



(the “Company”)

INTERIM MANAGEMENT’S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS

For the Nine Months Ended September 30, 2017

General

This interim Management’s Discussion and Analysis (“Interim MD&A”) supplements, but does not form part of, the unaudited condensed interim financial statements of the Company for the nine months ended September 30, 2017. The following information, prepared as of November 23, 2017, should be read in conjunction with the Company’s unaudited condensed interim financial statements for nine months ended September 30, 2017 and the related notes contained therein. The Company reports its financial position, results of operations and cash flows in accordance with International Financial Reporting Standards (“IFRS”). In addition, the following should be read in conjunction with the Financial Statements of the Company for the year ended December 31, 2016 and the related MD&A. All amounts are expressed in Canadian dollars unless otherwise indicated. The September 30, 2017 financial statements have not been reviewed by the Company’s auditors.

Additional information relevant to the Company’s activities can be found on SEDAR at (www.sedar.com).

Forward-looking Information

This Interim MD&A contains certain statements which constitute forward-looking information within the meaning of applicable Canadian securities legislation (“Forward-looking Statements”). All statements included herein, other than statements of historical fact, are Forward-looking Statements and are subject to a variety of known and unknown risks and uncertainties which could cause actual events or results to differ materially from those reflected in the Forward-looking Statements. The Forward-looking Statements in this Interim MD&A include, without limitation, statements relating to the Company’s plans for exploration of its properties; the sufficiency of the Company’s cash position; and its ability to raise equity capital or access debt facilities. Often, but not always, these Forward-looking Statements can be identified by the use of words such as “anticipates”, “believes”, “plans”, “estimates”, “expects”, “forecasts”, “scheduled”, “targets”, “possible”, “strategy”, “potential”, “intends”, “advance”, “goal”, “objective”, “projects”, “budget”, “calculates” or statements that events, “will”, “may”, “could” or “should” occur or be achieved and similar expressions, including negative variations.

Forward-looking Statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any results, performance or achievements expressed or implied by the Forward-looking Statements. Such uncertainties and factors include, among others:

- risks associated with mineral exploration;
- fluctuations in commodity prices, foreign exchange rates, and interest rates;
- credit and liquidity risks;
- changes in national and local government legislation, taxation, controls, regulations and political or economic developments in countries in which the Company does or may carry on business;
- reliance on key personnel;
- property title matters and local community relationships;
- risks associated with potential legal claims generally or with respect to environmental matters;

- dilution from further equity financing;
- competition; and
- uncertainties relating to general economic conditions;

as well as those factors referred to in the “Risks and Uncertainties” section in this Interim MD&A.

Forward-looking Statements contained in this Interim MD&A are based on the assumptions, beliefs, expectations and opinions of management, including but not limited to:

- all required third party contractual, regulatory and governmental approvals will be obtained for the exploration and development of the Company’s properties;
- there being no significant disruptions affecting operations, whether relating to labor, supply, power, damage to equipment or other matters;
- exploration activities proceeding on a basis consistent with the Company’s current expectations;
- expected trends and specific assumptions regarding commodity prices and currency exchange rates; and
- prices for and availability of fuel, electricity, equipment and other key supplies remaining consistent with current levels.

These Forward-looking Statements are made as of the date hereof and the Company disclaims any obligation to update any Forward-looking Statements, whether as a result of new information, future events or results or otherwise, except as required by law. There can be no assurance that Forward-looking Statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, investors should not place undue reliance on Forward-looking Statements.

Business of the Company

The Company is a Vancouver-based mineral exploration company engaged in the acquisition and exploration of precious and base metals properties. Management is actively seeking prospective projects for possible acquisition, to add to the Company’s Yukon property portfolio described below.

Rivier Property

The Company held a 100% interest in the Rivier Property partly by staking and partly under an option agreement. Voyager Gold Corp. (“Voyager”), a private BC company, had the option to acquire from the Company a 60% interest in the Property, and Voyager has to date issued to the Company 200,000 common shares in its capital stock. The Company’s option agreements with the property owner and with Voyager were terminated subsequent to September 30, 2017 and before the next scheduled share payment dates. As a result, the Property has been reduced to 16 claims that are 100% owned by the Company.

The Rivier claims are located 90 kilometres southeast of Ross River, Yukon and cover an ultramafic body shedding anomalous gold values from its margin into stream sediments and soil. In 2011, Voyager completed a program of geological mapping and geochemical sampling followed by an airborne geophysical (magnetic and radiometrics) survey. Two zones of anomalous gold in soil, ranging from background to over 2,000 ppb Au, were identified. In 2012 Voyager intended to explore with an initial program of trenching and 500 metres of diamond drilling exploration but poor market conditions precluded financing arrangements.

In 2013, Voyager carried out a short program of geological mapping and geochemical soil, stream sediment and rock sampling (139, 8 and 37 samples respectively). Geochemical results included a number of anomalous values for gold in soil (>27 ppb gold) extending the known anomalies but not closing them off. The report recommended detailed geological mapping, additional soil geochemistry to close off the gold anomalies, geophysics (HLEM and or IP) and, instead of trenching the flanks of the listwanitized ultramafic, to use a ‘geoprobe’ bedrock sampling tool to test for gold in bedrock.

The remaining Rivier claims are in good standing until 2022 and the Company is reassessing its plans for this property.

Other Properties

Scarlet Property, Rackla Belt Area

The Company currently owns 550 claims in the Rackla Belt area, Yukon, of which 230 claims comprise the Scarlet East property and 320 claims comprise the Scarlet West property.

Scarlet East

The Scarlet East property covers what is believed to be the eastern extension of the belt of rocks that host ATAC Resources' Osiris and Conrad discoveries located northeast of Keno City, Yukon.

Mineralization in the Rackla belt shares many of the characteristics of Carlin-type gold deposits, including similar alteration assemblages and association with the low-temperature arsenic sulphides, realgar and orpiment. In the eastern part of the belt, host rocks are two 150-to-250-metre-thick limestone debris flow and turbidite units, referred to by ATAC Resources as the Osiris and Isis horizons. Regional and detailed mapping over the Scarlet East property has identified similar carbonate stratigraphy and fold patterns.

From 2012 to 2014, Strategic Metals Ltd. ("Strategic") had an option to acquire an interest in the Scarlet East claim block. Strategic conducted a detailed prospecting and geological mapping program along with geochemical soil sampling. Geochemical results identified an irregularly shaped, approximately north-north-westerly trending gold-arsenic-mercury-antimony in soil anomaly over an area of about 2,000 by 700 metres in the eastern part of the property. Additional work was recommended; however in late 2014, Strategic terminated its option.

The Scarlet East claims are in good standing until 2023 but no work is planned on the property by the Company at the present time.

Scarlet West

The Scarlet West property covers lead - zinc carbonate hosted mineralization exposed at several outcropping showings. The claims are in good standing until 2018 or later but no additional work is planned for the Scarlet West property at the present time.

Sixty Mile Property

The 100% owned Sixty Mile Property consists of 508 claims (approximately 10,600 hectares / 26,190 acres) which cover portions of the headwaters and drainage areas of the prolific Sixty Mile Gold Camp of the Yukon Territory which reportedly produced over 500,000 ounces of gold from the creeks that drain the Company's holdings. The claims are in good standing until 2018 or later. No exploration work is currently planned for this property.

Face Property

The Face property consists of 49 claims located in western Yukon, 45 kilometres due east of Eagle, Alaska.

Work by the Company in 2013 consisted of soil and rock sampling, prospecting and reconnaissance geological mapping over previously identified gold and silver anomalies. Although the sampling was hindered by overburden and permafrost, geochemical soil sample results identified an irregular shaped area anomalous in silver (>10 ppm Ag and up to 88 ppm Ag) located over an area of approximately one square kilometre. The silver anomaly is accompanied by anomalous zinc values (>500 ppm to 6,000 ppm Zn) and is underlain by black shale, likely belonging to the Road River Group. Rock samples of the black shale contained similar values for silver and zinc. No significant gold values from the soil or rock samples were obtained.

No exploration work is currently planned for this property. The claims covering the silver anomaly are in good standing until April 2019.

Qualified Person: Roger Hulstein, B.Sc., P.Geo., a member of the Association of Professional Engineers and Geoscientists of British Columbia, is the Company's Qualified Person as defined by National Instrument 43-101, and is responsible for the accuracy of the technical information in this Interim MD&A.

Quarterly Information

The following table provides quarterly information for the eight fiscal quarters ended September 30, 2017:

Quarter Ended	Sep. 30, 2017 (\$)	Jun. 30, 2017 (\$)	Mar. 31, 2017 (\$)	Dec. 31, 2016 (\$)	Sep. 30, 2016 (\$)	Jun. 30, 2016 (\$)	Mar. 31, 2016 (\$)	Dec. 31, 2015 (\$)
Exploration expenditures	-	-	-	260	-	-	-	-
General and administrative expenses	26,774	24,773	31,219	46,734	26,442	29,211	38,867	66,557
Net loss	26,774	24,773	31,219	124,018	26,442	29,961	38,867	67,307
Basic and diluted loss per share	0.00	0.00	0.00	0.01	0.00	0.00	0.00	0.01

The net loss for the quarter ended December 31, 2016 is higher than most other quarters due to a write-down in that quarter of \$77,024 on exploration and evaluation assets. Any exploration expenditures for the past eight quarters have consisted of care and maintenance activities.

Results of Operations

Quarter ended September 30, 2017

The quarter ended September 30, 2017 had a net loss of \$26,774, compared to a net loss of \$26,442 for the quarter ended September 30, 2016. The net losses for both the current and comparative quarters consisted of general and administrative expenses. There were no exploration expenditures in either quarter.

Most notable decreases in general and administrative expenses for the current quarter were in salaries and benefits and in office and administration. These costs were lower due to the Company's portion of shared personnel and administrative costs decreasing during the current quarter. The shareholder communications expense for the current quarter was higher than the comparative quarter due to the timing of the Company's annual general meeting.

Nine months ended September 30, 2017

The net loss for the nine month period ended September 30, 2017 was \$82,766 compared to \$95,270 for the nine month period ended September 30, 2016, a decrease of \$12,504. As in the quarterly comparison, there were no exploration expenditures during the current and comparative periods.

General and administrative expenses for the nine month period ended September 30, 2017 totalled \$82,766 compared to \$94,520 for the nine month period ended September 30, 2016, a decrease of \$11,754. As in the quarterly comparison and for the same reasons, the most notable differences in general and administrative costs were decreases in salaries and benefits and office and administration costs and an increase in shareholder communications costs.

Liquidity and Capital Resources

The Company is in the exploration stage and therefore has no cash flow from operations. The Company does not have any commitments and as of the date of this report, it no longer has option agreements relating to the Rivier property that had cash and share payments scheduled to be paid and received.

As at September 30, 2017, current assets were \$33,394 of which \$21,576 was cash and \$10,501 was the fair value of available-for-sale investments. Current liabilities were \$187,013, resulting in a working capital deficiency of \$153,619. The current liabilities balance includes \$185,314 that has been accrued over several periods and owing to related parties. The Company's last private placement to raise funds was in 2015 for \$250,000. Issued in this private placement were 5,000,000 share purchase warrants with an exercise price of \$0.05 per share, of which 350,000 were exercised during the nine month period ended September 30, 2017, for proceeds to the Company of \$17,500. Subsequent to September 30, 2017, the Company received additional proceeds of \$232,500 upon the exercise of the remaining 4,650,000 share purchase warrants. Current funds continue to be used for care and maintenance activities on the Company's properties and for general working capital purposes.

The Company has primarily funded its operations through the issuance of equity financing. The Company does not expect its capital resources to be sufficient to cover its corporate operating costs and future exploration expenditures through the next twelve months. As such, the Company will seek to raise additional capital and believes it will be

able to do so, but recognizes the uncertainty attached thereto. Actual funding requirements may vary from those planned due to a number of factors, including the progress of property acquisition and exploration activity.

Related Party Transactions

There were no significant related party transactions during the period. See Note 11 of the condensed interim financial statements for the period ended September 30, 2017 for details of related party transactions which occurred in the normal course of business.

Other Data

Additional information related to the Company is available for viewing at www.sedar.com.

Share Position and Outstanding Options

As at November 23, 2017, the Company had 20,098,858 common shares issued and outstanding and the following incentive stock options are currently outstanding:

<u>No. of options</u>	<u>Exercise price</u>	<u>Expiry date</u>
245,000	\$0.75	July 19, 2022

Risks and Uncertainties

Mineral Property Exploration and Mining Risks

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, none of the Company's properties has a known commercial ore deposit. The main operating risks include: securing adequate funding to maintain and advance exploration properties; ensuring ownership of and access to mineral properties by confirmation that option agreements, claims and leases are in good standing; and obtaining permits for drilling and other exploration activities.

Joint Venture Funding Risk

The Company's strategy includes seeking partners through joint ventures to fund exploration and project development. The main risk of this strategy is that funding partners may not be able to raise sufficient capital in order to satisfy exploration and other expenditure terms in a particular joint venture agreement. As a result, exploration and development of one or more of the Company's property interests may be delayed depending on whether the Company can find another partner or has enough capital resources to fund the exploration and development on its own.

Commodity Price Risk

The Company is exposed to commodity price risk. Declines in the market price of gold, base metals and other minerals may adversely affect the Company's ability to raise capital or attract joint venture partners in order to fund its ongoing operations. Commodity price declines could also reduce the amount the Company would receive on the disposition of one of its mineral properties to a third party.

Financing and Share Price Fluctuation Risks

The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects. Further exploration and development of one or more of the Company's projects may be dependent upon the Company's ability to obtain financing through equity or debt financing or other means. Failure to obtain this financing could result in delay or indefinite postponement of further exploration and development of its projects which could result in the loss of one or more of its properties.

Securities markets have at times in the past experienced a high degree of price and volume volatility, and the market price of securities of many companies, particularly those considered to be exploration stage companies such as the Company, have experienced wide fluctuations in share prices which have not necessarily been related to their operating performance, underlying asset values or prospects. There can be no assurance that these kinds of share price fluctuations will not occur in the future, and if they do occur, how severe the impact may be on the Company's ability to raise additional funds through equity issues.

Political and Regulatory Risks

The Company is currently operating in Canada which has a stable political and regulatory environment. However, changing political aspects may affect the regulatory environment in which the Company operates.

Insured and Uninsured Risks

In the course of exploration, development and production of mineral properties, the Company is subject to a number of hazards and risks in general, including adverse environmental conditions, operational accidents, labor disputes, unusual or unexpected geological conditions, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods, and earthquakes. Such occurrences could result in damage to the Company's properties or facilities and equipment, personal injury or death, environmental damage to properties of the Company or others, delays, monetary losses and possible legal liability.

Although the Company may maintain insurance to protect against certain risks in such amounts as it considers reasonable, its insurance may not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate future profitability and result in increased costs, have a material adverse effect on the Company's results and a decline in the value of the securities of the Company.

Environmental and Social Risks

The activities of the Company are subject to environmental regulations issued and enforced by government agencies. Environmental legislation is evolving in a manner that will require stricter standards and enforcement and involve increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on properties in which the Company holds interests which are unknown to the Company at present. Social risks are considered low in Canada, the principal country of operation of the Company, but a change in social expectations could add new layers of risk to the viability of exploration and development properties.

Competition

The Company will compete with many companies and individuals that have substantially greater financial and technical resources than the Company for the acquisition and development of its projects as well as for the recruitment and retention of qualified employees.