assets is the result of decreases in GST receivables and impairments related to properties that were dropped in the quarter.

The Company has no operating revenues.

During the nine months ended September 30, 2017, the Company had a comprehensive loss of \$(1,733,258) compared to a net income of \$223,976 for the same period in the prior year. Expenses decreased due to impairments related to properties that were dropped in the quarter and a loss on fair value of investment.

Selected Annual Information

Financial year ended:	December 31, 2016	December 31, 2015	December 31, 2014
	(\$)	(\$)	(\$)
Total Revenues	Nil	Nil	Nil
Net Loss			
In total	(2,389,023)	(999,369)	(359,952)
Per share ¹	(0.09)	(0.02)	(0.01)
Comprehensive income/(loss)			
In total	(2,389,023)	(999,369)	(359,952)
Total assets	3,671,345	4,404,234	1,582,137
Total long term financial liabilities	Nil	Nil	Nil

No dividends were declared or paid nor are any contemplated.

Note 1 – Fully diluted per share amounts

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Discussion of Operations and Overall Performance

Matters in prior periods related to the ongoing development of the Company's various properties have been disclosed in previous MD&A filed on SEDAR.

Corporate Update

Incentive Stock Options

On March 3, 2016, the Company granted 333,333 stock options to officers, directors, and consultants. These options have an exercise price of \$0.45 and expire on March 3, 2018. The Company recorded share-based payments of \$45,042 (2015 - \$50,631) for stock options granted during the period.

Financing

On November 25, 2015, the Company completed a private placement of 1,853,288 units at \$0.51 per unit, for gross proceeds of \$945,177. Each unit is comprised of one common share of the Company and one share purchase warrant. Each warrant entitles the holder to purchase one non-flow through common share at a price of \$0.60 until November 25, 2018. Of the units sold, 1,673,288 contained flow through shares.

On December 21, 2015, the Company completed a private placement of 486,273 units at \$0.51 per unit, for gross proceeds of \$247,999. Each unit is comprised of one common share of the Company and one share purchase warrant. Each warrant entitles the holder to purchase one non-flow through common share at a price of \$0.60 until December 21, 2018. Of the units sold, 379,606 units contained flow through shares.

On December 30, 2015, the Company completed a private placement of 255,833 units at a \$0.51 per unit, for gross proceeds of \$130,475. Each unit is comprised of one common share of the Company and one share purchase warrant. Each warrant entitles the holder to purchase one non-flow through common shares at a price of \$0.60 until December 30, 2018. Of the units sold, 266,667 units contained flow through shares.

Of the total proceeds received from the sale of share units in 2015, \$1,118,491 was allocated to share capital and \$205,160 was allocated to flow-through share liability.

In connection with the 2015 private placements, the Company issued 197,960 share purchase warrants as finder's fees on a non-flow through basis at a price of \$0.60 per share until three years after the issue date with a fair value of \$380,526. The Company paid \$141,362 in share issue costs related to the private placements.

During 2015, 1,000,000 warrants were exercised resulting in the issuance of 4,000,000 common share at \$0.15 per share.

On February 3, 2016, the Company completed a private placement of 1,175,000 units at \$0.51 per unit for units containing flow through shares and \$0.42 per unit for units containing non-flow through shares, for gross proceeds of \$554,550. Each unit is comprised of one common share or one non-flow through share of the Company and one share purchase warrant. Of the units sold, 678,333 units contained flow through shares, and 496,667 contained non-flow through shares. Each warrant entitles the holder to purchase one non-flow through common share at a price of \$0.60 until February 3, 2019.

In connection with the February 3, 2016 private placement, the Company issued 69,000 share purchase warrants as finder's fees on a non-flow through basis at a price of \$0.51 per share until three years after the issue date with a fair value of \$12,645. The Company paid \$77,177 in share issue costs related to the private placement.

On April 5, 2016, the Company completed a private placement of 866,555 units at \$0.45 per unit, for gross proceeds of \$389,950. Each unit sold with a non-flow through share contains one common share of the Company and one share purchase warrant. Each unit sold with a flow through share contains one common share and one-half share purchase warrant. Each whole warrant entitles the holder to purchase one non-flow through common share at a price

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of \$0.525 until April 5, 2019. Of the units sold, 755,555 were flow through share units and 111,000 were non-flow through units.

In connection with the April 5, 2016 private placement, the Company issued 68,000 share purchase warrants as finder's fees on a non-flow through basis at a price of \$0.525 per share until three years after the issue date with a fair value of \$9,400. The Company paid \$31,960 in share issue costs related to this private placement.

On December 15 and 29, 2016, the Company completed a private placement of 1,560,000 units at \$0.08 per unit, for gross proceeds of \$124,800. Each unit is comprised of one flow through share of the Company and one-half share purchase warrant. Each whole warrant entitles the holder to purchase one non-flow through common share at a price of \$0.12 until December 15 and 29, 2019, respectively.

Of the total proceeds received from the sale of share units in the year ended December 31, 2016, \$917,584 was allocated to share capital and \$151,716 was allocated to flow-through share liability.

On February 15, 2017, the Company completed a private placement of 4,270,000 units (2,617,500 flow through and 1,652,500 non-flow through) at a price of \$0.08 per unit for gross proceeds of \$341,600. Each unit containing a flow through share contained one-half share purchase warrant. Each unit containing a non-flow through share contained one full share purchase warrant. Each share purchase warrant will be exercisable at a price of \$0.12 for 3 years. In connection with this private placement, the Company paid \$29,160 in cash, issued 182,250 common shares and 132,438 finder's warrants. Each finder's warrant is exercisable into one common share at \$0.08 for a three year period.

On March 24, 2017, the Company completed a private placement of 4,210,000 units (2,250,000 flow through and 1,960,000 non-flow through) at \$0.08 per unit containing flow through share and \$0.06 per unit containing non-flow through shares. Each unit containing a flow through share contained one-half share purchase warrant. Each unit containing a non-flow through share contained one full share purchase warrant. Each share purchase warrant will be exercisable at a price of \$0.12 for 3 years. In connection with this private placement, the Company paid \$15,680 in cash, issued 98,000 common share and 49,000 finder's warrants. Each finder's warrant is exercisable into one common share at \$0.08 for a three year period.

On April 26, 2017, the Company completed a private placement of 1,666,700 non-flow through units at \$0.06 per unit. Each unit contained one non-flow through common share and one share purchase warrant. Each share purchase warrant will be exercisable at a price of \$0.12 for 3 years. In connection with this private placement, the Company paid \$7,500 in cash, issued 62,500 common shares and 62,500 finder's warrants. Each finder's warrant is exercisable into one common share at \$0.12 for a three year period.

Property Acquisitions and Amendments

On March 11, 2015, the Company issued 50,000 common shares in consideration for an option on the Margurete Gold project with a fair value of \$55,500.

On April 16, 2015, the Company issued 83,334 common shares in consideration for an option on the Key Lake Road project with a fair value of \$70,000.

On May 11, 2015, the Company issued 250,000 common shares in consideration for an option on the Poplar Copper-Moly project with a fair value of \$195,000.

On May 20, 2015, the Company issued 166,667 common shares in consideration for an option on the Scotia Zinc-Silver project with a fair value of \$110,000.

On June 10, 2015, the Company issued 666,667 common shares consideration for an option on the DD-Group Project with a fair value of \$560,000.

On September 1, 2015, the Company issued 1,166,667 common shares in consideration for an option on the PNE Project with a fair value of \$735,000.

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On October 27, 2015, the Company issued 666,667 common shares in consideration for an option on the Lac Villebon Gold project with a fair value of \$340,000.

On November 18, 2015, the Company issued 1,166,667 common shares in consideration for an option on the Urban Barry Gold project with a fair value of \$525,000.

On December 4, 2015, the Company issued 100,000 common shares in consideration for an option on the Lac Chanceux Gold project with a fair value of \$57,000.

On January 14, 2016, the Company issued 833,333 common shares in consideration to amend a property agreement for the Poplar Copper-Moly Project with a fair value of \$500,000.

On February 12, 2016, the Company issued 900,000 common shares in consideration for an option for the Miller's Playa Project with a fair value of \$396,000.

On May 3, 2016, the Company issued 300,000 common shares in consideration for an option on the Lac D'Or Gold project with a fair value of \$102,000.

On November 10, 2016, the Company issued 625,000 common shares in consideration for an option on the ES Property with a fair value of \$62,500.

On May 11, 2017, the Company issued 500,000 common shares in consideration for an option on the Harris Creek Gold Property with a fair value of \$32,500.

On July 31, 2017, the Company issued 3,000,000 common shares in consideration to amend an option on the Urban Barry Gold Property with a fair value of \$150,000.

Summary of Quarterly Results

	30Sep17	30Jun17	31Mar17	31Dec16	30Sept16	30Jun16	31Mar16	31Dec15
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net (Loss) Income	\$(1,767,693)	\$95,487	\$(61,052)	\$(2,318,263)	\$(147,368)	\$183,508	\$(106,900)	\$(872,298)
Basic/Diluted Loss per Share	\$(0.04)	\$0.00	\$0.00	\$(0.09)	\$0.00	\$0.00	\$0.00	\$(0.07)

The following discussion outlines the reasons for some of the variations in the quarterly numbers but, as with most junior mineral exploration companies, the results of operations (including interest income and net losses) are not the main factors in establishing the financial health of the Company. Of far greater significance are the resource properties in which the Company has, or may earn an interest, its working capital and how many shares it has outstanding. The variation seen over such quarters is primarily dependent upon the success of the Company's ongoing property evaluation program and the timing and results of the Company's exploration activities on its then current properties, none of which are possible to predict with any accuracy.

There are no general trends regarding the Company's quarterly results and the Company's business of resource exploration is not seasonal, as it can work on its property on a year-round basis (funding permitting). Quarterly results may vary significantly depending mainly on whether the Company has abandoned any properties or granted any stock options and these factors which may account for material variations in the Company's quarterly net income (losses) are not predictable. The major factor which may cause a material variation in net loss on a quarterly basis is variations in operating costs as related to the impairment of the Company's properties as seen in the quarters December 31, 2015, December 31, 2016 and September 30, 2017. General and administrative costs tend to be quite similar from period to period, except in certain cases when there is an increase in corporate activities resulting from the repricing of stock options and the completion of a private placement as seen in the March 31, 2017 quarter. The variation in income is related solely to the interest earned on funds held by the Company, which is dependent upon the success of the Company in raising the required financing for its activities which will vary with overall market conditions, and is therefore difficult to predict.

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Liquidity and Capital Resources

The Company has no revenue generating operations from which it can internally generate funds and therefore has been incurring losses since inception. The Company has financed its operations and met its capital requirements primarily through the sale of capital stock by way of private placements and the subsequent exercise of share purchase warrants issued in connection with such private placements and the exercise of stock options. The Company also has raised funds through the sale of interests in its mineral properties. When acquiring interests in resource properties through purchase or option, the Company issues common shares or a combination of cash and shares to the vendors of the property as consideration for the property in order to conserve its cash. The Company expects that it will continue to operate at a loss for the foreseeable future and will require additional financing to fund the exploration of its existing properties and the acquisition of potential resource properties.

At September 30, 2017, the Company had cash of \$148,453, compared to cash of \$528,056 as at September 30, 2016. The Company has no off-balance sheet financing. The Company has no long-term debt. The Company's cash flow has decreased due to a reduction in financing from the prior year and increases in operating activities.

At this time, the Company has no operating revenues, and does not anticipate any operating revenues until the Company is able to find, acquire, place in production, and operate a resource property. Historically, the Company has raised funds through equity financing to fund its operations.

The Company will need to raise additional cash for working capital or other expenses. In addition, as a result of the Company's activities, unanticipated problems or expenses could result and require additional capital requirements, subject to TSX Venture Exchange policies and approvals.

The Company has no assets other than cash deposits and has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. Management believes the Company has sufficient working capital at this time to meet its current financial obligations.

Related Party Transactions

During the period ended September 30, 2017, the Company entered into the following transactions with related parties:

(a) Related party transactions

The Company incurred the following transactions with companies having directors in common:

	Nine Months Ended September 30,	
	2017	2016
	\$	\$
Consulting fees	36,000	33,000
CFO fees	2,700	2,700
Geological Consulting fees	Nil	Nil
Management fees paid to a former director	Nil	Nil
	<u>38,700</u>	<u>30,700</u>

(b) Related party balances

The following related party amounts are included in prepaid expenses and deposits:

	Nine Months Ended September 30,	
	2017	2016

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	\$	\$
Consulting fees	4,200	4,200

Critical Accounting Estimates

In the application of the Company's accounting policies, which are described in note 2 to the unaudited interim financial statements for the nine months ended September 30, 2017, management is required to make judgments, apart from those requiring estimates, in applying accounting policies. The most significant judgments applying to the Company's financial statements include:

- the determination of the element of costs recorded as exploration and evaluation assets and determination of reclamation obligations;
- the classification of financial instruments; and
- the determination of the functional currency of the parent company and its subsidiaries.

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets, provisions for restoration and environmental obligations and contingent liabilities.

Accounting Standards Issued but not yet Adopted:

IFRS 9, Financial Instruments

The IASB has issued a new standard, IFRS 9, "Financial Instruments" ("IFRS 9"), which will replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). IFRS 9 will replace the multiple classification and measurement models in IAS 39 with a single model that has only two classification categories: amortized cost and fair value. The new standard also requires a single impairment method to be used, provides additional guidance on the classification and measurement of financial liabilities, and provides a new general hedge accounting standard.

The mandatory effective date has tentatively been set for January 1, 2018, however early adoption of the new standard is permitted. The Company currently does not intend to early adopt IFRS 9. The adoption of IFRS 9 is currently not expected to have a material impact on the financial statements as the classification and measurement of the Company's financial instruments is not expected to change given of the nature of the Company's operations and the types of financial instruments that it currently holds.

Fair Value of Financial Instruments

1. Fair value of financial instruments

The carrying values of cash and cash equivalents, amounts receivable and trade payables and accrued liabilities approximate their fair values because of their short term nature. The fair values of marketable securities are based on current bid prices at September 30, 2017.

In evaluating fair value information, considerable judgment is required to interpret the market data used to develop the estimates. The use of different market assumptions and valuation techniques may have a material effect on the estimated fair value amounts. Accordingly, the estimates of fair value presented herein may not be indicative of the

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amounts that could be realized in a current market exchange.

IFRS requires disclosures about the inputs to fair value measurements for financial assets and liabilities recorded at fair value, including their classification within a hierarchy that prioritizes the inputs to fair value measurement. The three levels of hierarchy are:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 - Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly;
and

Level 3 - Inputs for the asset or liability that are not based on observable market data.

There were no financial assets at fair value as at September 30, 2017.

There were no financial liabilities at fair value as at September 30, 2017, and November 29, 2017.

2. Financial instrument risk

The Company is exposed in varying degrees to a variety of financial instrument related to risks. The Board approves and monitors the risk management processes:

(i) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of advances made to related parties. The Company manages liquidity risk through the management of its capital structure and financial leverage. Management currently does not have any such advances, therefore there is no exposure.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company monitors its ability to meet its short-term exploration and administrative expenditures by raising additional funds through share issuance when required. All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms. The Company does not have investments in any asset backed commercial papers. The Company's functional currency is the Canadian dollar. Therefore, the Company is not exposed to foreign exchange risk.

(iii) Market risk

(a) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate as a result of changes in market interest rates. Financial assets and financial liabilities are not exposed to interest rate risk because they are non-interest bearing.

(b) Commodity price risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market price of palladium, nickel, and gold. The Company closely monitors commodity prices to determine the appropriate course of actions to be taken.

During the nine months ended September 30, 2017, there were no changes to the Company's risk exposure or to the Company's policies for risk management.

Capital Management

The Company's objectives when managing capital are to ensure that there are adequate capital resources to

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safeguard the Company's ability to continue as a going concern and maintain adequate levels of funds to support the acquisition, exploration and development of exploration and evaluation assets such that it can continue to provide returns to shareholders and benefits for other stakeholders.

The Company considers the items included in shareholders' equity as capital. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the Company's underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares or sell assets to settle liabilities. The Company has no long-term debt and is not subject to externally imposed capital requirements.

The properties in which the Company currently has an interest in are in the exploration stage, as such, the Company does not recognize revenue from its exploration properties. The Company's historical sources of capital have consisted of the sale of equity securities, loans, advances from related parties and interest income. In order for the Company to carry out planned exploration and development and pay for administrative costs, the Company will spend its working capital and expects to raise additional amounts externally as needed.

The Company is not subject to any externally imposed capital requirements.

There were no changes in the Company's management of capital during the period ended September 30, 2017.

Proposed Transactions

The Company is continuously evaluating new opportunities that could include a joint venture, a disposal of the project or a sale of the Company. While various negotiations may be ongoing at any given time, these may or may not be successful. The Company considers opportunities where there is expected to be significant value to the shareholders. At this date, the Board of Directors have not approved any transaction, nor presented any potential transaction to the shareholders.

Outstanding Share Data

As at November 29, 2017, the Company had 40,669,009 common shares outstanding. As at the same date there were 13,676,020 warrants outstanding at a weighted average exercise price of \$0.33 per share. In addition, 366,666 stock options were outstanding at a weighted average exercise price of \$0.60 per share.

	<u>Number of shares</u>	<u>Number of options</u>	<u>Exercise price</u>	<u>Expiry date</u>
Issued and outstanding	43,669,009			
		33,333	\$2.10	Nov 6, 2019
		<u>333,333</u>	<u>\$0.45</u>	Mar 3, 2019
		<u>366,666</u>	<u>\$0.60</u>	
		<u>Number of warrants</u>	<u>Exercise price</u>	<u>Expiry date</u>
		200,000	\$0.15	Apr 8, 2018
		2,003,884	\$0.60	Nov 25, 2018
		513,237	\$0.60	Dec 21, 2018
		276,233	\$0.60	Dec 30, 2018
		1,244,000	\$0.60	Feb 3, 2019
		556,778	\$0.53	Aug 6, 2019

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750,000	\$0.12	Dec 15, 2019
30,000	\$0.12	Dec 29, 2019
3,093,688	\$0.12	Feb 15, 2020
3,279,000	\$0.12	Mar 24, 2020
<u>1,729,200</u>	<u>\$0.12</u>	April 26, 2020
<u><u>13,676,020</u></u>	<u><u>\$0.33</u></u>	

Subsequent Events

There are no subsequent events to report.

Additional Information

Additional information about the Company is available under the Company's profile on SEDAR at www.sedar.com.