



CASTLE PEAK MINING LTD.

Management's Discussion & Analysis

For the nine month period ended September 30, 2017

INTRODUCTION

The following Management's Discussion and Analysis ("MD&A") provides information that management considers to be relevant to an assessment and understanding of Castle Peak Mining Ltd.'s ("Castle Peak" or the "Company") financial condition as at September 30, 2017 and the results of its operations and cash flows for the nine month period ended September 30, 2017 and follows the requirements of National Instrument 51-102 ("NI 51-102"). This discussion should be read in conjunction with the Company's unaudited consolidated financial statements and the related notes for nine month period ended September 30, 2017 which have been prepared in accordance with International Financial Reporting Standards ("IFRS") and the annual audited financial statements and the related notes for the year ended December 31, 2016 which have been prepared in accordance with IFRS. All dollar amounts included therein and in the following MD&A are expressed in Canadian Dollars unless otherwise noted.

We report in accordance with IFRS and the following disclosures, and associated consolidated financial statements, are presented in accordance with IFRS. This MD&A is prepared as at November 27, 2017 and includes certain statements that may be deemed "forward looking statements". We direct readers to the sections entitled "Risk Factors" and "Forward Looking Statements" in this MD&A.

Further information can be obtained from the Company's filings on the SEDAR website at www.sedar.com, or on the Company's website at www.castlepeakmining.com.

HIGHLIGHTS

- On August 03, 2017, the Company signed a Share Purchase Agreement (the "Agreement") with Goldfields for the sale to Goldfields of the shares of the Company's subsidiary; Castle Peak Mining (2006) Ltd., which holds the nine prospecting licenses in Ghana for total cash proceeds of US \$4,250,000 (the "Transaction") payable as follows:
 - a. A non-refundable down payment of US \$200,000 (received on April 28, 2017 following signing of the LOI)
 - b. A non-refundable deposit of US \$2,050,000, payable upon signing of a Definitive Agreement (received on August 8, 2017)
 - c. The balance of US \$2,000,000 payable at closing of the Transaction, by November 30, 2017.

DEVELOPMENT OF THE BUSINESS

Castle Peak is a public, junior exploration company listed on the TSX Venture Exchange ("TSX-V") with the symbol CAP-V. The Company's Akorade Project comprises a strategic land package in the prolific Ashanti Gold Belt in Ghana, West Africa adjacent to several producing gold mines. The Company is focused on the acquisition, exploration and evaluation of early stage, high potential gold properties. The Company's material properties are the Nkwanta, Asuogya and Ayiem concessions located within the Company's Akorade gold project.

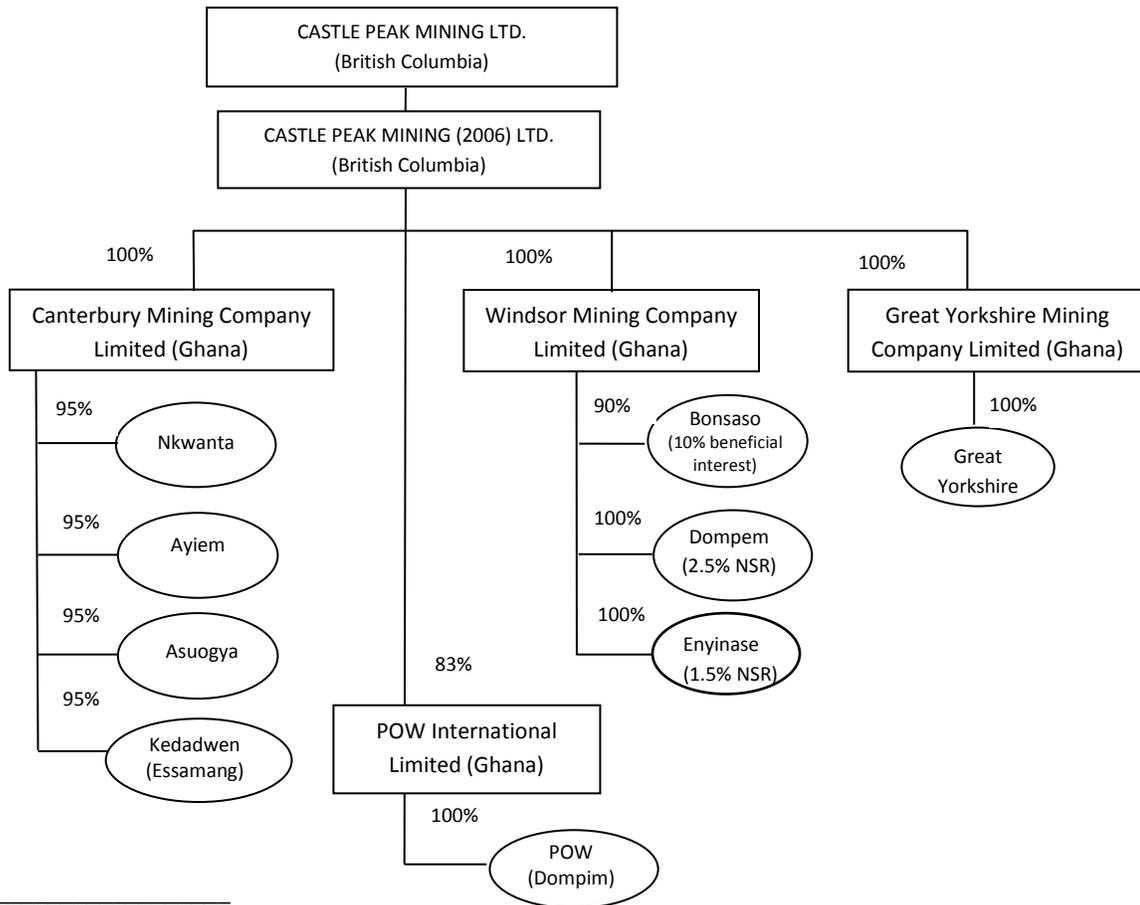
Castle Peak, formerly Critical Capital Corporation ("Critical"), was incorporated under the laws of British Columbia on June 3, 2009, as a capital pool company. On March 4, 2011, Critical completed a qualifying transaction by acquiring Castle Peak Mining (2006) Ltd., formerly Castle Peak Mining Ltd. ("Castle Peak 2006"), a company incorporated on September 13, 2006 under the laws of British Columbia, Canada. The acquisition was accomplished through an exchange of shares which resulted in the former shareholders of Castle Peak 2006 obtaining control of the Company. This transaction constituted Critical's qualifying transaction in accordance with the policies of the TSX-V.

As a result of the share exchange, Castle Peak 2006 changed its name to Castle Peak Mining (2006) Ltd. and became Critical's wholly-owned subsidiary. Accordingly, the acquisition was considered a reverse takeover with Castle Peak 2006 being the acquirer of Critical, and therefore the accompanying consolidated financial statements are a continuation of the financial statements of Castle Peak 2006 while the capital structure is that of the Company. Upon completion of the acquisition, Critical changed its name to Castle Peak Mining Ltd. Concurrent with closing the

acquisition, the Company completed a private placement financing for gross proceeds of \$8,000,000. The Company commenced trading as Castle Peak Mining Ltd. on March 9, 2011 on the TSX-V, with the symbol CAP-V.

Intercorporate Relationships

The following is a condensed chart which shows the Company's intercorporate relationships:



PROJECT REVIEW

Akorade Project Description

The Akorade Project consists of nine contiguous mineral concessions covering a total of approximately 225 square kilometres ("km") situated within the Ashanti Gold Belt, south-west Ghana. The licenses are known as Nkwanta, Ayiem, Asuogya, POW, Kedadwen (Essamang), Bonsaso, Dompem, Enyinase and Great Yorkshire (Simpa). The Project is centrally located approximately 20km south-west of the city of Tarkwa and 40km north-northwest of the port city of Takoradi, and within 25km there are three producing gold projects owned by major and intermediate gold producers (see Appendix 1). Ghana is now using a cadastral system for new tenement applications, where the country is divided into "blocks" that are 15 seconds of longitude by 15 seconds of latitude (approximately 21 hectares or 0.21 square kilometres in area). Full implementation of the cadastral system began in January 2012. It should be noted that Castle Peak's licences were granted prior to full implementation of the cadastral system, consequently the shapes of the licences do not conform to the cadastral system and will be adjusted as the licences are renewed.

The properties are early stage exploration properties. The Nkwanta concession is host to the Apankrah Deposit where the Company published, effective date of June 1, 2013, a preliminary inferred NI 43-101 compliant mineral resource estimate of 275,000 tons at 8.6 g/t Au for a total of 76,000 contained ounces using a cut-off grade of 2.0 g/t Au, a capping grade of 50 g/t Au and a gold price of US\$1,400 per ounce.

Mineral resources are not mineral reserves and do not have demonstrated economic viability. Mineral resources have been classified according to CIM Standards on Mineral Resources and Reserves. There are no known legal, political, environmental, or other risks that could materially affect the potential development of the mineral resources. The other concessions do not host known gold deposits or resources.

Seven of the nine licenses cover two key structural trends for gold deposits, the North-East ("N-E") Structure and the North-South ("N-S") Structure. The N-E Structure (Bonsaso, Dompem, Enyinase, Great Yorkshire, and the western portion of POW) runs along the largely underexplored southern Birimian-Tarkwaian structural corridor. Many large tonnage deposits have been mined along the northern Tarkwaian boundary, but potential is now being recognized along the southern Tarkwaian boundary (Akyem Mine, Newmont Ghana Ltd., Wassa Mine, Golden Star Resources). The N-S Structure (Nkwanta, Asuogya, Ayiem and the eastern portion of POW) hosts a 12 km long gold-in-soil anomaly, which lies immediately adjacent to Apankrah. The Kedadwen license lies outside of these two main structural corridors; however, it covers an inferred auriferous ENE trending fault zone between the historic Asheba mine located immediately west of the license and the historic Kanyankaw mine located immediately east of the license.

The bedrock of south-west Ghana has a very thick overburden of tropical laterite, is poorly exposed and direct evidence is difficult to come by. That being said, successive mapping efforts by a variety of groups, including our mapping efforts, have been successful in locating sparse outcrops that provide map controls for inferred geological units resulting from geophysical interpretation. The Company's licenses cover Birimian metavolcanic and metasedimentary rock units that include massive mafic flows, volcanoclastic units, greywackes and phyllites. The Birimian sequences are broadly bounded to the east and south-west by granitoid bodies currently interpreted to be synchronous with the development of the volcanic stratigraphy. To the north, the Birimian volcanic units are structurally juxtaposed against the younger Tarkwaian sedimentary rock units that consist of interlayered conglomerates and sandstones.

There are four to five recognized structural events that have affected the southern Ashanti belt: an early N-S folding event (Tarkwaian sedimentation), large scale folding north-west to south-east, north-northwest to south-southeast shortening event with syn-sinistral strike slip faulting and finally a NE to SW shortening event with early bedding parallel shearing.

Project Highlights

Progress during the three month period ended September 30, 2017

During the three month period ended September 30, 2017, the Company continued to focus its efforts primarily on fund raising, target/prospect definition and field evaluation and sourcing potential project partners.

The majority of the work completed this quarter involved maintaining the prospecting licences.

Previous Exploration

The Company has compiled and reviewed all historical stream, soil, auger sampling and trenching (335 stream samples, more than 12,355 soil samples) with the largest anomaly identified as the 9500m x 1000m anomaly on Asuogya-Ayiem trend on a +20km structure.

The Company has completed a 3,425 km airborne survey (VTEM, magnetics, radiometrics) over the entire land package. Approximately 32km of IP surveys and 65 km of magnetic surveys on a series of five target areas: Apankrah/Scorpio/Nana, Ayiem South, Ayiem North, the Asuogya-Ayiem trend and Great Yorkshire. Additionally a gradient and pole-dipole induced polarisation survey was completed over the Dansuom area covering approximately 3 km². Most recently, a gravity survey covering the entire Akorade Project area was completed by a third party.

The Company has upgraded its regional geological understanding by creation of a geological fact map (a compilation of all available current and historical data varying from ground observations to geological and geophysical interpretations within and surrounding our land package) for the region. As part of this refreshed regional exploration effort, a property wide multi-element soil survey was completed on 400m x 400m spacing in 2013 with compilation completed during the first quarter of 2014.

The latest passes of field reconnaissance completed on the Akorade Project partnered with the recent updated data compilations have identified more than 35 target areas within the Akorade Project area. Additional field activities are currently prioritized for target development within the N-E trend and the N-S trend. Exploration activities on all concessions are continually compiled and re-evaluated in order to prioritize the targets that have the strongest potential to provide Castle Peak with its next resource base.

Castle Peak completed drill evaluations on initial priority targets within the Akorade Project. To date a total of 12,584 metres of diamond drilling has been completed with the bulk of this (7,600m) focused on the higher grade Apankrah Deposit. Other targets evaluated included two targets within the high potential N-S Structure at Dansuom (POW, ~900m) and AA Veins (Asuogya-Ayiem, ~4,000m). The drilling completed at Apankrah resulted in an initial resource estimate on the high grade Apankrah Deposit with coarse visible gold confirmed in additional mineralised trends: Scorpio structure, and Nana structure.

Drill highlights excluding the Apankrah Deposit are summarized below:

Nana Structure:

- 0.5m of 10.3 g/t Au; 3.0m of 1.9 g/t Au

Scorpio Structure:

- 16.5m of 1.1 g/t Au; 13.0m of 1.0 g/t Au

Dansuom Structure:

- 10.8m of 2.9 g/t Au, incl. 3.6m of 8.0 g/t Au; 6.9m of 1.2 g/t Au; 4.5m of 1.6 g/t Au

Asuogya-Ayiem Structure, AA Veins target:

- 16.5m of 1.1 g/t Au; 13.0m of 1.0 g/t Au

Scout Drilling

A total of 600m of scout drilling was completed on two prospects as described below in October 2016; a reverse circulation drill was used for the drilling and samples were collected on one meter intervals and submitted to the laboratory as 2m composite samples. Submitted samples were composited using a Jones riffle splitter.

Scout drilling on POW-A1 was limited to a single 300m, three hole fence testing strong a geochemical anomaly and inferred structures and resulted in **2m of 1.3 g/t Au** and **2m of 4.4 g/t Au** in wide zones of weak alteration and local elevated levels of gold mineralization. This scout drilling met its objectives by confirming the presence of a structure in the area indirectly supported by a significant change in weathering profile and rock units between drill holes 16APR001 and 16APR002, and by confirming the presence of a mineralizing system supported by pervasive weak silica, chlorite and local sericite alteration with local strong grades and zones of elevated gold mineralization (multi-metre intercepts of 0.3 g/t Au; See news release dated Nov.01, 2016). Gold assays received ranged from below detection limit to 4.37 g/t Au.. Next steps for this prospect could include expanding the detailed auger sampling along the +5,000m trend followed by targeted 1 square kilometer grids of geophysics (magnetics and

induced polarization) followed by drill testing. Additionally, the exploration should be expanded to include the newly defined POW-C prospect.

The Dompem New (Do_New) scout drilling did not meet the objective of confirming a local mineralizing system however did provide a better understanding of local geology including defining the presence of Birimian sedimentary units in close proximity to a feldspar and quartz-phyric intrusive unit within tens to hundreds of meters of Tarkwaian sandstone and conglomerates. Assay results returned values below detection limit to 0.20 g/t Au (See news release dated Nov.01, 2016). Next steps for this prospect should include expanding the detailed geochemistry along the prospect corridor followed by targeted geophysical grids and additional drill testing.

The Akorade Project is an early stage exploration project and, with the exception of the initial resource estimate at the Akorade Project's Apankrah Deposit, does not contain any mineral resource estimates as defined by NI 43-101. The potential quantities and grades disclosed for targets other than the Apankrah Deposit are conceptual in nature and there has been insufficient exploration to define a mineral resource for those targets. It is uncertain if further exploration will result in any of those targets being delineated as a mineral resource. A full table of the drill results can be found on the Company's website www.castlepeakmining.com.

Resources

The Company has reported a NI 43-101 inferred mineral resource estimate prepared by S.M.Smith of SEMS Exploration ('SEMS') of Accra, Ghana for the Akorade Project in the southern Ashanti belt with an effective date of June 1, 2013. The technical report was amended and restated on March 3, 2014. The mineral resource estimate was calculated based on results from 20 of 33 drill holes totaling 4,253 metres of drilling in a series of parallel structures within the Apankrah Target Area. The inferred mineral resource estimate is as follows:

Zone	Category	Tonnes	Grade (g/t Au)	Contained Ounces
Apankrah Shoot	Inferred	275,000	8.6	76,000

*Mineral resources are reported at a cut-off grade of 2 grams per tonne ('g/t') gold ('Au'). Cut-off grades are based on a price of \$1,400 USD/oz Au. All figures are rounded to reflect the relative accuracy of the estimate. Mineral resources are not mineral reserves and do not have demonstrated economic viability. Mineral resources have been classified according to CIM Standards on Mineral Resources and Reserves.

The mineral resource estimate was prepared by SEMS to estimate the amount of gold defined to date within the Apankrah Deposit, which is situated immediately south of two parallel structures (Nana and Scorpio), where high grade mineralization with visible gold has been intersected in first pass drilling. Both the Nana and Scorpio structures require further drilling to confirm their potential to host mineral resources. Additional information is available on the Company's website (www.castlepeakmining.com) and on SEDAR.

Technical Information

On June 13, 2013, and as amended and restated on March 3, 2014, Castle Peak filed on SEDAR a NI 43-101 technical report entitled "Apankrah Project NI 43-101 Technical Report" supporting the preliminary mineral resource estimate of the Apankrah Target Area within the Akorade Project with an effective date of June 1, 2013. This report was prepared by Simon Meadows Smith (IOM3) of SEMS, who is a Qualified Person as defined by NI 43-101 and has reviewed and approved the contents of the information relating to the Apankrah Shoot resource in this MD&A. The analyses used in the preparation of the mineral resource estimate were carried out at SGS Laboratory Services ('SGS') in Tarkwa. All samples used for the mineral resource estimation represent approximately one-metre, orientated diamond drill core which was sawn in half. Half of the core has been stored in the on-site core yard and its counterpart sent for preparation and gold assaying by SGS. Samples were analyzed by 50g charge fire assay with an atomic absorption finish. Samples with visible gold or returning greater than 5 g/t Au from fire assay are subject to

Management's Discussion and Analysis
For the period ended September 30, 2017

analysis using screen metallic assay. Sampling procedures included the systematic insertion of blanks, certified standards and duplicates into the sample stream both in the field and at the lab. SEMS conducted an independent review of Castle Peak's drill hole and QAQC databases and concluded that Castle Peak's gold assay data is of acceptable quality to be used for a mineral resource estimate and made certain recommendations for future QAQC protocols.

Castle Peak's technical disclosure in this MD&A relating to all other concessions and properties other than the Apankrah Deposit has been reviewed and approved by Darren Lindsay, P.Geo., Castle Peak's former President and CEO, who served as a Qualified Person under the definition in NI 43-101. The procedures include the systematic insertion of blanks, standards and duplicates into the sample stream both in the field and at the lab; drill, auger and road cut channel samples are placed in sealed bags and are delivered to SGS Laboratory Services GH Ltd. in Tarkwa, Ghana, for routine gold analysis by 50g charge fire assay with atomic absorption finish. Samples with visible gold or returning greater than 5 g/t Au from fire assay are subject to analysis using screen metallic assay. The properties other than the Apankrah Deposit, Nkwanta are early stage exploration projects and do not contain any mineral resources as defined by NI 43-101. The potential quantities and grades disclosed herein relating to such concessions and properties are conceptual in nature and there has been insufficient exploration to define a mineral resource for those targets disclosed herein. It is uncertain if further exploration will result in those targets being delineated as a mineral resource. Further information is available in the NI 43-101 compliant technical report dated February 14, 2011 and entitled "NI 43-101 Technical Evaluation Report on Nkwanta & Ayiem concessions, Wassa-West District, Republic of Ghana, West Africa" authored by Daniel Gaudreault, P.Eng. and Alain-Jean Beauregard, P.Geol. of Geologica Groupe-Conseil Inc., and in the NI 43-101 compliant technical report dated January 2, 2012 and entitled "NI 43-101 Technical Report on the Asuogya License, Ghana" authored by Gareth O'Donovan, Corporate Exploration Consultant, of SRK Exploration Services Ltd, copies of which are filed under the Company's profile on SEDAR at www.sedar.com.

SELECTED ANNUAL INFORMATION

	For the Years Ended		
	December 31, 2016	December 31, 2015	December 31, 2014
Expenses for the year	\$ 304,286	\$ 315,303	\$ 535,814
Net loss for the year	(14,126,192)	(323,485)	(535,845)
Net loss per share	(0.11)	(0.00)	(0.00)
Exploration expenditures	(13,897,335)	2,747,963	1,347,631
Total assets	5,718,683	19,656,366	17,326,152
Capitalized exploration costs	5,706,475	19,603,810	16,855,847
Total liabilities	599,019	358,169	567,934

Management's Discussion and Analysis
For the period ended September 30, 2017

SUMMARY OF QUARTERLY RESULTS

Selected financial indicators for the past eight quarterly periods are shown in the following table:

	For the three months ended			
	Sept. 30, 2017	Jun. 30, 2017	Mar. 31, 2017	Dec. 31, 2016
Revenue for the period	\$ -	\$ -	\$ -	\$ -
Expenses for the period	29,277	71,510	22,790	64,038
Net profit (loss) for the period	63,484	(76,759)	(22,790)	(13,885,944)
Net earnings (loss) per share	0.00	(0.00)	(0.00)	(0.11)
Exploration expenditures	(2,605,424)	(203,713)	8,973	(13,323,377)
Exploration expenditures (net of impairment, translation adjustment and proceeds of agreements)	44,362	155,202	38,911	93,175
Total assets	5,341,061	5,590,185	5,745,886	5,718,683
Capitalized exploration costs	2,906,311	5,511,735	5,715,448	5,706,475
Total liabilities	436,683	684,602	677,673	599,019

	For the three months ended			
	Sept. 30, 2016	Jun. 30, 2016	Mar. 31, 2016	Dec. 31, 2015
Revenue for the period	\$ -	\$ -	\$ -	\$ -
Expenses for the period	86,297	82,948	71,003	52,049
Net loss for the period	(86,297)	(82,948)	(71,003)	(58,811)
Net loss per share	(0.00)	(0.00)	(0.00)	(0.00)
Exploration expenditures	433,625	43,246	(1,050,829)	650,276
Exploration expenditures (net of translation adjustment and proceeds of royalty agreement)	245,450	43,373	62,141	81,695
Total assets	19,105,696	18,624,356	18,567,446	19,656,366
Capitalized exploration costs	19,029,852	18,596,227	18,552,981	19,603,810
Total liabilities	503,277	591,550	451,475	358,169

The Company is in the business of exploring and evaluating assets in Ghana, Africa and as a result has no revenues. Expenses consist of general corporate administrative costs not attributable to the exploration activities. All costs that are attributable to exploration activities are capitalized to the mineral concessions to which they relate.

Exploration expenditures for the three months ended September 30, 2017 represented Environmental, permitting, salaries wage for the Exploration Manager in Ghana, and labour expenses for security guards. Expenses for the three months ended September 30, 2017 totaled \$44,362, much less than the previous quarter as there was no operational work was performed during the quarter. Total liabilities increased to \$436,683 at September 30, 2017, from \$684,602 at June 30, 2017, primarily due to paying amounts owing to employees and creditors of the Company. Included in the liabilities is a balance of \$146,428 owing to three directors of the Company and \$201,097 in accrued wages to a director and former officer of the Company.

RESULTS OF OPERATIONS

Three months ended September 30, 2017 compared to three months ended September 30, 2016

Net profit for the three months ended September 30, 2017 were \$63,484 compared to net loss of \$86,297 for the same period in the prior year. The profit is due to foreign exchange gain from translation of foreign currency denominated working capital items. Total expenses for the three months ended September 30, 2017 were \$29,277 compared to \$86,297 for the same period in the prior year. The decrease is mainly due to less salaries and benefits and investor relations expenses.

Expenses for the three months ended September 30, 2017 included \$20,936 in salaries and benefits for Vancouver employee, lower than \$43,230 for the same period last year due to a resignation of the CEO of the Company. For the three months ended September 30, 2017, the Company incurred \$5,876 for office and administrative expenses, lower than \$6,620 incurred for the same period in the prior year. The Company incurred \$2,171 for transfer agent, filing and regulatory costs for the three months ended September 30, 2017 lower than \$5,842 for the same period in the prior year, due to timing of payments. The Company incurred \$294 for investor relations for the three months ended September 30, 2017 compared to \$25,672 for the same period in the prior year, due to 2016 cost of investor relation activities aimed at broadening distribution of the Company's activities and news dissemination of executed exploration programs in order to engage potential investor interest. The Company incurred \$Nil for travel for the three months ended September 30, 2017 compared to \$4,933 for the same period in the prior year. The Company recorded a foreign exchange gain of \$92,761 for the three months ended September 30, 2017 compared to a foreign exchange gain of \$Nil for the same period in the prior year mainly due to the translation of foreign currency denominated working capital items.

Nine months ended September 30, 2017 compared to nine months ended September 30, 2016

Net loss for the nine month period ended September 30, 2017 were \$36,065 compared to \$240,248 for the same period in the prior year. Total expenses for the month period ended September 30, 2017 were \$123,577 compared to \$240,248 for the same period in the prior year.

Expenses for the nine month period ended September 30, 2017 included \$60,911 in salaries and benefits for Vancouver employee, lower than \$140,002 for the same period last year due to a resignation of the CEO of the Company. For the nine month period ended September 30, 2017, the Company incurred \$18,359 for office and administrative expenses, in line with the \$15,901 incurred for the same period in the prior year. The Company recorded \$Nil in rent for its Vancouver office premises for the nine month period ended September 30, 2017, compared to \$5,756 for the same period in the prior year. The Company sub-leased it is office space in 1030 West Georgia St, in September 2014, in efforts to reduce expenses. The Company incurred \$12,789 for transfer agent, filing and regulatory costs for the nine month period ended September 30, 2017 lower than \$14,375 for the same period in the prior year. The Company incurred \$3,118 for investor relations for the nine month period ended September 30, 2017 compared to \$26,843 for the same period in the prior year. The decrease is due to 2016 cost of investor relation activities aimed at broadening distribution of the Company's activities and news dissemination of executed exploration programs in order to engage potential investor interest. The Company incurred \$Nil for travel for the three months ended September 30, 2017 compared to \$6,001 for the same period in the prior year. The Company recorded a foreign exchange gain of \$87,512 for the three months ended September 30, 2017 compared to a foreign exchange gain of \$Nil for the same period in the prior year mainly due to the translation of foreign currency denominated working capital items.

Management's Discussion and Analysis
For the period ended September 30, 2017

Exploration and Evaluation Asset Expenditures

Three months ended September 30, 2017 compared to three months ended September 30, 2016

During the three months ended September 30, 2017, exploration and evaluation assets expenditures totaled \$(2,605,424) compared to \$433,625 for the three months ended September 30, 2016 as summarized in the following table:

	Three months ended September 30, 2017	Three months ended September 30, 2016
Drilling and access	\$ -	\$ 96,588
Geochemistry	-	6,101
Field logistics	1,049	47,737
Exploration salaries and wages	22,963	40,415
Contract labour	4,068	28,394
General and administrative	(8,446)	24,247
Environmental, permitting and other	24,728	1,968
Proceeds from assets sale agreement	(2,688,985)	-
Translation adjustment	39,199	188,175
	\$ (2,605,424)	\$ 433,625

Excluding translation adjustment and proceeds from assets sale agreement, exploration and evaluation assets expenditures for the three months ended September 30, 2017 decreased to \$44,362 from \$245,450 incurred for the same period in the prior year. The decrease is due to auger program and a limited scout drilling program carried out during the three months ended September 30, 2016.

The Company incurred \$Nil in drilling and access for the three months ended September 30, 2017, compared to \$96,588 for the same period in the prior year. Exploration salaries and wages were \$22,963 for the three months ended September 30, 2017, lower than \$40,415. Contract labour was \$4,068 for the three months ended September 30, 2017 compared to \$28,394 for the same period in the prior year due to drilling program performed in the prior year. General and administrative expenses, primarily related to costs associated with the Company's office in Ghana, were \$(8,446) for the three months ended September 30, 2017, representing a discount obtained from a creditor on settlement of account, compared to \$24,247 for the same period in the prior year. Environmental, permitting and other costs totaled \$24,728 for the three months ended September 30, 2017, compared to \$1,968 for the same period in the prior year. The variance is due to timing of expenses.

During the three months ended September 30, 2017, the Company received \$2,688,985 deposit on the agreement with Star Goldfields Ltd. that provides for the sale of the shares of the Company's subsidiary; Castle Peak Mining (2006) Ltd., which holds the nine prospecting licenses in Ghana for total cash proceeds of US \$4,250,000.

The Company recorded a translation adjustment of \$39,199 resulting from the strengthening of the Canadian dollar against the US dollar during the three months ended September 30, 2017 compared to a translation adjustment of \$188,175 for the same period in the prior year. The translation adjustments are related to the translation of exploration and evaluation assets from US dollars, the functional currency of the Ghana subsidiaries, to Canadian dollars.

Management's Discussion and Analysis
For the period ended September 30, 2017

Nine months ended September 30, 2017 compared to nine months ended September 30, 2016

During the nine month period ended September 30, 2017, exploration and evaluation assets expenditures totaled \$(2,800,164) compared to \$(573,958) for the nine month period ended September 30, 2016 as summarized in the following table:

	Nine months ended September 30, 2017	Nine months ended September 30, 2016
Drilling and access	\$ 12,653	\$ 100,530
Geochemistry		6,101
Field logistics	32,936	50,142
Exploration salaries and wages	100,924	96,279
Contract labour	30,588	37,542
General and administrative	10,979	31,793
Environmental, permitting and other	50,395	28,577
Proceeds from assets sale agreement	(2,948,525)	-
Translation adjustment	(90,114)	(924,922)
	\$ (2,800,164)	\$ (573,958)

Excluding translation adjustment and proceeds from assets sale agreement, exploration and evaluation assets expenditures for the nine month period ended September 30, 2017 decreased to \$238,475 from \$350,964 incurred for the same period in the prior year. The decrease is due to auger program and a limited scout drilling program carried out by the Company during the three months ended September 30, 2016.

The Company incurred \$12,653 in drilling and access for the nine month period ended September 30, 2017, compared to \$100,530 for the same period in the prior year. Exploration salaries and wages were \$100,924 for the nine month period ended September 30, 2017, in line with \$96,279 for the same period in the prior year. Contract labour was \$30,588 for the nine month period ended September 30, 2017 compared to \$37,542 for the same period in the prior year. General and administrative expenses, primarily related to costs associated with the Company's office in Ghana, were \$10,979 for the nine month period ended September 30, 2017, compared to \$31,793 for the same period in the prior year. Included in the balance a \$(8,446) a discount obtained from a creditor on settlement of account. Environmental, permitting and other costs totaled \$50,395 for the nine month period ended September 30, 2017, compared to \$28,577 for the same period in the prior year.

During the nine month period ended September 30, 2017, the Company received \$2,948,525 deposits on the agreement with Star Goldfields Ltd. that provides for the sale of the shares of the Company's subsidiary; Castle Peak Mining (2006) Ltd., which holds the nine prospecting licenses in Ghana for total cash proceeds of US \$4,250,000.

The Company recorded a translation adjustment of \$90,114 resulting from the strengthening of the Canadian dollar against the US dollar during the nine month period ended September 30, 2017 compared to a translation adjustment of \$924,922 for the same period in the prior year. The translation adjustments are related to the translation of exploration and evaluation assets from US dollars, the functional currency of the Ghana subsidiaries, to Canadian dollars.

OUTLOOK

During the quarter ended September 30, 2017, the Company continued to focus its efforts on generating high potential, near term drill targets, continuing to unlock value in the shallow high grade Apankrah Deposit by reviewing changes in the local mining environment which has also included discussions with numerous parties interested in the advancement of the Apankrah Deposit on a small scale, and finally on working with the Minerals Commission and Mining Ministry to expedite the files submitted for renewals .

Although the financing market for junior explorers in jurisdictions of perceived risk can be very challenging and there is no certainty that the Company will consummate a financing or partnership from the current discussions, we are optimistic that investors are returning to the natural resources space and to the gold market in particular. Given the advancement of a number of deals and partnerships in Ghana recently the expectation is that the Company will be able to either identify sufficient capital to maintain the land package and/or identify an interested partner to share the exploration risk of these early stage prospects

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2017, the Company had cash and cash equivalents of \$2,378,273 (December 31, 2016 - \$2,289) to settle current liabilities of \$436,683 (December 31, 2016 - 599,019).

As at September 30, 2017, the Company's cash and cash equivalents increased by \$2,375,984 to \$2,378,273 from \$2,289 as at December 31, 2016. Cash of \$173,102 was used for operating activities (2016 - \$147,424), \$2,609,975 was provided by investing activities (2016 - \$289,306 used in investing activities), and \$28,494 (2016 - \$469,914) was provided by financing activities.

Net cash used in operating activities for the nine month period ended September 30, 2017 was \$173,102 (2016 - \$147,424). The cash used during the period consists primarily of the loss of \$35,065 (2016 - \$240,248) which includes non-cash expenses for depreciation of \$Nil (2016 - \$2,061).

Net cash provided by investing activities for the nine month period ended September 30, 2017 was \$2,609,975, which included \$2,851,711 proceeds of Share Purchase Agreement with Goldfields (2016 - \$289,306 used in investing activities).

Net cash provided by financing activities for the nine month period ended September 30, 2017 was 28,494 (2016 - \$469,914), representing the non-interest bearing loans owing to three directors of the Company.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

	Nine months ended September 30, 2017	Nine months ended September 30, 2016
Salaries and benefits paid to officers and senior management ⁽¹⁾	\$ 152,151	\$ 226,991

(1) Remuneration attributed to key management personnel is recorded in salaries and benefits, and exploration and evaluation assets.

Salaries totaling \$210,990 were accrued to the officers and senior management of the Company for the nine month period ended September 30, 2017 (September 30, 2016: \$226,991). These individuals include Darren Lindsay, Director (former President and CEO); Henry Sowah, Exploration Manager; and Iyad Jarbou, interim CFO.

As at September 30, 2017, \$146,428 (December 31, 2016 - \$117,934) was owing to directors of the Company and is included in accounts payable and accrued liabilities.

Amounts payable to related parties as included in accounts payable and accrued liabilities are non-interest bearing, unsecured, and have no fixed terms of repayment.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the consolidated financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts and disclosures of assets and liabilities at the date of the consolidated financial statements and the reported amounts of expenses during the year. Actual results could differ from those estimates and such differences could be significant.

SIGNIFICANT ACCOUNTING POLICIES

For a complete summary of the Company's significant accounting policies, see Note 3 to the audited financial statements for the year ended December 31, 2016.

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for future accounting periods. The following have not yet been adopted by the Company and are being evaluated to determine their impact.

- IFRS 9: New standard that replaced IAS 39 for classification and measurement, effective for annual periods beginning on or after January 1, 2018.
- IFRS 15: New standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers, effective for annual periods beginning on or after January 1, 2018.
- IFRS 16: New standard that sets out the principles for recognition, measurement, presentation, and disclosure of leases, effective for annual periods beginning on or after January 1, 2019.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities and loans due to related parties.

The fair value of the Company's receivables, accounts payable and accrued liabilities and loans due to related parties approximate carrying value due to their short terms to maturity, which is the amount recorded on the consolidated statement of financial position. The Company's other financial instrument, cash, is recorded at fair value, and under the fair value hierarchy is based on level one quoted prices in active markets for identical assets and liabilities.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

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. The Company's credit risk is primarily attributable to cash and receivables. Other than cash held by its subsidiary for its immediate operating needs in Ghana, the majority of the Company's cash are held with a major Canadian chartered bank and management believes the risk of loss to be remote. Receivables consist of input tax credits receivable from the Government of Canada. The Company does not believe it is subject to significant credit risk in relation to its receivables.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. As at September 30, 2017, the Company had cash and cash equivalents of \$2,378,273 and current liabilities of \$436,683.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the Company's financial instruments will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk on its cash equivalent balances which earn interest at variable market interest rates, however, this exposure is considered to be minimal. The Company has no interest-bearing debt, and therefore, is not exposed to risk in the event of interest rate fluctuations.

b) Currency risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company's expenditures are predominantly in Canadian dollars, US dollars, and Ghanaian cedis. The Company has financial assets and liabilities denominated in US dollars and Ghanaian cedis as at September 30, 2017. Based on the Company's net exposure as at September 30, 2017, a 10% depreciation or appreciation of the Canadian dollar against the US dollar and Ghanaian cedis would result in a change of approximately \$233,693 in Comprehensive Income (Loss).

c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

RISK FACTORS

This MD&A does not include all of the information required for full risk factors discussion and should be read in conjunction with the Company's annual MD&A for the year ended December 31, 2016.

INTERNAL CONTROLS

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation. Castle Peak has undertaken to put into place a system of internal controls appropriate for its size, and reflective of its operations. The Company's certifying officers are responsible for establishing and maintaining disclosure controls and procedures for the Company, and have concluded based on an evaluation as at September 30, 2017, that the disclosure controls and procedures for the Company are effective.

OUTSTANDING SHARE INFORMATION

Common shares, stock options and warrants issued and outstanding as at September 30, 2017 are described in detail in Note 8 to the unaudited condensed interim consolidated financial statements for the nine month period ended September 30, 2017.

Summarized balances as at September 30, 2017 and November 27, 2017 are as follows:

	September 30, 2017	November 27, 2017
Common shares outstanding	132,763,360	132,763,360
Stock options exercisable	3,617,500	3,617,500
Share purchase warrants exercisable	36,666,667	36,666,667
Fully-diluted	173,047,527	173,047,527

FORWARD-LOOKING STATEMENTS

This MD&A contains "forward looking information" within the meaning of applicable Canadian securities legislation. Forward looking information may include, but is not limited to, information with respect to our planned exploration and evaluation activities including generating new targets, costs and timing of future exploration, results of future exploration and drilling, potential development plans in the future, timing and receipt of approvals, consents and permits under applicable legislation, our executive compensation approach and practice, the composition of our board of directors and committees, and adequacy of financial resources. Wherever possible, words such as "plans", "expects" or "does not expect", "budget", "scheduled", "estimates", "forecasts", "anticipate" or "does not anticipate", "believe", "intend" and similar expressions or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved, have been used to identify forward looking information. Forward looking information is subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those expressed or implied by the forward looking information, including, without limitation:

- risks related to commodity price fluctuations, including gold price volatility;
- risks related to the exploration and evaluation of our mineral property including general operating risks;
- risks related to the fact that we are a new company with no exploration and evaluation assets in production or development and no history of production or revenue;
- uncertainties related to title to our exploration and evaluation assets and surface rights;
- risks and uncertainties relating to the interpretation of drill results and the geology, grade and continuity of our mineral deposits;
- risks related to governmental regulations, including environmental regulations;

Management's Discussion and Analysis **For the period ended September 30, 2017**

- increased costs and restrictions on operations due to compliance with environmental laws and regulations;
- increased costs affecting the mining industry;
- increased competition in the mining industry for properties, qualified personnel and management;
- risks related to some of our directors' and officers' involvement with other natural resource companies;
- risks related to the delay in obtaining or failure to obtain required permits, or non-compliance with permits that have been obtained;
- risks related to our ability to obtain adequate financing for our planned exploration and evaluation activities and to complete further exploration programs;
- risks related to general economic conditions;
- recent market events and conditions; and
- currency fluctuations.

This list is not exhaustive of the factors that may affect any of our forward-looking information. Although we have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Forward-looking information involves statements about the future and is inherently uncertain, and our actual achievements or other future events or conditions may differ materially from those reflected in the forward-looking information due to a variety of risks, uncertainties and other factors. Our forward-looking information is based on the beliefs, expectations and opinions of management on the date the statements are made and we do not assume any obligation to update forward looking information, whether as a result of new information, future events or otherwise, other than as required by applicable law. For the reasons set forth above, prospective investors should not place undue reliance on forward looking information.

APPROVAL

Management is responsible for all information disclosed in the consolidated financial statements. The Board of Directors of Castle Peak Mining Ltd. has approved the disclosures contained in this MD&A.

