

The following interim Management Discussion & Analysis ("Interim MD&A") of Oriana Resources Corporation ("Oriana" or the "Company") for the three and six months ended December 31, 2016 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last management discussion & analysis, being the Management Discussion & Analysis ("Annual MD&A") for the fiscal year ended June 30, 2016. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – *Continuous Disclosure Obligations*. This discussion should be read in conjunction with the Company's Annual MD&A, audited annual consolidated financial statements for the years ended June 30, 2016, and June 30, 2015, together with the notes thereto, and unaudited condensed interim consolidated financial statements for the three and six months ended December 31, 2016, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, they do not include all information required for full annual financial statements required by IFRS. Information contained herein is presented as of February 28, 2017, unless otherwise indicated.

For the purposes of preparing this Interim MD&A, management, in conjunction with the Board of Directors (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Oriana's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Information about the Company and its operations can be obtained from the offices of the Company or from www.sedar.com.

Description of Business

Oriana was incorporated under the Business Corporations Act (British Columbia) on June 9, 2011. The Company is listed as a capital pool company ("CPC"), on the TSX Venture Exchange (the "Exchange"). The common shares of the Company were listed for trading on the Exchange on October 3, 2012 and commenced trading at the opening of trading on October 4, 2012 under the symbol OUP.P.

Pursuant to the CPC Policy, the Company was required to complete a Qualifying Transaction by January 5, 2015, subject to the approval of the Exchange, or receive the approval of its shareholders to transfer its listing to NEX board of the Exchange ("NEX"). On December 12, 2014, the Company obtained the necessary shareholder approval to transfer its listing to NEX and cancel 3,500,000 Seed Shares (as defined by the policies of the Exchange) held by non-arm's length parties to Oriana. These shares were previously held in escrow and were cancelled in accordance with section 11.2(ii) of the CPC Policy on December 18, 2014.

On December 23, 2014, the Company announced that it had applied for a transfer of its listing to the NEX. The Exchange accepted Oriana's application for a transfer to NEX where it will remain suspended as it pursues its Qualifying Transaction. The trading symbol for Oriana changed from OUP.P to OUP.H.

As at December 31, 2016, the Company had no business operations. As a CPC, the Company's business objective will be to identify and evaluate assets or businesses with a view to potential acquisition or participation by completing a Qualifying Transaction (as defined in Exchange Policy 2.4) subject, in certain cases, to shareholder approval and acceptance by the Exchange. The Company has neither a history of earnings nor has it paid any dividends and it is unlikely to pay dividends or enjoy earnings in the immediate or foreseeable future. There is no assurance that the Company will identify and successfully acquire businesses or assets that will produce a profit. Moreover, if a potential business or asset is identified which warrants acquisition or participation, additional funds may be required to complete the acquisition or participation and the Company may not be able to obtain such financing on terms which are satisfactory to the Company.

Operational Highlights

On July 22, 2015, the Company entered into a letter of intent (the "LOI") for a business combination with Graphene Lighting PLC, a corporation existing under the laws of England and Wales, that would result in reverse take-over of Oriana on the Exchange. The transaction was intended to constitute Oriana's qualifying transaction under the policies of the Exchange (the "Qualifying Transaction"). On August 22, 2016, the Company announced that it will no longer be proceeding with the Transaction with Graphene Lighting PLC.

Financial Highlights

Financial Performance

Oriana's net loss totaled \$9,026 for the three months ended December 31, 2016, with basic and diluted loss per share of \$0.00. This compares with a net loss of \$20,343 with basic and diluted loss per share of \$0.01 for the three months ended December 31, 2015.

Net loss for the three months ended December 31, 2016 related to professional fees of \$3,631 (three months ended December 31, 2015 - \$29,033) and general and administrative of \$5,395 (three months ended December 31, 2015 - \$5,628).

The decrease in professional fees of \$19,774 is primarily as a result of less legal expenses incurred in the three months ended December 31, 2016 comparing to 2015.

Liquidity and Capital Resources

The Company reported working capital as at December 31, 2016 of \$153,369 (June 30, 2016 - \$173,712) and cash of \$301,815 (June 30, 2016 - \$328,844).

The Company funds its activities through equity financing. As of December 31, 2016, the Company raised approximately \$500,000 in initial seed financing through the issuance of common shares in the fiscal year ended June 30, 2012 and \$300,000 through its IPO in the year ended June 30, 2013 to fund its operations, which at this time principally consists of identifying and completing a Qualifying Transaction.

The cash on hand as at December 31, 2016 is expected to be sufficient to meet the Company's liquidity requirements until a Qualifying Transaction is completed; however, upon completion of the Qualifying Transaction additional capital may be necessary.

The Company has no credit facilities with financial institutions. Accordingly its financial instruments consist of cash, amounts receivable and accounts payable and accrued liabilities. Unless otherwise

noted, the Company does not expect to be exposed to significant interest, currency or credit risks arising from these financial instruments. The Company estimates that the fair value of these financial instruments approximates their carrying values because of their short term nature.

At this time, the Company is not anticipating an ongoing profit from operations, therefore it will rely on its ability to obtain equity or debt financing for growth. The Company may need additional capital, and may raise additional funds should its Board deem it advisable.

Cash Restriction

Pursuant to policy 2.4 of the Exchange, the proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company not related to the identification and evaluation of a Qualifying Transaction. As of December 31, 2016, the Company has not exceeded this limit.

Related Party Transactions

Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

There were no related party transactions during the periods ended December 31, 2016 and 2015.

Disclosure of Significant Shareholders

To the Company's knowledge, as at December 31, 2016, significant shareholders of the Company (defined as those holding greater than 10%) include: the Lending Place, an investor in the Company - 1,550,000 common shares or approximately 16.3% of the total common shares outstanding and Varshney Capital Corp, an investor in the Company - 1,000,000 common shares or approximately 10.5% of the total common shares outstanding. Directors controlling less than 10% hold in aggregate 1,900,000 or 20% of the total common shares outstanding.

To the knowledge of directors and officers of the Company, the remainder of the Company's outstanding common shares are widely held.

Risks and Uncertainties

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risks and Uncertainties" in the Company's Annual MD&A for the fiscal year ended June 30, 2016, available on SEDAR at www.sedar.com.

Potential Dilution

The issue of common shares of the Company upon the exercise of the options will dilute the ownership interest of the Company's current shareholders. The Company may also issue additional option and warrants or additional common shares from time to time in the future. If it does so, the ownership interest of the Company's then current shareholders could also be diluted.

Management's Responsibility for Financial Information

The Company's unaudited condensed interim consolidated financial statements are the responsibility of the Company's management, and have been approved by the Board of Directors. The unaudited condensed interim consolidated financial statements were prepared by the Company's management in accordance with Canadian generally accepted accounting principles. The unaudited condensed interim consolidated financial statements include certain amounts based on the use of estimates and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the unaudited condensed interim consolidated financial statements are presented fairly in all material respects.

Disclosure of Outstanding Share Data

The Company's shares trade on the Exchange under the symbol "OUP-H" and are currently halted, pending completion of the Qualifying Transaction. The Company is authorized to issue an unlimited number of common shares without par value. As at the date of this Interim MD&A, there were 9,500,000 common shares issued and outstanding and 1,100,000 stock options outstanding with a weighted average exercise price of \$0.10 expiring in 2017.

Forward-Looking Statements

Except for the historical statements contained herein, this Interim MD&A presents "forward-looking statements" within the meaning of Canadian securities legislation that involve inherent risks and uncertainties. Forward-looking statements include, but are not limited to, statements with respect to the future price of gold and other minerals and metals, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, currency exchange rate fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "proposed" "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to international operations, risks related to the integration of acquisitions; risks related to joint venture operations; actual results of current exploration activities; actual results of current or future reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of gold and other minerals and metals; possible variations in ore reserves, resources, grade or recovery rates; failure of equipment or processes to operate as

anticipated; accidents, labour disputes and other risks of the mining industry; and delays in obtaining governmental approvals or financing or in the completion of development or construction activities. Although the management and officers of the Company believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions and have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.

Selected forward-looking statements, assumptions, and risk factors are as follows:

Forward-looking statements	Assumptions	Risk factors
The Company is working towards completing a Qualifying transaction.	The Company expects to identify an asset or business to acquire and close a Qualifying Transaction, on terms favourable to the Company.	The Company's inability to identify an asset or business to acquire, the Company's inability to satisfy all of the conditions precedent (due diligence, shareholder and regulatory approval, financing) to close a Qualifying Transaction, half the Company's seed common shares being cancelled and transferred to the NEX trading board of the Exchange.
The Company's ability to meet its working capital needs at the current level for the twelve-month period ending December 31, 2017.	The operating activities of the Company for the twelve-month period ending December 31, 2017, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Company.	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; regulatory compliance and changes in regulatory compliance and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions.

Additional Information

Additional information relating to the Company is available on the SEDAR website www.sedar.com.