Management's Discussion and Analysis

For the Year Ended March 31, 2017

Dated: July 28, 2017

814 - 675 West Hastings Street,
Vancouver, BC, V6B 1N2
Tel: 604-357-4790 Fax: 604-648 8573

The following Management's Discussion and Analysis ("**MD&A**") of the operating results and financial condition of Group Ten Metals Inc. (the "**Company**") is for the year ended March 31, 2017, and is dated July 28, 2017. This MD&A was prepared to conform to National Instrument 52-102F1 and was approved by the Board of Directors prior to its release. This analysis should be read in conjunction with the Company's consolidated financial statements for the year ended March 31, 2017, and the accompanying notes, which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**").

The Company's shares are listed on the TSX Venture Exchange ("**TSX-V**") under the symbol "PGE". The Company's shares are also listed on the Frankfurt Stock Exchange under the symbol "5D32".

The Company's functional and presentation currency is the Canadian dollar and all amounts included herein are in Canadian dollars, unless otherwise indicated.

Additional information relating to the Company is available on the Company's website at www.grouptenmetals.com and on SEDAR at www.sedar.com.

NATURE OF BUSINESS

The Company was incorporated on April 28, 2006, under the laws of British Columbia, Canada, under the name ABC Mining Ventures Inc. ("**ABC**"). On October 11, 2007, ABC changed its name to Dundee Mines Ltd., on May 27, 2008, to Duncastle Gold Corp. and on February 25, 2015, to Group Ten Metals Inc. The Company's principal business activity is the acquisition and exploration of mineral properties.

HIGHLIGHTS AND KEY DEVELOPMENTS (to the date of this report)

- Between June 2016 and the date of this report, the Company announced changes to its Board of Directors, recapitalized by completing a share consolidation, appointed key management team members, completed private placements totaling gross proceeds of $1.96 million, settled debt of approximately $1 million and significantly expanded its property holdings;

- In June 2016, three board members resigned from the Board of Directors, followed by the appointment of Garth Kirkham, P.Geo., P.Geoph., as a director of the Company;

- In February 2017 the Company completed a private placement for gross proceeds of $1.96 million pursuant to the issuance of 26,000,000 non flow-through units at a price of $0.06 per unit and the issuance of 5,000,000 flow-through units at a price of $0.08 per unit;

- In February and March 2017, pursuant to the private placement, the Company settled debt amounts totaling approximately $1 million;

- Beginning in March 2017, the Company appointed three new management members including Tim Thiessen as CFO, Connie Norman as Corporate Secretary and Chris Ackerman as Senior Manager of Corporate Communications;

- In June 2017, the Company entered into an option agreement to acquire a 100% interest in the Stillwater West project, consisting of 282 claims adjacent to, and contiguous with, Sibanye Gold's Stillwater mine in south central Montana, USA;

HIGHLIGHTS AND KEY DEVELOPMENTS (to the date of this report) (continued)

- On July 6, 2017, the Company satisfied its remaining commitments on its Spy Property, obtaining a 100% interest, subject to a Net Smelter Return ("**NSR**"); and

- On July 6, 2017, the Company satisfied the cash and share issuance requirements for the option agreement on its Ultra Property, with certain work requirements remaining before the Company can acquire a 100% interest.

QUALIFIED PERSONS

Mr. Garth Kirkham, P.Geo., P.Geoph., and Dr. Max Baker, P.Geo., Qualified Persons within the meaning of National Instrument ("**NI**") 43-101, have reviewed and approved the technical information in this MD&A.

SUMMARY OF MINERAL PROPERTIES

The Company's focus is on platinum group metals, gold, nickel and copper exploration in the Yukon Territory, Montana and Alaska where the Company owns a 100% interest in two properties and is in the process of acquiring two other properties through option agreements, with a third acquisition pending regulatory approval. The Company also continues to pursue high-grade gold exploration at adjoining projects in Ontario, Canada which include multiple zones of gold mineralization that are open for expansion. In British Columbia, the Company is to receive annual advance royalty payments and additional cash and royalty payments subsequent to commercial production.

All references to historical results in this MD&A have been identified as historic in nature and the Company is not treating the historic data or estimates as current as a Qualified Person within the meaning of NI 43-101 has not completed sufficient work to classify the historic data or estimates as current; additional work would be required to verify and upgrade the historic data and estimates to current.

YUKON PROPERTIES, CANADA (Catalyst/CKR, Spy and Ultra)

The Catalyst/CKR, Spy and Ultra claims total over 240 square kilometres ("**km**") in the Kluane Ultramafic Belt, a 600-kilometre long sequence of igneous and sedimentary rocks extending from northern British Columbia through the Yukon and into Alaska. Within the belt, mineralization occurs at the contact between ultramafic and sedimentary rocks, with the most notable being the Wellgreen deposit which is currently under advanced assessment by Wellgreen Platinum Ltd. ("**Wellgreen**").

a) **Catalyst/CKR Claims -** The Catalyst/CKR claims are positioned adjacent to Wellgreen's property to the northwest and southeast of Wellgreen's claims. The northwest claims, the Catalyst project, include the strike extension of the Wellgreen deposit and altered carbonate at the contact with a serpentinized peridotite sill which returned historic assays of 0.11 g/t Pt, 0.11 g/t Pd, 0.14 g/t Au, 0.07% Cu and 0.16% Ni. Additional historic magnetic and very low frequency anomalies are present on the property that require follow-up prospecting and sampling.

   In August 2016 the Company completed a geophysical study on the Arch portion of the Catalyst property which consisted of reassessing new and historic geophysical data.

SUMMARY OF MINERAL PROPERTIES (continued)

YUKON PROPERTIES, CANADA (Catalyst/CKR, Spy and Ultra) (continued)

b) Spy Claims - The Spy claims are located 40km southeast of Wellgreen, along the Kluane Ultramafic Belt and the Alaska Highway. The project encompasses much of the ultramafic Spy Sill, which is 75-100 metres ("**m**") thick and intrudes the Hasen Creek siltstone for 6 kms along a northwest strike. Mineralization along the contact varies from disseminated sulfides to massive sulfide lenses, with historic grab samples assaying as high as 75.8 g/t Pt, 7.9 g/t Pd, 7.0 g/t Au, 2.6% Ni and 10.45% Cu.

In 2015 and 2016 the Government of Yukon awarded Yukon Mineral Exploration Program grants to the project under which the Company received a contribution of $15,823 in 2016 and $17,033 in 2017, being 50% of the eligible expenses on the Spy claims.

In 2015 the Company completed a brief exploration program on the Spy claims that included a reassessment of new and historic geophysical data, prospecting, sampling and geological mapping. Numerous ultramafic occurrences identified elsewhere on the property are yet to be assessed for PGM-Ni-Cu potential. In September 2016 the Company completed a prospecting, rock sampling and geological mapping program which successfully lengthened the main mineralized trend along the Spy Sill from 950m to 1,500m while also indicating the potential continuity of similar mineralization to the south for an additional two kms with rock samples assaying up to 0.89% Cu and 0.76% Ni.

c) Ultra Claims – The Ultra project is located 50km southeast of the Spy project and, like Spy, follows the Kluane Ultramafic Belt and the Alaska Highway. The Ultra claims include the Frohberg PGM-Ni-Cu showing, which was explored by trenching in 2002 and returned 5.54 g/t Pt, 13.46 g/t Pd, 4.07% Cu and 1.73% Ni. Work is planned for 2017 to follow up on soil sampling and ground geophysics conducted in 2014 and 2015 and airborne geophysics in 2016.

ALASKA PROPERTY, UNITED STATES (Duke Island)

The Duke Island property consists of 31 unpatented claims located south of Ketchikan in the Alexander Platinum Belt of southeast Alaska. The property includes the core area of copper-nickel-platinum-palladium sulfide mineralization discovered in the Duke Island ultramafic complex in 2001.

Historic exploration has defined four large zones of mineralization on the property by geologic mapping, surface geochemistry, surface and airborne geophysics. Only one of these zones has been tested to date with 3,434m of drilling in 16 holes. None of the holes are thought to have penetrated the prospective basal contact of the intrusion where the highest grades of Cu-Ni-PGE sulphide mineralization are inferred to occur.

The results of exploration together with details on the geology and mineralization are the subject of two NI 43-101 reports (available on SEDAR as filed by Quaterra Resources Inc. on November 26, 2002 and September 7, 2006), and a scientific article in 2014 SEG *Economic Geology*, v. 109, pp. 643–659.

SUMMARY OF MINERAL PROPERTIES (continued)

ALASKA PROPERTY, UNITED STATES (Duke Island) (continued)

The Duke Island occurrence is unique in the high percentage of disseminated and net-textured to massive sulfide mineralization within certain phases of the ultramafic complex. Historic outcrop grab samples have returned values up to 2.8% Cu, 0.25% Ni and over 1 ppm PGE (*Freeman, C. and C. Van Treeck, 2006, Summary report for the Duke Island Cu-NI-PGE Property, Ketchikan Mining District, Alaska*). Core holes drilled at the Marquis prospect have intercepted from 5m to 90m of semi-massive to massive sulfide containing anomalous values for Cu (up to 12,500 ppm), Ni (up to 4,694 ppm), Pt (up to 680 ppb), and Pd (up to 548 ppb). Marquis is the only target that has been partially drill tested. Three similar EM and NSAMT geophysical anomalies have been defined in relation to surface mineralization at the Lookout and Scarp targets to the east and the Monte area to the south.

The Duke Island project strongly merits continued exploration to follow-up the encouraging results of past work. The Company plans to assemble a database for the project and refine existing targets before commencing additional drilling on the property.

ONTARIO PROPERTIES (Black Lake-Drayton)

The Black Lake-Drayton project covers over 8,992 contiguous hectares and was consolidated by the Company in five parcels as four option deals plus direct staking. It adjoins First Mining Finance's Goldlund project to the west, and is located on the Sioux Lookout Deformation zone with the Goldlund project and Treasury Metals Inc.'s Goliath project, further to the west.

The Drayton claims cover 1,584 hectares, located in the Patricia Mining Division, 10km south of Sioux Lookout and 70km east of Dryden in Northwest Ontario. The property lies on an emerging high-grade gold trend with geochemical and geological characteristics suggesting that the property is prospective for Archean gold vein and other styles of mineralization.

A combined magnetic and electromagnetic airborne geophysical survey with 75m line spacing and 600m tie lines was completed in 2013 in order to define potentially gold-bearing structures associated with sulphide mineralization and siliceous bodies. Initial analysis of the survey has revealed a possible dilation zone within the Sioux Lookout fault system with significant structural disturbance indicative of both alteration and deformation. These present excellent targets for follow-up by subsequent geological studies and potential drill programs as exploration potential is believed to exist for high-grade gold mineralization similar to that found elsewhere in the Wabigoon Archean greenstone belt. A full structural and geophysical interpretation of the airborne geophysics has identified several additional targets for ground investigation in upcoming programs.

Work in 2017 consisted of a comprehensive targeting report completed across the entire Black Lake-Drayton project including compilation and re-interpretation of historic data.

The Black Lake claims cover 7,408 hectares and are located approximately 20km east of Sioux Lookout in Northwest Ontario. The land position includes over 30km of a largely untested strike-length on the Sioux Lookout deformation zone in the rapidly developing Wabigoon Greenstone belt which is south of and parallel to the Birch-Uchi belt, a world-class archean greenstone belt.

SUMMARY OF MINERAL PROPERTIES (continued)

ONTARIO PROPERTIES (Black Lake-Drayton) (continued)

Historically, two types of gold mineralization have been identified on the property - shear-hosted gold-bearing quartz-carbonate veins (Red Lake-style) and intrusion-hosted disseminated gold mineralization (Timmins-style). The Company's primary target type is the shear-hosted gold-quartz vein occurrences which occur within a series of northeast-trending deformation zones that transect the stratigraphy over an approximate 6km strike length. The Moretti occurrence is the most historically significant target on the property and comprises quartz-chlorite-carbonate veins exposed in outcrop and historic trenches over a 300m strike length.

Historic work from the area returned numerous select chip and grab samples grading between 20g/t Au and 1,212g/t Au and several bulk samples including a 8,063kg sample averaging 14.1g/t Au and a second 4,087kg sample, collected from trenches over 100m away, which averaged 18.6g/t Au.

In 2013, 14 rock chip samples were collected during a geo-referencing and sampling program. Seven of fourteen samples returned anomalous values ranging from 0.7g/t Au to 4.6g/t Au. The samples were collected from the area of the Moretti showing northwest on the property and a series of gold-quartz veins and mineralized schists exposed to the south of Black Lake.

In October 2016 the company completed an initial phase of its planned Black Lake-Drayton exploration activities with a modest, 527-metre diamond drilling program conducted on one 40-metre-long outcropping section on the northeast end of the Moretti deformation zone. The program consisted of seven shallow holes and was designed to test the area directly underneath the Moretti main trench where historical bulk samples returned 8,062 kilograms at 14.01 grams per tonne gold and 4,087 kilograms at 18.65 grams per tonne gold.

All seven holes intersected the targeted zone, with the best intercept being 0.5 metre at 15.62 grams per tonne gold from a depth of 19.2 metres to 19.7 metres in hole BL_16_01. The remaining six holes intersected quartz veining with anomalous gold values, including intercepts of over one metre at over one gram per tonne gold in holes BL_16_05 and BL_16_06.

The Company is completing a comprehensive review of the historical work on the project as part of target development work to guide future exploration on the property from the more than eighteen historic mineral occurrences located on the property.

BRITISH COLUMBIA PROPERTIES (Yankee-Dundee, Ronoke and Warkentin)

On June 25, 2013, the Company closed the sale of its interests and obligations in the properties to Armex Mining Corp. ("**Armex**") in exchange for advance royalty payments, royalty payments, and production payments. The Company retains back-in rights pursuant to the agreement by which it can re-acquire the property in the event specific production milestones are not met.

The Yankee-Dundee claims, incorporating the old Yankee Girl and Dundee mines and a number of other historic mines and prospects, cover 362 hectares on the north slope of Oscar Creek (formerly known as Bear Creek) approximately 3km north-east from the town of Ymir and about 41 km east of Trail in the Nelson Mining District, in the province of British Columbia. All claims are contiguous.

SUMMARY OF MINERAL PROPERTIES (continued)

BRITISH COLUMBIA PROPERTIES (Yankee-Dundee, Ronoke and Warkentin) (continued)

The Ronoke and Warkentin claims are also located in the Nelson Mining District. Subsequent to the sale agreement, all non-core Ronoke claims were allowed to lapse. Additionally, non-core Warkentin claims were allowed to lapse and the property now consists of 9 mineral claims.

During the year ended March 31, 2016, Armex advised the Company that it disputes that the advance royalty payment that was payable on or before August 28, 2015 is past due.

MONTANA PROPERTY, UNITED STATES (Stillwater West)

On June 26, 2017, the Company entered into an option agreement to acquire a 100% interest in the Stillwater West project from Picket Pin Resources LLC, a private US entity, consisting of 282 claims in south central Montana, USA, covering over 2,200 hectares (22 km^2) in two claim groups with each parcel including over 17km of strike length.

The claims are adjacent to and contiguous with, Sibanye Gold's Stillwater mine which is the highest-grade platinum group element (PGE) producer in the world and the largest outside South Africa and Russia. This acquisition of the highly prospective Stillwater West project positions the Company as the second-largest land holder in the Stillwater Igneous Complex.

In order to earn a 100% interest, the Company must:

- Issue a total of 3.6 million shares of the Company beginning with 900,000 shares within ten days of regulatory approval (issued on July 6, 2017) and 900,000 shares on or before May 31 of each of 2018, 2019 and 2020;
- Make United States dollars ("**USD**") $40,000 in cash payments with USD$20,000 on or before each of May 31, 2018 and 2019;
- Make advance royalty payments until commencement of commercial production of USD$15,000 within ten days of regulatory approval, USD$30,000 on or before May 31, 2018 and USD$50,000 on or before May 31, 2019 and annually thereafter; and
- Execute a work contract for a minimum of USD$50,000 per year for the duration of the three year option agreement for technical and management work.

The claims are subject to a 2% NSR, with an option to buy down to 1% for USD$2,000,000.

SUMMARY OF MINERAL PROPERTIES (continued)

The following schedule shows the property acquisition costs for the year ended March 31, 2017.

	Yukon Properties							
	CKR	**Ultra**	**Catalyst**	**Spy**	**Duke Island**	**Drayton**	**Black Lake**	**Total**
	$	$	$	$	$	$	$	$
Balance, March 31, 2016	17,805	5,407	4,296	37,560	60,000	7,500	6,000	138,568
Cash	-	70,000	-	-	-	-	50,000	120,000
Shares issued	-	-	-	4,500	-	7,500	41,250	53,250
Staking	-	-	-	-	-	5,600	9,586	15,186
Filing and maintenance fees	-	798	630	3,873	10,377	7,625	3,186	26,489
Balance, March 31, 2017	17,805	76,205	4,926	45,933	70,377	28,225	110,022	353,493

OVERALL PERFORMANCE

FINANCIAL CONDITION

The net assets of the Company increased by $1,539,874, from a net liability of $811,663 at March 31, 2016 to net assets of $728,211 at March 31, 2017. The most significant assets at March 31, 2017 were cash of $547,595 (2016: $5,618) and exploration and evaluation assets of $353,493 (2016: $138,568). The most significant liabilities at March 31, 2017 were accounts payable and accrued liabilities of $148,115 (2016: $693,614) and a flow-through share premium liability of $100,000 (2016: $Nil). At March 31, 2016 there was also an amount of $250,476 due to related parties.

As noted in '*Highlights and Key Developments*' above, in February 2017 the Company raised gross proceeds of $1.96 million pursuant to the issuance of 26,000,000 non flow-through units at a price of $0.06 per unit and the issuance of 5,000,000 flow-through units at a price of $0.08 per unit. The Company settled the majority of its accounts payable and amounts owed to related parties with the proceeds from the private placement resulting in much smaller liabilities at March 31, 2017 as compared to March 31, 2016.

The increase in exploration and evaluation assets of $214,925 was a result of the Company capitalizing certain expenditures including cash payments pursuant to mineral property option agreements ($120,000), the issuance of shares pursuant to mineral property option agreements (valued at $53,250), staking costs ($15,186) and filing and maintenance fees ($26,489).

The flow-through share premium liability of $100,000 resulted from the private placement of flow-through units. Investors paid a premium for the flow-through feature and as a result a liability was recognized. The Company has a commitment to incur $400,000 on qualifying Canadian exploration expenditures on or before December 31, 2018, and as the Company incurs qualifying expenditures, the liability will be reduced accordingly. At March 31, 2017, all of the commitment was remaining.

RESULTS OF OPERATIONS

Year ended March 31, 2017

The net loss for the year ended March 31, 2017 was $479,720 (2016: $124,767).

Total expenses for the year ended March 31, 2017 was $714,680 (2016: $348,210). The most significant expenses for the year ended March 31, 2017 were exploration and evaluation expenditures of $214,456 (2016: $47,681), consulting fees of $140,013 (2016: $145,796), office and administration costs of $125,497 (2016: $83,373) and professional fees of $78,110 (2016: $19,754).

Other items partially offsetting total expenses were a gain on settlement of debt of $234,960 (2016: $411,008). For the year ended March 31, 2016 the Company also wrote off exploration and evaluation assets in the amount of $187,565.

The exploration and evaluation expenditures consisted of work programs on the Company's Black Lake ($142,340), Yukon ($49,965) and Drayton ($22,151) properties.

RESULTS OF OPERATIONS (continued)

Year ended March 31, 2017 (continued)

The majority of consulting fees consisted of services provided by MVR Consulting Inc., a private company controlled by the President of the Company ($94,835), and Midnight Mining Services Ltd. ("**Midnight Mining**"), a private company controlled by Bill Harris, a director of the Company ($29,961).

The majority of office and administration costs for the year ended March 31, 2017 consisted of $100,000 relating to a services agreement with Zimtu Capital Corp. ("**Zimtu**"), an arms-length party, for office, administration, accounting and marketing services. The services agreement with Zimtu was terminated in December 2016. Professional fees included $30,500 relating to audit fees for fiscal 2016 and 2017.

CASH FLOWS

Cash increased by $541,977 during the year ended March 31, 2017, from $5,618 at March 31, 2016 to $547,595 at March 31, 2017. The increase was a result of cash of $1,934,113 provided by financing activities, partially offset by cash of $1,230,461 used in operating activities and cash of $161,675 used in investing activities.

The majority of cash provided by financing activities consisted of net proceeds of $1,942,113 pursuant to a private placement of 26,000,000 non flow-through units at a price of $0.06 per unit and the issuance of 5,000,000 flow-through units at a price of $0.08 per unit. Each non flow-through unit consisted of one common share of the Company and one common share purchase warrant, with each warrant entitling the holder to purchase one common share of the Company at a price of $0.12 per share, with an expiry of February 28, 2020. Each flow-through unit consisted of one common share of the Company and one-half of one share purchase warrant, with each whole warrant entitling the holder to acquire one non flow-through common share of the Company at an exercise price of $0.16 per share, with an expiry of February 28, 2020. The Company also received short-term loans in the amount of $305,000 in order to conduct necessary exploration expenditures in October and November 2016 and then repaid short-term loans in the amount of $313,000 from the proceeds of the private placement.

The cash used in operating activities consisted of a net loss of $479,720, non-cash items of $223,880 and a net change in non-cash working capital items of $526,861. The significant change in non-cash working capital items was a result of the Company settling accounts payable and amounts owed to related parties with the proceeds from the private placement.

The cash used in investing activities consisted exclusively of costs related to the acquisition of exploration and evaluation assets.

SELECTED ANNUAL INFORMATION

The following table provides information for the years ended March 31:

	2017	2016	2015
	$	$	$
Gain on settlement of debt	234,960	411,008	-
Expenses	(714,680)	(348,210)	(237,354)
Write-off of exploration and evaluation assets	-	(187,565)	(184,169)
Net loss for the year	(479,720)	(124,767)	(421,523)
Basic and diluted loss per share	(0.06)	(0.05)	(0.20)
Total assets	987,326	151,427	228,102
Total long-term financial liabilities	-	-	-
Cash dividends declared	-	-	-

SUMMARY OF QUARTERLY RESULTS

The following financial data was derived from the Company's consolidated financial statements for the last eight quarters:

	Q4, 2017	Q3, 2017	Q2, 2017	Q1, 2017
	$	$	$	$
Net income (loss) for the period	(268,333)	(166,750)	(150,404)	105,767
Basic and diluted income (loss) per share	(0.02)	(0.04)	(0.03)	0.02

	Q4, 2016	Q3, 2016	Q2, 2016	Q1, 2016
	$	$	$	$
Net income (loss) for the period	252,240	(102,953)	(248,345)	(25,709)
Basic and diluted income (loss) per share	0.09	(0.04)	(0.09)	(0.01)

SUMMARY OF QUARTERLY RESULTS (continued)

Due to the nature of its current operation, the Company earned no revenue during the periods presented.

Over the last eight quarters, the Company's net income (loss) has ranged from net income of $252,240 in Q4, 2016 to a net loss of $268,333 in Q4, 2017.

Quarterly fluctuations over the most recent eight quarters have related primarily to exploration and evaluation asset expenditures, exploration and evaluation asset impairments which occur as projects are analyzed for impairment, and gains on the settlement of debt for shares.

Significant mineral property impairment charges were recognized in Q2, 2016. Significant gains on the settlement of outstanding debt for shares occurred in Q1, 2017 and Q4, 2016.

Significant expenses in Q4, 2017 were exploration and evaluation expenditures of $74,000, professional fees of $51,485, consulting fees of $48,403 and interest expense on short-term loans of $30,000. The most significant exploration and evaluation expenditures were spent on the Company's Black Lake property ($44,428). The largest professional fee was an audit accrual of $15,000. The most significant consulting fee was $30,225 charged by MVR Consulting Inc. The interest expense of $30,000 related to the short-term loans noted in '*Cash Flows*' above. Short-term loans totaling $300,000 had an interest rate of 10% per annum.

RELATED PARTY TRANSACTIONS

Key management personnel at the Company are the Directors and Officers of the Company.

In addition to those transactions disclosed elsewhere in this MD&A, the Company entered into the following related party transactions:

a) For the year ended March 31, 2017, MVR Consulting Inc. charged fees of $94,835 (2016: $83,655) for consulting services which were recorded as consulting fees. Included in due to related parties at March 31, 2017 was an amount of $Nil (2016: $167,651) for these services. In addition, the President loaned $11,000 to the Company during the year ended March 31, 2016. The balance of the loan outstanding at March 31, 2017 was $11,000 (2016: $11,000) and was included in short-term loans. During the year ended March 31, 2016, $152,258 of debt was settled by the issuance of shares.

b) Included in accounts payable and accrued liabilities at March 31, 2017 was an amount of $17,500 (2016: $17,769) owed to MCC Geoscience Inc., a private company controlled by Tom McCandless, a former director and officer of the Company (resigned June 8, 2016) for geological and consulting services.

c) For the year ended March 31, 2017, Midnight Mining charged fees of $29,961 (2016: $35,300) for geological and consulting fees which were recorded as consulting fees. Included in due to related parties at March 31, 2017 was an amount of $Nil (2016: $52,545) for these services.

RELATED PARTY TRANSACTIONS (continued)

Key management compensation (continued)

d) For the year ended March 31, 2017, Kirkham Geosystems Ltd., a private company controlled by Garth Kirkham, a director of the Company, charged fees of $30,000 (2016: $Nil) for geological services. Included in accounts payable and accrued liabilities at March 31, 2017 was an amount of $3,000 (2016: $Nil) relating to an overpayment in regards to the private placement described in '*Cash Flows'* above.

e) For the year ended March 31, 2017, Whistle Creek Consulting Inc., a private company controlled by Eugene Spiering, a former director of the Company (resigned June 15, 2016) charged fees of $Nil (2016: $17,500) for consulting services. Included in accounts payable and accrued liabilities at March 31, 2017 was an amount of $Nil (2016: $18,565) owed to Whistle Creek Consulting Inc.

f) For the year ended March 31, 2017, a former officer of the Company charged fees of $Nil (2016: $8,000) for consulting services. The officer resigned from the Company on December 1, 2015. Included in accounts payable and accrued liabilities at March 31, 2017 was an amount of $Nil (2016: $30,000) owed to the former officer.

g) For the year ended March 31, 2017, the Company's CFO charged fees of $3,000 (2016: $Nil) for consulting services which were recorded as consulting fees. Included in accounts payable and accrued liabilities at March 31, 2017 was an amount of $525 (2016: $Nil) for these services.

h) Of the $11,080 recorded as share-based payment expense, $4,682 was allocated to Directors and Officers of the Company.

These transactions were in the normal course of operations and were measured at the fair value of the services rendered. Amounts due to related parties are unsecured, non-interest-bearing, and have no formal terms of repayment.

FOURTH QUARTER

The Company recorded a net loss of $268,333 for the quarter ended March 31, 2017. The most significant expenses in Q4, 2017 were exploration and evaluation expenditures of $74,000, professional fees of $51,485, consulting fees of $48,403 and interest expense on short-term loans of $30,000. See '*Summary of Quarterly Results*' above for further details on the expenses.

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2017, the Company had working capital of $374,718 (2016: working capital deficiency of $950,231). Where possible, the Company has been reducing general and administration costs, renegotiating payment terms of its mineral property commitments and trade payables and reviewing its capital expenditure plan and future commitments to identify opportunities to reduce or delay spending and payments.

LIQUIDITY AND CAPITAL RESOURCES (continued)

However, the Company does not generate any revenue from operations and, without further financing, the Company does not have sufficient capital to meet the requirements for its administrative overhead, maintaining its mineral interests and continuing with its exploration program in the following twelve months.

For the foreseeable future, the Company will need to rely on raising capital in the equity markets and/or enter into joint venture agreements to provide working capital and finance mineral property acquisition and exploration activities.

Although the Company has been successful in the past in obtaining financing through the issuance of its securities, there can be no assurance that the Company will be able to obtain adequate financing in the future in light of factors such as the market demand for its securities, the general state of financial markets and other relevant factors. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with a possible loss of some properties and reduction or termination of operations.

DISCLOSURE OF OUTSTANDING SHARE DATA

On November 23, 2016, the Company consolidated its common shares. The consolidation was approved by the shareholders of the Company on November 23, 2016 and was subsequently approved by the TSX-V. The consolidation resulted in each shareholder of the Company receiving one post-consolidation share for every seven pre-consolidation common shares held. The number of shares, warrants and options and earnings per share data presented in this MD&A have all been adjusted retroactively to reflect the impact of this share consolidation.

As of the date of this report, there were 37,290,035 common shares, 29,264,714 share purchase warrants and 2,938,570 stock options outstanding.

FINANCIAL AND OTHER INSTRUMENTS

The Company's financial instruments are exposed to certain financial risks which are discussed in detail in Note 12 of the Company's consolidated financial statements for the year ended March 31, 2017.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements and is not contemplating entering into such arrangements in the foreseeable future.

OTHER MD&A REQUIREMENTS

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

General and administration expenses for the year ended March 31 were as follows:

	2017	2016
	$	$
Consulting fees	140,013	145,796
Exploration and evaluation asset expenditures	214,456	47,681
Interest on short-term loans	30,000	-
Investor relations	83,931	4,895
Office and administration	125,497	83,373
Professional fees	78,110	19,754
Share-based payment expense	11,080	-
Transfer agent, regulatory and filing fees	25,172	21,819
Travel and accommodation	6,421	24,892
	714,680	348,210

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

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

i) Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by Management that may result in a material adjustment to the carrying amounts of assets and liabilities within the next financial year and include, but are not limited to, the following:

Share-based payments

The fair value of share-based payments is subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by Management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

ii) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements include, but are not limited to, the following:

CRITICAL ACCOUNTING POLICIES AND ESTIMATES (continued)

ii) Critical accounting judgments (continued)

Recovery of deferred tax assets

The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its assets and liabilities and applies the tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement.

The going concern assumption

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

Impairment

The assessment of any impairment of exploration and evaluation assets is dependent upon estimates of recoverable amounts that take into account factors such as reserves and economic and market conditions. Judgment is required in assessing the appropriate level of cash generating units to be tested for such impairment.

Decommissioning liabilities

In the event that decommissioning liabilities are required to be recognized, such liabilities would be stated at the fair value of estimated future costs. Such estimates require extensive judgment about the nature, cost and timing of the work to be completed, and may change with future changes to costs, environmental laws and regulations and remediation practices.

A detailed summary of all of the Company's significant accounting policies is included in Note 3 to the consolidated financial statements for the year ended March 31, 2017.

CONTRACTUAL OBLIGATIONS

As a result of the issuance of flow-through units on February 28, 2017, the Company has a commitment to incur $400,000 on qualifying Canadian exploration expenditures on or before December 31, 2018.

DISCLOSURE CONTROLS AND PROCEDURES

The Board of Directors, through its Audit Committee, is responsible for ensuring that management fulfils its responsibilities for financial reporting and internal controls. The Audit Committee meets at least quarterly with management, and at least annually with the external auditors, to review accounting, internal control, financial reporting, and audit matters.

DISCLOSURE CONTROLS AND PROCEDURES (continued)

There have been no significant changes to the Company's internal control over financial reporting that occurred during the period that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

The Audit Committee has established procedures for complaints received regarding accounting, internal controls or auditing matters, and for a confidential, anonymous submission procedure for employees who have concerns regarding questionable accounting or auditing matters.

The Whistleblower policy is in accordance with National Instrument 52-110 Audit Committees, National Policy 58-201 Corporate Governance Guidelines and National Instrument 58-101 Disclosure of Corporate Governance Practices.

Being a venture issuer, the Company is exempt from the certification on Disclosure Controls and Procedures and Internal Control over Financial Reporting. The Company is required to file Form 52-109FV1 for annual reporting and Form 52-109FV2 for interim reporting.

RISKS AND UNCERTAINTIES

The principal business of the Company is the acquisition and exploration of mineral properties. Given the nature of the mining business, the limited extent of the Company's assets and the present stage of development, the following risk factors, among others, should be considered:

Exploration Stage Company

The Company does not hold any known mineral reserves of any kind and does not generate any revenues from production. The Company's success will depend largely upon its ability to locate commercially productive mineral reserves. Mineral exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that exploration efforts will be successful. Success in establishing reserves is a result of a number of factors, including the quality of management, the level of geological and technical expertise, and the quality of property available for exploration.

Once mineralization is discovered, it may take several years in the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable reserves through drilling and bulk sampling, to determine the optimal metallurgical process to extract the metals from the ore and, in the case of new properties, to construct mining and processing facilities. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of resources or reserves.

Operating History and Availability of Financial Resources

The Company does not have an operating history and has no operating revenues and is unlikely to generate any significant amount in the foreseeable future. Hence, it may not have sufficient financial resources to undertake by itself all of its planned mineral property acquisition and exploration activities. Operations will continue to be financed primarily through the issuance of securities.

RISKS AND UNCERTAINTIES (continued)

Operating History and Availability of Financial Resources (continued)

The Company will need to continue its reliance on the issuance of such securities for future financing, which may result in dilution to existing shareholders. Furthermore, the amount of additional funds required may not be available under favorable terms, if at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause the Company to forfeit its interests in some or all of its properties or to reduce or discontinue its operations.

Price Volatility and Lack of Active Market

Securities markets in Canada and elsewhere continue to experience a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for the Company's securities will be subject to such market trends and that the value of such securities may be affected accordingly. If an active market does not develop, the liquidity of the investment may be limited and the market price of such securities may decline below the subscription price.

Competition

The resource industry is intensively competitive in all of its phases, and the Company competes with many other companies possessing much greater financial and technical resources. Competition is particularly intense with respect to the acquisition of desirable undeveloped properties. The principal competitive factors in the acquisition of prospective properties include the staff and data necessary to identify and investigate such properties, and the financial resources necessary to acquire and develop the projects. Competition could adversely affect the Company's ability to acquire suitable prospects for exploration.

Government Regulations and Environmental Risks and Hazards

The Company's conduct is subject to various federal, provincial and state laws, and rules and regulations including environmental legislation. The Company has adopted environmental practices designed to ensure that it continues to comply with environmental regulations currently applicable to it. All of the Company's activities are in compliance in all material respects with applicable environmental legislation.

Environmental hazards may exist on the Company's properties, which may have been caused by previous or existing owners or operators of the properties. The Company is not aware of any existing environmental hazards related to any of its current property interests that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the resource property interests, the potential for production on the property may be diminished or negated.

RISKS AND UNCERTAINTIES (continued)

Dependence on Key Personnel

The Company is dependent on a relatively small number of key directors, officers and senior personnel. Loss of any one of those persons could have an adverse effect on the Company. The Company does not currently maintain "key-man" insurance in respect of any of its management.

Licenses and Permits

The operations of the Company require licenses and permits from various government authorities. The Company believes that it holds all necessary licenses and permits under applicable laws and regulations for work in progress and believes it is presently complying in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to change in various circumstances. There can be no guarantee that the Company will be able to obtain or maintain all necessary licenses and permits that may be required to explore and develop its properties, commence construction or operation of mining facilities or to maintain continued operations that economically justify the cost.

Title to Property

Although the Company has exercised the usual due diligence with respect to title to properties in which it has a material interest, there is no guarantee that title to the properties will not be challenged or impugned. The Company's mineral property interest may be subject to prior unregistered agreements or transfers, aboriginal land claims, government expropriation and title may be affected by undetected defects. In addition, certain mining claims in which the Company has an interest are not recorded in the name of the Company and cannot be recorded until certain steps are taken by other parties.

PROPOSED TRANSACTIONS

Other than on-going plans to raise equity finance, searches for joint venture partners and the normal course review of monthly submittals, there are no other acquisitions or proposed transactions contemplated as at the date of this report.

FORWARD LOOKING STATEMENTS

Some of the statements contained in this MD&A may be deemed "forward-looking statements."

These include estimates and statements that describe the Company's future plans, objectives or goals, and expectations of a stated condition or occurrence. Forward-looking statements may be identified by the use of words such as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties.

FORWARD LOOKING STATEMENTS (continued)

Actual results relating to, among other things, results of exploration, reclamation, capital costs, and the Company's financial condition and prospects, could differ materially from those currently anticipated in such statements for many reasons such as but not limited to; changes in general economic conditions and conditions in the financial markets; changes in demand and prices for the minerals the Company expects to produce; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological and operational difficulties encountered in connection with the Company's activities; and changing foreign exchange rates and other matters discussed in this MD&A.

Readers should not place undue reliance on the Company's forward-looking statements. Further information regarding these and other factors, which may cause results to differ materially from those projected in forward-looking statements, are included in the filings by the Company with securities regulatory authorities.

The Company does not assume any obligation to update or revise any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws, whether as a result of new information, future events or otherwise.

DIRECTORS & OFFICERS

As of the date of this report, the Company had the following directors and officers:

Michael Rowley - Director, President, CEO, Audit Committee member
Garth Kirkham - Director, Chair of Audit Committee
Bill Harris - Director, Audit Committee member
Tim Thiessen – CFO
Constance Norman – Corporate Secretary