

HANSA RESOURCES LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED JUNE 30, 2017

This discussion and analysis of financial position and results of operation is prepared as at October 27, 2017 and should be read in conjunction with the audited consolidated financial statements and the accompanying notes for the years ended June 30, 2017 and 2016 of Hansa Resources Limited ("Hansa" or "the Company"). The following disclosure and associated consolidated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management's discussion and analysis ("MD&A") are quoted in Canadian dollars.

Forward Looking Statements

This MD&A contains certain statements that may constitute "forward-looking statements". Forward-looking statements include but are not limited to, statements regarding future anticipated exploration programs and the timing thereof, and business and financing plans. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors.

Historical results of operations and trends that may be inferred from this MD&A may not necessarily indicate future results from operations. In particular, the current state of the global securities markets may cause significant reductions in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedar.com and readers are urged to review these materials.

Company Overview

The Company is a reporting issuer in British Columbia and Alberta and trades on the TSX Venture Exchange ("TSXV") under the symbol "HRL". The Company is a junior resource company which was engaged in the acquisition, exploration and development of unproven mineral interests in Kazakhstan. The Company's principal office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia.

Since 2012 the Company has been conducting prospect generation activities. The Company had identified the Zhumba gold prospect (the "Zhumba Property"), which consists of two claims located in the Kokepektinsky and Ulansky districts in eastern Kazakhstan, and has been working to obtain tenure to the Zhumba Property. Over the years the Company worked to deal with all government agencies in regards to the Zhumba Property and, after extensive negotiations in fiscal 2017, was advised by the government of Kazakhstan, through the Ministry of Industry and New Technologies, that the concession to the Zhumba Property was granted.

On June 23, 2017 the Company completed all conditions precedent and finalized the farm out of its 90% interest in the Zhumba Property to Kazzinc Limited ("Kazzinc"). As consideration the Company has received payment of \$797,436. The Company will also receive a 1.9% net smelter return royalty on the 90% interest from production at the Zhumba Property.

As of the date of this MD&A, the Company has no mineral property interests. The Company is actively reviewing opportunities and continues to conduct reviews and due diligence on prospective acquisitions. As at June 30, 2017 the Company has made a non-refundable deposit of US \$100,000 to secure the rights to participate in an international resource and development project.

Selected Financial Data

The following selected financial information is derived from the audited annual consolidated financial statements of the Company.

	Years Ended June 30,		
	2017 \$	2016 \$	2015 \$
Operations:			
Revenues	Nil	Nil	Nil
Expenses	(510,620)	(479,786)	(292,988)
Other items	793,898	55,678	165,438
Comprehensive income (loss)	283,278	(424,108)	(127,550)
Basic and diluted income (loss) per share	0.00	(0.01)	(0.00)
Dividends per share	Nil	Nil	Nil
Balance Sheet:			
Working capital	1,059,775	912,567	1,336,675
Total assets	1,521,554	1,028,430	1,380,091
Total long-term liabilities	Nil	Nil	Nil

The following selected financial information is derived from the unaudited condensed interim consolidated financial statements of the Company.

	Fiscal 2017				Fiscal 2016			
	Jun. 30 2017 \$	Mar. 31 2017 \$	Dec. 31 2016 \$	Sep. 30 2016 \$	Jun. 30 2016 \$	Mar. 31 2016 \$	Dec. 31 2015 \$	Sep. 30 2015 \$
Operations:								
Revenues	Nil							
Expenses	(298,260)	(72,030)	(72,362)	(67,968)	(163,545)	(105,097)	(91,178)	(119,966)
Other items	773,506	(6,207)	19,156	7,443	3,698	(59,063)	35,153	75,890
Comprehensive income (loss)	475,246	(78,237)	(53,206)	(60,525)	(159,847)	(164,160)	(56,025)	(44,076)
Basic and diluted income (loss) per share	0.00	(0.00)	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)
Dividends per share	Nil							
Balance Sheet:								
Working capital	1,059,775	720,599	798,836	852,042	912,567	1,072,414	1,236,574	1,292,599
Total assets	1,521,554	809,435	935,100	982,771	1,028,430	1,099,020	1,277,337	1,339,227
Total long-term liabilities	Nil							

Results of Operations

Three Months Ended June 30, 2017 Compared to Three Months Ended June 30, 2016

During the three months ended June 30, 2017 ("Q4/2017") the Company reported a net income of \$475,246 compared to a net loss of \$159,847 during the three months ended June 30, 2016 ("Q4/2016"). The increase in income is attributed to the \$793,898 proceeds received from the assignment of the Zhumba Property and partially offset by \$242,347 of costs incurred and provisions made, recorded in general exploration in Q4/2017.

Year Ended June 30, 2017 ("fiscal 2017") Compared to Year Ended June 30, 2016 ("fiscal 2016")

During fiscal 2017 the Company recorded net income of \$283,278 compared to a net loss of \$424,108 for fiscal 2016. The increase in income is mainly attributed to the \$797,436 proceeds received from the assignment of the Zhumba Property. These proceeds were partially offset by the recognition of a foreign exchange loss of \$9,157 during fiscal 2017 compared to a foreign exchange gain of \$49,945 in fiscal 2016, primarily due to the fluctuation of the US/Cdn dollar exchange rate on the Company's holdings of US currency. The Company also recorded a \$30,834 increase in general and administrative expenses, from \$479,786 during fiscal 2016 to \$510,620 during fiscal 2017. Specific general and administrative expenses are noted below:

- (i) the Company has recorded all costs and payments made to secure the assignment of its interest in the Zhumba Property as general exploration or legal expenses. During fiscal 2017 the Company conducted extensive negotiations to finalize the assignment and subsequent negotiations for the disposition of the Zhumba Property to Kazzinc. Accordingly, in fiscal 2017 the Company incurred \$284,310 (2016 - \$178,443) for general exploration and \$58,175 (2017 - \$109,654) for legal expenses; and
- (ii) during fiscal 2016 the Company incurred \$20,908 for travel expenses to Europe for the President of the Company. Travel activity during fiscal 2017 was limited to regional travel by the Company's lawyer in Kazakhstan, resulting in \$531 of costs.

Financial Condition / Capital Resources

As at June 30, 2017 the Company had working capital of \$1,059,775 and expects that it has sufficient financial resources to fund corporate administration for the next twelve months and to continue its due diligence process to identify and evaluate potential business acquisitions. In the event the Company is successful in negotiating an acquisition or mineral property interest it may be required to raise additional capital. The Company's operations have been funded from equity financings which are dependent upon many external factors and may be difficult to impossible to secure or raise when required. While the Company has been successful in securing financings in the past, there can be no assurance that it will be able to do so in the future.

Contractual Commitments

The Company has no contractual commitments.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company has no proposed transactions.

Changes in Accounting Principles

There are no changes in accounting policies. A detailed summary of all the Company's significant accounting policies is included in Note 3 to the June 30, 2017 and 2016 annual financial statements.

Related Party Disclosures

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the reporting period.

(a) Transactions with Key Management Personnel

During fiscal 2017 and 2016 the following amounts were incurred with respect to the President (Mr. John Nugent) and the Chief Financial Officer (Mr. Nick DeMare), of the Company:

	2017 \$	2016 \$
Management fees - Mr. Nugent	60,000	60,000
Professional fees - Mr. DeMare	12,000	12,000
	<u>72,000</u>	<u>72,000</u>

As at June 30, 2017, \$27,005 (2016 - \$27,005) remained unpaid.

(b) *Transactions with Other Related Parties*

- (i) During fiscal 2017 and 2016 the following amounts were paid to its non-executive directors of the Company (Messrs. Robert Atkinson, Paul DiPasquale, and Donald Siemens):

	2017	2016
	\$	\$
Professional fees - Mr. Atkinson	12,000	12,000
Professional fees - Mr. DiPasquale	12,000	12,000
Professional fees - Mr. Siemens	12,000	12,000
	<u>36,000</u>	<u>36,000</u>

- (ii) During fiscal 2017 the Company incurred a total of \$14,700 (2016 - \$14,575) with Chase Management Ltd. (“Chase”), a private corporation owned by Mr. DeMare, for accounting and administrative services provided by Chase personnel, excluding the services of Mr. DeMare, and \$4,020 (2016 - \$4,020) for rent. As at June 30, 2017, \$4,085 (2016 - \$2,285) remained unpaid.

Outstanding Share Data

The Company’s authorized share capital is unlimited common shares without par value and unlimited preferred shares without par value. As at October 27, 2017, there were 57,413,317 outstanding common shares and 4,000,000 share options outstanding with an exercise price of \$0.05 per common share.