

TRANSATLANTIC MINING CORP.
(FORMERLY ARCHEAN STAR RESOURCES INC.)
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MANAGEMENT DISCUSSION AND ANALYSIS

Accompanying the September 30, 2017 Consolidated Interim Financial Statements

This Management Discussion and Analysis (“MD&A”), prepared as of November 29, 2017, should be read in conjunction with the Company’s consolidated interim financial statements and the accompanying notes for the nine months ended September 30, 2017, and related notes thereto, which have been reported in Canadian dollars, and prepared in accordance with International Financial Reporting Standards (“IFRS”).

This discussion relates to the operations of Transatlantic Mining Corp. (formerly Archeon Star Resources Inc. (the “Company”), its wholly owned Australian based subsidiary, Archeon Star Resources Australia Pty Ltd. (“ASA”), and its wholly owned Idaho based subsidiary, Transatlantic Idaho Corp. (“TIC”), and its wholly owned subsidiary, Transatlantic Contracting Corp. (“TCC”) during the period up to the date of this report, being November 29, 2017.

Additional information, including press releases, has been filed electronically through the System for Electronic Document Analysis and Retrieval (“SEDAR”) and is available under the Company’s profile at www.sedar.com.

FORWARD LOOKING INFORMATION

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of management as well as assumptions made by and information currently available to the Company. When used in this document, the words “*anticipate*”, “*believe*”, “*estimate*”, “*expect*” and similar expressions, as they relate to the Company or management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of exploration properties. Such statements reflect the current views of management with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect Management’s analysis only as of the date hereof. Readers should be aware that the Company is under no obligation to publicly release the results of any revision to these forward-looking statements, which may not reflect circumstances, or occurrences of unanticipated events after the date of this document.

CORPORATE OVERVIEW

The Company was amalgamated under the *Business Corporations Act* (British Columbia) by Certificate of Amalgamation dated January 28, 2011.

On January 28, 2011, the Company was amalgamated under a Plan of Arrangement whereby the Gnaweeda Gold Project (“**Gnaweeda Project**”) was spun off from Kent Exploration Inc. (“**Kent**”) (now Bayhorse Silver Inc.), a TSX.V company, as a non-taxable dividend to its shareholders of record on January 25, 2011.

The Company is engaged in the acquisition and exploration of mineral property interests. The Company’s registered and head office is located at Suite 800 - 1199 West Hastings Street, Vancouver, British Columbia, V6E 3T5.

By the Arrangement Agreement (the “Arrangement”) dated March 12, 2010, effectively closing on January 28, 2011, the Company acquired a 100% interest of ASA, an Australian subsidiary of Kent Exploration Inc. (“Kent”) (now Bayhorse Silver Inc.), for the issuance of 15,313,295 common shares at fair value of \$0.15 to Kent’s shareholders on a basis of 4:1. As part of the Arrangement, Kent also agreed to receive 100,000 common shares of the Company to settle ASA’s shareholder loan in the amount of \$164,833.

The transaction has been accounted for using the purchase method of accounting as an acquisition of assets by the Company. The allocation of the purchase price is based on the assets acquired and liabilities assumed measured at the carrying values, which approximated their fair values, at the date of the acquisition.

On July 4, 2014, the Company entered into an agreement with an arm's-length party to dispose of its Gnaweeda property, comprising interests in five tenements in Western Australia. As consideration for the property, the Company received a deposit of AUD \$5,000 and received a further AUD \$495,000 in the nine months ended September 30, 2015. The Company received a further AUD \$500,000 upon establishment of a Joint Ore Reserves Committee-compliant mineral resource of at least 150,000 ounces of gold on the 1st August 2016. The company is further entitled to receive AUD \$250,000 for every consecutive 50,000 ounces of poured gold sourced from the property, capped at 200,000 ounces of poured gold for a total of AUD\$1 million. At December 31, 2014, the Company recognized a receivable of \$516,818 (AUD \$495,000 plus GST of AUD \$50,000) for the payment received after December 31, 2014. The Company realized a loss on sale of the property of \$3,191,290, which includes write off of related receivables of \$23,480 and prepaid expenses of \$8,565.

On December 29, 2014, the Company filed a draft valuation of its Gnaweeda property with the TSX.V with respect to the disposition of the property, and obtained TSX.V approval on March 31, 2015.

During the year ended December 31, 2014 and pursuant to a resolution passed by shareholders, the Company changed its name from Archean Star Resources Inc. to Transatlantic Mining Corp.

The Company’s shares trade on the TSX Venture Exchange (“**TSX.V**”) under the symbol “TCO”.

OVERALL PERFORMANCE / DISCUSSION OF OPERATIONS

The Company's business is the acquisition, financing, and exploration of prospective mineral properties in areas of low political risk, close to support facilities and with ready, all weather access.

The Company has purchased the Alder Mountain (US Grant) Gold Project and title in Madison County in Montana in the USA effective August 28, 2017. It has also met expenditure commitments now to acquire an 80% interest in a Mining Lease on the Monitor Copper Gold Project in the Coeur D'Alene Mining District, Idaho effective December 31 2017.

Monitor Property

On February 5, 2013, as amended on March 12, 2015, the Company entered into an option and joint venture agreement with American Cordillera Mining Corporation ("AMCOR"), and Northern Adventures LLC ("NALLC") whereby it has the right to earn 80% of AMCOR's 100% leasehold interest in a Purchase Option Mining Lease Agreement between AMCOR and NALLC on the Monitor Property, located in Idaho, USA. In order for the Company to earn the 80% interest in the Monitor Property, subject to certain underlying royalties, the Company must:

- (i) pay US\$25,000 in cash (paid);
- (ii) incur property expenditures of US\$2.1 million over three years, of which US\$700,000 has been incurred, an additional US\$700,000 is to be incurred by February 6, 2016 (subsequently incurred) and a further US\$700,000 is to be incurred by February 5, 2017 (completed); and
- (iii) issue 400,000 common shares of the Company in stages, of which 100,000 common shares were issued upon TSXV acceptance (issued with a fair value of \$130,000), 100,000 common shares on the first anniversary (issued with a fair value of \$125,000), 100,000 common shares on the second anniversary (issued with a fair value of \$10,000) and the final 100,000 common shares on the third anniversary (issued with a fair value of \$75,000).

In exchange for the amendment, the Company paid additional consideration of 150,000 common shares (issued at a fair value of \$30,000) and US\$25,000 cash (paid).

The Company shall have the right to exercise a buyout clause and thereby purchase a 100% interest in the Property from NALLC, and thereby terminate the Purchase Option Mining Lease Agreement. Upon exercise of this buy-out option, AMCOR shall be obligated to contribute 20% of the cost of the acquisition of the property.

If the Company exercises the option, AMCOR shall receive a 20% carried interest until such time as the earlier of:

- (i) a NI 43-101 compliant Feasibility Study is done; and
- (ii) the Company has notified AMCOR in writing of its decision to proceed with mining of the property.

At this time, a joint venture shall automatically be deemed to be formed between the Company and AMCOR, where AMCOR will hold a 20% joint venture interest and the Company will hold an 80% joint venture interest in the Monitor claims.

During the year ended December 31, 2014, the Company paid a fine of \$50,641 to the US Department of Agriculture (“USDA”) to resolve a resource damage claim, which was recognized in comprehensive loss.

At September 30, 2017, the Company has a refundable performance bond of \$28,417 (US \$21,164) (December 31, 2016 - \$28,417) for security of drilling activity requirements for the property.

For the year ended December 31 2016 Amcor had agreed to the financial consideration for the 80 % position of \$2.1 M USD being met.

The Company has focused on getting the drill permits ready for new drill programs and metallurgical testing of mineralized rock coming from the St Lawrence and Monitor properties. One possible option for treating mineralized materials is to send it to the US Grant processing facility which has an existing flotation circuit that has been upgraded by Transatlantic in the previous year.

St. Lawrence Property

On June 25, 2015, the Company entered into a Lease Agreement for a parcel of land (the “St. Lawrence Property”) on the Montana/Idaho border. The term of the lease is for 25 years, with an option to renew for a further 25 years.

As consideration, the Company must issue 130,000 common shares of the Company (issued with a fair value \$19,500) and a 1% net smelter returns (“NSR”) royalty from any production from the Monitor Property and St. Lawrence Property.

The Company is obligated to pay an annual maintenance fee of US\$10,000 upon the execution of the Lease Agreement (paid) and upon each anniversary date of the Lease Agreement. The landowner may terminate the Lease Agreement after seven years if the Company has not paid during that period NSR or equivalent cash payments totaling at least US\$150,000.

The landowner may also terminate the lease after three years if the Company has not incurred by that time at least US\$100,000 in expenditures on the St. Lawrence Property.

At September 30, 2017, the Company has a refundable performance bond of \$13,776 (US \$10,260) (December 31, 2016 - \$13,776) for security of drilling activity requirements for the property.

Up to the date of this MD&A, all tenements are in good standing with the relevant statutory bodies.

	September 30, 2017 (\$)
Monitor Project <i>Acquisition Costs</i>	467,394
St. Lawrence Project <i>Acquisition Costs</i>	46,354
Alder Mountain Project <i>Acquisition Costs</i>	2,505,779

Mineral property expenses for the nine months ended September 30, 2017 are as follows:

	For the Nine Months ended September 30, 2017		
	Alder Mountain Project (\$)	Monitor Property (\$)	Total (\$)
Assays and analysis	14,957	-	14,957
Drilling	61,442	-	61,442
Consultants	8,758	-	8,758
Expense reimbursement	(361,204)	(3,124)	(364,328)
Field costs	214,522	-	214,522
Geologists, geophysical contractors, geotechnical recovery	(4,884)	-	(4,884)
Land lease	7,354	-	7,354
Other rentals	55,796	-	55,796
Rent	46,806	-	46,806
Repairs and maintenance	49,194	-	49,194
Salaries and wages	1,373,142	26,966	1,400,108
Supplies	73,840	-	73,840
Utilities	88,475	-	88,475
Travel, accommodation and fuel	62,760	-	62,760
Total	1,690,958	23,842	1,714,800

Gnaweeda Gold Project

The Gnaweeda Project is located 35 kilometers NE of the town of Meekatharra in the Murchison Province of Western Australia. Twenty kilometers to the west, the Meekatharra-Wydege Greenstone Belt hosts several >1 million ounce gold deposits, including the Big Bell, Meekatharra, and Reedy deposits.

Gnaweeda hosts several gold prospects on two contiguous tenements over a 28 kilometer strike length of highly prospective rocks in the Archean-age Gnaweeda Greenstone Belt, including small historic gold workings at Bunarra and several gold prospects discovered by Newcrest Mining in the 1990s. Numerous other targets have been identified from geophysics.

Two new tenements, a 6 square kilometer addition in the north-west of Tenement E51/927 to cover an extension of a geophysical/structural anomaly, and a 6 square kilometer addition on the east side of Tenement E51/926 to cover a geophysical anomaly that extends off that tenement have been added to Gnaweeda.

On November 4, 2009, the Company's subsidiary ASA and Teck Australia Pty Ltd. ("Teck") entered into an option agreement whereby the Company can earn 100% of Teck's 87.07% interest in Chalice Gold Mines Ltd.'s ("Chalice") tenements ("Gnaweeda Gold Project") located in Western Australia.

During the year ended December 31, 2014, the Company completed the property expenditure requirements in order to earn Teck's interest in the Gnaweeda Gold Project.

On July 4, 2014, the Company entered into an agreement with an arm's-length party to dispose of its Gnaweeda property, comprising interests in five tenements in Western Australia. As consideration for the property, the Company received a deposit of AUD \$5,000 and received a further AUD \$495,000 upon closing subsequent to the year end. The Company has received a further AUD \$500,000 upon establishment of a Joint Ore Reserves Committee-compliant mineral resource of at least 150,000 ounces of gold on 1st August 2016. It will be entitled to a further AUD \$250,000 for every consecutive 50,000 ounces of poured gold sourced from the property, capped at 200,000 ounces of poured gold for a total of AUD\$1 million. At December 31, 2014, the Company recognized a receivable of \$516,818 (AUD \$495,000 plus GST of AUD \$50,000) for the payment received after year end. The Company realized a loss on sale of the property of \$3,191,290, which includes write off of related receivables of \$23,480 and prepaid expenses of \$8,565.

On December 29, 2014 the Company filed a draft valuation of its Gnaweeda property with the TSXV with respect to the disposition of the property, and obtained TSXV approval on March 31, 2015.

On August 1, 2016, the Company received \$500,000 AUD from Gnaweeda Sale Agreement pursuant to the sale agreement with Doray Minerals. On July 24, 2016, Doray Minerals announced a maiden JORC resource in excess of 150,000 ounces. Under the sale agreement, this triggered a payment of \$500,000 to Transatlantic.

Ansongo Manganese Project

On December 10, 2013, the Company signed a non-binding term sheet with Tassiga Ltd. ("Tassiga") pursuant to which the Company proposes to initially acquire a 30% ownership in the Ansongo manganese project ("Ansongo Manganese Project"), with a three-year option to acquire up to 70% of the project.

The vendor of the Ansongo Project is a private company in which Gregor Theiser, a previous director of the company, is interested. Accordingly, the transaction was not an arm's-length transaction under TSXV policy.

On December 29, 2014, the Company received a notice of termination with respect to its agreement to acquire an interest in the Ansongo Manganese Project. Under the terms of the agreement, amounts paid of \$582,670 and expenses incurred of \$417,330, for a total of \$1,000,000 plus 10% interest is to be returned to the Company. The Company is currently assessing its position with

respect to the purported termination. As the recovery of the funds is uncertain, the receivable was written-off during the year ended December 31, 2014.

Alder Mountain Project

On January 18, 2016, the Company entered into a Mining Lease and Option to Purchase Agreement to lease the U.S. Grant Mine located in the County of Madison, Montana, for an initial term of 4 months, commencing January 18, 2016 until May 17, 2016. The Company was obligated to pay a non-refundable rent of US\$50,000 prior to the initial term (paid) and may terminate the agreement within 3 days notice.

The Company may extend the initial term for up to an additional 12 months to May 18, 2017 for rent of US\$25,000 per month. Such rent payments will be applied to the purchase price. If after the initial and extension term, the Company has not exercised its option to purchase, the agreement will terminate.

At any time during the initial and extension term, the Company may exercise its option to purchase the U.S. Grant Mine for a purchase price of US\$6,000,000. The purchase price shall be paid in installments, less rent payments noted above, as follows:

- US\$2,000,000 upon closing of the purchase;
- US\$2,000,000 one year after the date of closing of the purchase; and
- US\$2,000,000 two years after the date of closing.

On September 30, 2016, the Company signed a binding agreement with the owners of a neighbouring claim that allows the Company access to recommission the Cornucopia shaft for use in ventilating the deepest reaches of U.S. Grant No. 3 level. In consideration of the right to construct the opening in the Cornucopia shaft and use the shaft for ventilation purposes the Company shall pay the owner the sum of US\$30,000 in two payments of US\$15,000 on or before October 10, 2016 (paid), and \$15,000 on or before October 10, 2017. Provided that the payments are made by the Company, the term of the agreement shall be for three years from October 2016, through October 2019. Upon expiration of the initial term, the parties may renew the contract upon their mutual consent.

On May 4, 2017, the Company has entered into an exclusive agreement to lease and purchase the Kearsage claim group (KCG) in Madison country in the state of Montana. These claims are approximately four miles from the U.S. Grant mine and mill complex currently leased by Transatlantic, and add to the consolidation strategy of the district that Transatlantic is undertaking with a historical estimate stated as 600,000 ounces (no tonnes and grade stated) of gold by previous operators. The Company is not treating the historical estimate as a current mineral resource or reserve until further due diligence, and technical work has been reviewed and undertaken during the due diligence period.

On August 28, 2017, the Company has received exchange approval to close its acquisition of the U.S. grant mine property in Montana. The closing funds in the amount of \$1.65-million (U.S.) were provided by the proceeds of the subscription receipt financing. The remaining payments will be secured by a mortgage on the property in favour of the vendors.

At September 30, 2017, the Company has refundable performance bonds of \$27,202 (US \$20,595) (December 31, 2016 - \$27,202) for security of drilling activity requirements for the property.

Summary of Alder Mountain Project Activities

At the 30th of September, the Company continued the lease agreement until the mine and mill were paid for had engaged in a number of activities on the property until effectively closing out the purchase agreement. The highlights to the core activities include:

- Trial mining and commissioning of plant completed
- Purchase of new mine equipment to establish the portal



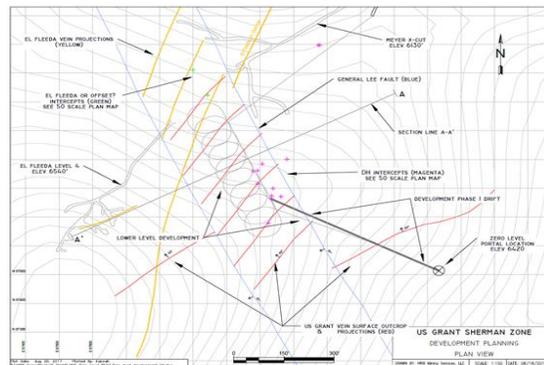
- Update the mine plan on a new area in the mine with a portal

Location

The mine is located in the historical mining district of Virginia City, Montana USA. This is an area with a history of alluvial and underground gold mining and there are still a number of mines operating within the proximity of US Grant ranging from large open pit operations to smaller scale underground operations. The processing facility can become a strategic asset for this region.

Mine development

Transatlantic Mining set up the mining portal to the new discovered mineralization with recently procured mining equipment including a Grader, Dozer, Excavator, Flotation Cells and crusher amongst other mining equipment to be mine ready on commencing a modern decline to the vein.



The mineralized material developed and extracted for the quarter was 1,474 tonnes.

The finalized mineralized material for the trial campaign prior to finalizing the purchase of the US Grant Mine and processing facility had the 44.7 wet metric tonnes of concentrate hauled off to a third-party toll treating facility for final analysis. This brought the aggregate total from the trial mining campaign and processing of 65.1 wet metric tonnes.

Mine Exploration

Drilling under the 4 level was completed with assay results pending. The final drill results to the US Grant Surface diamond drill program were announced in the NI 43-101 report released as at July 28th 2017. The Drill results for all the surface campaign are highlighted below:

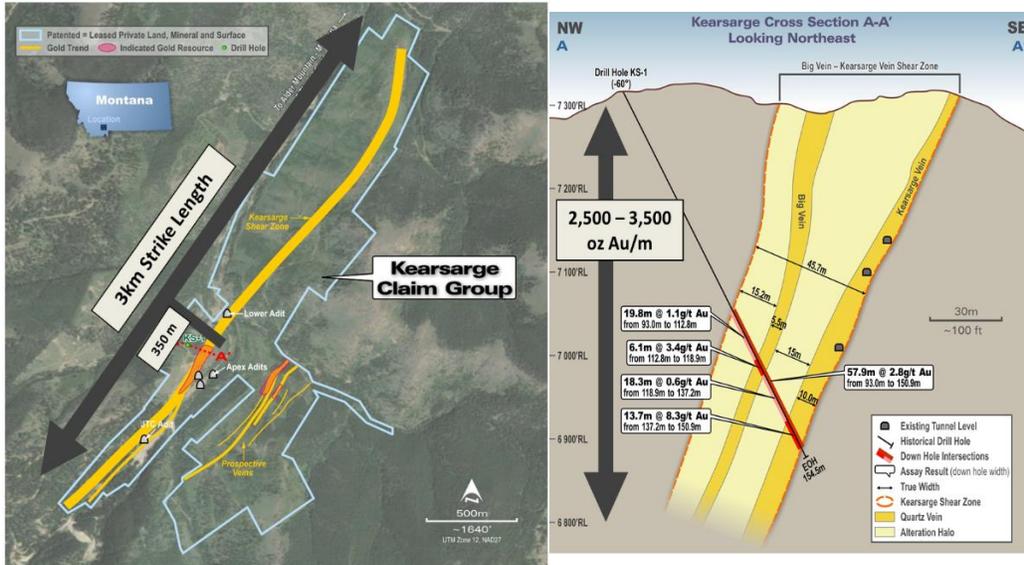
Hole #	from (ft)	to (ft)	true width (ft)	Au opt	Ag opt	Au Eq opt	Au g/t	Ag g/t	Au Eq g/t
SURDH#1	159	167.7	5.9	0.286	5.3	0.357	9.8	181.5	12.24
<i>Includes</i>			4.4						14.2
SURDH#3	122	128	3.5	0.093	1.8	0.116	3.19	60.0	3.99
SURDH#4	198	205	6.7	0.083	3.1	0.124	2.86	105.0	4.24
SURDH#5	201	207.6	6.4	0.172	2.3	0.203	5.9	78.9	7.33
<i>Includes</i>			2.1						16.9
SURDH#6	177.4	186.7	8.9	0.522	3.1	0.564	17.91	106.4	19.35
<i>Includes</i>			2.8						36.8
SURDH#8	191.5	195	3.3	0.195	3.1	0.237	6.68	107.3	8.09
SURDH#9	178.5	187.5	6.8	0.068	2.2	0.097	2.33	76.0	3.33
SURDH#10	268	276.5	6.1	0.133	1.4	0.152	4.55	48.7	5.19
<i>Includes</i>			2.0						10.2
SURDH#12	682 690	683 691	1.0 1.0	0.087 0.368	3.35 13.90	0.131 0.551	2.98 12.62	114.9 476.6	4.50 18.89
SURDH#13	215	221	4.3	0.100	2.35	0.131	3.43	80.57	4.49
SURDH#14	159.7	166.5	6.7	0.152	3.88	0.203	5.21	132.92	6.96
<i>Includes</i>			1.5						21.1

*Equivalent Au (Au Eq) is based on US \$1200/ounce Au, US \$15.80/ounce Ag
Downhole length is represented by 'from-to' followed by the estimate of true width*

Summary of Kearsarge Gold Project

On the 4th of May the Company entered into a due diligence agreement with the Kearsarge Claim Group that contains over 700 acres and 33 claims of private patented land. The project is 8 kilometres from the US Grant Mine and Mill.

The Kearsarge Claim Group has had historical mining (majority between 1864 and 1904) and the pre-2001 stated mineral inventory of 600,000 ounces (no tonnes and grade stated) in a statement as a "Historical Estimate" (Previous Operating Companies and JVs with Kennecott and Hannover ,Annual Report 1995-) . The following diagram highlights the plan and section of a large shear zone with over 61 historical holes reported and 1,000 metres of mine development.



Plan and Section view of the Kearsarge through on hole KSR-1

Mineralisation appears to be open on strike and down dip with limited information seen to date. There is information that supports the mineralisation, but to date no existing detailed technical compiled report has been observed to state the classification prepared to this historical estimate. No new recent estimates have been observed other than the report as stated above. Further work by the Company will be required including reviewing core and sample receipts and potentially diamond drilling twin holes to confirm the historical intersections.

Hole KSR 1 : 13.7 m @ 8.3 g/t Au within a Shear of 45 metres wide at 2.8g/t Au

The Company is not treating the historical estimate as a current mineral resource or reserve and will develop the plan to evaluate the information in the oncoming 8 months. Transatlantic is of the belief that with further evaluation and studies this could be added to Transatlantic's extended future in the district. More information is being gathered and compiled for updates to the technical information

Chris Pfahl is the Qualified Person responsible for having reviewed and approved the technical information contained in this release. Chris is the Principal and Owner of Silver Valley Engineering.

Bay Horse Project

A wholly owned subsidiary of Transatlantic Mining Corporation has been engaged as a mine contractor for the Bayhorse Silver Project. Transatlantic does not hold any equitable interest in the Bayhorse Silver Project but receives management fees for the personnel used to manage the exploration, rehabilitation and mining activities.

SELECTED ANNUAL INFORMATION

	Year Ended December 31, 2016 \$	Year Ended December 31, 2015 \$	Year Ended December 31, 2014 \$
<i>Revenue</i>	-	-	-
<i>General & Administrative and Other Expenses</i>	2,429,637	929,395	5,616,681
<i>Exploration Expenses</i>	4,026,980	1,212,821	179,582
<i>Net loss and Comprehensive Loss</i>	6,456,617	2,142,217	5,796,263
<i>Net Loss per Share – basic and diluted</i>	0.40	0.20	0.70
<i>Total Assets</i>	2,001,058	716,528	836,163

SUMMARY OF QUARTERLY RESULTS

A summary of financial results for the eight most recently completed quarters ending September 30, 2017:

	Revenue (\$)	General & Administrative and Other Expenses (\$)	Exploration Expenses (\$)	Net Loss and Comprehensive Loss (\$)	Loss per Share (\$)
Sep-30-2017	-	271,152	158,766	629,840	0.02
Jun-30-2017	-	302,534	449,563	752,097	0.03
Mar-31-2017	-	242,064	1,106,471	1,348,535	0.06
Dec-31-2016	-	570,917	1,429,629	2,000,546	0.10
Sept-30-2016	-	1,075,377	1,232,160	2,307,537	0.17
Jun-30-2016	-	371,928	777,446	1,149,374	0.10
Mar-31-2016	-	411,415	587,745	999,160	0.10
Dec-31-2016	-	254,301	609,719	864,021	0.10

RESULTS OF OPERATIONS

Nine months ended September 30, 2017

The Company has earned a revenue of \$Nil during the nine months ended September 30, 2017 and 2016. Exploration expenditures of \$1,714,800 were lower by \$882,551 than the \$2,597,351 incurred during the nine months ended September 30, 2016 due to decreased exploration activity.

General and administration expenses during the nine months ended September 30, 2017 totaled \$1,010,170 which were lower by \$1,204,598 than the \$2,214,768 in the same period in 2016. This is mainly due to a decrease in administrative costs of \$32,939, decrease in consulting fees of \$83,661, decrease in management fees of \$214,495, decrease in promotion of \$31,154, decrease in travel of \$156,950, decrease in office costs of \$6,671, decrease in professional fees of \$50,306, decrease in share-based compensation of \$690,544 and decrease in filing fees of \$28,201. Partially offsetting those decreases were increases in amortization of \$90,752 and project investigation costs of \$33.

Three months ended September 30, 2017

The Company has earned a revenue of \$Nil during the three months ended September 30, 2017 and 2016. Exploration expenditures of \$158,766 were lower by \$1,073,394 than the \$1,232,160 incurred during the three months ended September 30, 2016 due to decreased exploration activity.

General and administration expenses during the three months ended September 30, 2017 totaled \$471,074 which were lower by \$1,032,984 than the \$1,504,058 in the same period in 2016. This is mainly due to a decrease in administrative costs of \$30,502, decrease in consulting fees of \$167,443, decrease in management fees of \$39,577, decrease in promotion of \$29,643, decrease in travel of \$49,192, decrease in office costs of \$10,624, decrease in share-based compensation of \$690,544 and decrease in filing fees of \$11,227. Partially offsetting those decreases were increase in professional fees of \$2,639.

LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2017, the Company had working capital deficit of \$3,190,302 compared to a working capital deficit of \$2,241,074 as of the year ended December 31, 2016.

On June 15, 2016, the Company closed its private placement consisting of 2,000,000 units at \$1.00 per unit and received \$2,000,000. Each unit consists of one common share and one share purchase warrant, with each warrant entitling the holder to purchase one additional common share, exercisable at a price of \$1.25 for a period of three years. The Company also issued 42,000 finders' warrants in connection with the placement. The Company allocated a fair value of \$17,903 to the finder's warrants using the Black-Scholes Option Pricing Model with the following assumptions: expected life of 3 years, expected dividend yield of 0%, a risk-free interest rate of 0.5% and an expected volatility of 109%.

On August 1, 2016, the Company received \$500,000 AUD from Gnaweeda Sale Agreement pursuant to the sale agreement with Doray Minerals. On July 24, 2016, Doray Minerals announced a maiden JORC resource in excess of 150,000 ounces. Under the sale agreement, this triggered a payment of \$500,000 to Transatlantic.

On September 16, 2016, the Company issued 100,000 common shares with a fair value of \$75,000 pursuant to the Monitor property agreement.

On October 13, 2016, the Company closed its private placement consisting of 7,940,749 units at \$0.50 per unit for gross proceeds of \$3,970,375. Each unit consists of one common share and one-third share purchase warrant, with each warrant entitling the holder to purchase one additional common share, exercisable at a price of \$1.00 for a period of two years. The Company also paid finders' fees of \$120,890, agreed to issue 80,470 shares with a fair value of \$60,353 (recorded as shares to be issued, and issued subsequently) and granted 168,840 finders' warrants having the same terms and conditions as the warrants comprised in the units. The Company allocated a fair value of \$83,881 to the finder's warrants using the Black-Scholes Option Pricing Model with the following assumptions: expected life of 2 years, expected dividend yield of 0%, a risk-free interest rate of 0.58% and an expected volatility of 148%.

On August 28, 2017, the Company closed the first tranche of financing consisting of 22,000,000 units at \$0.10 per unit for gross proceeds of \$2,200,000. Each unit consists of one common share and one share purchase warrant, with each warrant entitling the holder to purchase one additional common share at a price of \$0.15, exercisable for one year from the date of closing.

During the year ended December 31, 2016, the Company received \$149,340 in share subscriptions toward future private placements.

During the nine months ended September 30, 2017, the Company received \$2,005,691 in share subscriptions toward future private placements.

During the year ended December 31, 2015, the Company issued 250,000 common shares with a fair value of \$40,000 pursuant to the Monitor Property agreement.

During the year ended December 31, 2015, the Company issued 130,000 common shares with fair value of \$19,500 pursuant to the St. Lawrence Property Lease Agreement.

The Company issued a total of 3,200,737 common shares for \$1,930,830 in share subscriptions previously received and \$1,019,907 in subscriptions received during the year ended December 31, 2015. Recorded as a charge to share capital is \$250,000, representing shares issued for proceeds which the Company has not received. In relation to the issuance of common shares, the Company issued 346,061 finder's warrants, exercisable at \$1.00 per warrant until October 5, 2018. The Company allocated a fair value of \$320,782 to the finder's warrants under the Black-Scholes Option Pricing Model with the following assumptions: expected life of 3 years, expected dividend yield of 0%, a risk-free interest rate of 0.52% and an expected volatility of 121.63%.

The Company is in the mineral exploration and development business and is exposed to a number of risks and uncertainties inherent to the mineral resource industry. This activity is capital intensive at all stages and subject to fluctuations in metal prices, market sentiment, currencies, inflation and other risks. The Company currently has no source of material revenue, and relies primarily on equity financings to fund its exploration, development and administrative activities. Material increases or decreases in the Company's liquidity will be substantially determined by the success or failure of its exploration and development activities, as well as its continued ability to raise capital. The current recessionary credit conditions have severely limited the Company's ability to raise financing through its usual methods and if these conditions persist they will materially

decrease the Company's liquidity and capital resources.

The Company's ability to continue as a going concern is dependent on continued financial support from its shareholders, and the ability of the Company to raise equity. While management has been successful in obtaining additional sources of finance in the past, there can be no assurance that it will be able to do so in the future.

RELATED PARTY TRANSACTIONS

The following table summarizes services provided by related parties:

	Nine months ended September 30, 2017	Nine Months Ended September 30, 2016
	(\$)	(\$)
Management (a)	280,000	225,000
Consulting (b)	45,000	270,000
Share-based compensation (c)	-	594,189
	325,000	1,089,189

(a) The Company paid management fees of \$280,000 (2016 - \$180,000) to the CEO and former CO of the Company.

The Company paid management fees of \$Nil (2016 - \$45,000) to directors of the Company.

(b) The Company paid consulting fees of \$45,000 (2016 - \$270,000) to directors of the Company.

(c) During the nine months ended September 30, 2016, the Company granted 1,850,000 incentive stock options to CEO, CFO and directors of the Company.

As of September 30, 2017, \$2,680,475 (December 31, 2016 - \$806,108) is due to related parties for the services above, which is included in accounts payable and accrued liabilities. Amounts due to/from related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, advances made to related parties and accounts payable, accrued liabilities, and loan payable. Cash, advances made to related parties and are classified as loans and receivables, which are measured at amortized cost. Accounts payable, accrued liabilities, and loan payable are designated as other financial liabilities, which are measured at amortized cost.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value, by reference to the reliability of the inputs used to estimate the fair values.

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

As at September 30, 2017, the Company believes that the carrying values of accounts payable, accrued liabilities, and loan payable approximate their fair values because of their nature and relatively short maturity dates or durations.

Industry risk: The Company is engaged primarily in the mineral exploration field and manages related industry risk issues directly. The Company is potentially at risk for environmental reclamation and fluctuations in commodity based market prices associated with resource property interests. Management is of the opinion that the Company addresses environmental risk and compliance in accordance with industry standards and specific project environmental requirements.

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 primary exposure to credit risk is in its cash accounts and its receivables. This risk is managed through the use of a major bank that is a high credit quality financial institution as determined by rating agencies. The Company's receivables relate to sales taxes from the Governments of Canada and Australia and a receivable from HRB. The risk associated with its receivables is minimal.

Currency risk: Currency risk is the risk that the value of financial instruments denominated in foreign currencies will fluctuate due to changes in foreign exchange rates. The Company's functional currency is the Canadian dollar. The Company is exposed to currency exchange rate risk to the extent of its activities in the Australia and in the United States. The Company's currency risk is presently limited to approximately \$67,842 of net exposure denominated in Australian dollars and approximately \$449,173 of net exposure denominated in U.S. dollars. Based on this exposure as at September 30, 2017, a 5% change in the exchange rate would give rise to a change in net loss of \$25,851. Management believes the foreign exchange risk derived from currency conversions from the Australian and U.S. operations is not significant and does not hedge its foreign exchange risk.

Future changes in exchange rates could have a material effect on the Company's business, financial condition and results of operations.

Interest rate risk: Interest rate risk is not significant as the Company's assets and liabilities do not bear any interest.

Liquidity risk: Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Liquidity risk arises through the excess of financial obligations due over available financial assets at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available capital in order to meet its liquidity requirements. Funding risk is the risk that market conditions will impact the Company's ability to raise capital through equity markets under acceptable terms and conditions. Under current market conditions, both liquidity and funding risk are assessed as high.

Capital management: The Company manages its capital structure based on the funds available to the Company, in order to fund its general and administration expenses, support acquisition, maintenance, exploration, and development of mineral properties. The capital structure of the Company consists of equity and debt obligations, net of cash and cash equivalents. The Board of Directors has not established any quantitative return on capital criteria for management, instead relying on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has interests are in the exploration stage and early production development so the Company is dependent on external financing to fund its activities. In order to carry out activities and administration, the Company will spend its existing working capital and raise additional amounts as needed. The Company is not subject to any externally imposed restrictions on capital. There were no changes in the Company's approach to capital management during the period.

SHARE CAPITAL

The Company's authorized share capital consists of an unlimited number of common shares without par value. As of September 30, 2017, the total number of issued and outstanding common shares is 43,516,518 common shares.

Options

As at September 30, 2017 and the date of this report, the following stock options were outstanding and exercisable:

Number	Weighted Average Exercise Price (\$)	Expiry Date	Weighted Average Remaining Contractual Life (in years)
50,000	1.00	December 14, 2017	0.01
2,150,000	1.00	June 22, 2021	3.64
2,200,000	1.00		3.65

Warrants

As at September 30, 2017 and the date of this report, the following warrants were outstanding and exercisable:

Number	Weighted Average Exercise Price (\$)	Expiry Date	Weighted Average Remaining Contractual Life (in years)
346,061	0.30	October 5, 2018	0.01
2,042,000	1.30	June 15, 2019	0.13
22,000,000	0.15	August 28, 2020	2.91
2,646,916	1.00	September 16, 2018	0.09
168,840	1.00	September 16, 2018	0.01
27,203,817	0.33		2.60

CHANGES IN ACCOUNTING POLICIES

Accounting standards issued but not yet effective

Unless otherwise noted, the following revised standards and amendments are effective for the Company for annual periods beginning on or after January 1, 2015 (unless otherwise noted) with earlier application permitted. The Company has not yet assessed the impact of these standards and amendments or determined whether it will early adopt them.

IFRS 9, Financial Instruments, was issued in November 2009 and addresses classification and measurement of financial assets. It replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments. Such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent that they do not clearly represent a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in accumulated comprehensive income indefinitely. Requirements for financial liabilities were added to IFRS 9 in October 2010 and they largely carried forward existing requirements in IAS 39, Financial Instruments – Recognition and Measurement, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss are generally recorded in other comprehensive income. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off balance sheet arrangements.

MANAGEMENT CHANGES

On March 2, 2015, the Company announced that Steve Hodgson has joined the Board of Directors as an independent director. On November 7, 2016, Steve Hodgson resigned as an independent director.

On January 22, 2016, the Company announced that Michael Hulmes has joined the Board of Directors.

On November 7, 2016, the Company announced the appointment of Ray Parry to the Board of Directors as an independent director.

On January 20, 2017, Rob Tindall resigned as director and Chief Executive Officer of the Company.

SUBSEQUENT EVENTS

On November 2, 2017, the Company released the final results for the trial concentrate obtained from testwork on a bulk sample mined from the U.S. Grant mine. This was part of a program to evaluate the amenability of the processing facilities at the U.S. Grant mine. This testwork, in conjunction with the process plant commissioning, supports the case for additional mining (1). Updates to the trial mining, exploration and construction activities are presented herein.

Highlights:

- The final tonnes and grade shipped for trial processing of 56.1 dry metric tonnes;
- Trial mining on the fourth level with exploration drilling targeting the vein position below this level;
- The construction of the new Sherman decline portal, which has been located, to access a new and unmined vein offset from the U.S. Grant vein with the recently purchased equipment.

Final project-to-date trial concentrate sales:

- A total of 56.1 dry metric tonnes (dmt) shipped for processing:
 - 109.2 grams per tonne gold (3.52 ounces per tonne);
 - 3,632 grams per tonne silver (116.8 ounces per tonne);
 - Concentrate NSR of \$5,877 (U.S.) per dry metric tonne, after shipping and processing costs;
 - The last 21.8 tonnes of concentrate, processed from fourth level vein material, were of a higher grade, with a value ranging from \$6,500 to \$8,000 NSR per tonne.

Update on trial mining on and below the historical U.S. Grant No. 3 level

The mining of a bulk sample from below the existing U.S. Grant third level has concluded. This exploration has confirmed the continuation of gold/silver-bearing sulphide mineralization below any previous mining at the property. The vein at this depth appears consistent with what has been mined from the third level to surface, and also indicates that the veins at the mine, and in the surrounding district, continue to a greater depth than previously tested. This is further supported by the mapping of sulphides in the floor of the fourth level. All bulk sample material has been processed to date. Further mining will occur in the future after development to the area drilled and reported in January, 2017, has been completed. It is with the intention of starting this development that the Sherman decline portal has now been established.

Highlights from the mining of the bulk sample include:

- 156 metres (522 feet) of ramp access development completed to access the bulk sample target;

- Development of fourth level with 106 metres (355 feet) on vein;
- A total of 6,260 tonnes (6,900 short tons) of mineralized material developed;
- The total mineralized material mined and hauled for mill commissioning feed was 3,356 metric tonnes (3,700 short tons);
- Mill head grade samples from this feed assayed 2.4 grams per tonne gold (0.07 ounce per short ton) and 126.8 grams per tonne silver (3.7 ounces per short ton). An estimated 2,903 metric tonnes (3,200 short tons) remain unmined from the area developed and bulk sampled on the fourth level.

Update on exploration drilling

A short underground drill program has been completed from the fourth level of the U.S. Grant mine. To date, 270 metres (890 feet) have been drilled along the strike and downdip of the U.S. Grant vein from the fourth level to confirm the continuation of gold- and silver-bearing sulphides. The core from this drilling is currently being prepared for analysis. Visual inspection of the core indicates continued vein and sulphide continuing below the lowest point in the mine.

Sample results from the phase 1 surface drill program (conducted in fourth quarter 2016) (2) have been received from American Analytical Services. Results confirm continued quality of vein, mineralization and grade for the newly discovered strike extension of the U.S. Grant vein known as the Sherman offset. The drilling to date has delineated a 300-foot strike extension of the vein over an on-dip vertical extent of 780 feet (the Sherman offset), from its surface outcrop to the third-level elevation. Surface mapping of the area to the east of this drilling shows a potential for an additional 400 feet of strike extension. Further drilling has been planned for this area.

Sherman portal development

Development of a new underground mining access, the Sherman decline, has commenced. This is being undertaken with company's own heavy equipment and contract labour. The Sherman decline will be utilized to access the newly drilled and as yet unmined Sherman vein, an offset and extension of the U.S. Grant vein. The decline will be driven rapidly with modern trackless gear to enable subsequent development of the Sherman vein to obtain a bulk sample. The portal development is complete, 165 metres (540 feet) of a 3.6-metre-by-3.6-metre (12 feet by 12 feet) ramp is planned to access the first sublevel of the vein mineralization. After the secondary escapeway and initial vein exploration are completed, the mining of this mineralized zone will continue to the extent of the current drilling.

Kearsarge due diligence

The Kearsarge gold project exclusive due diligence period is now secured to the end of December, 2017, with historical drill hole data information now being collated and compiled. Further results will be updated during the quarter.