



**REDSTAR GOLD CORP.  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE YEAR ENDED MARCH 31, 2017**

## **INTRODUCTION**

This is Management's Discussion and Analysis ("MD&A") for Redstar Gold Corp. ("Redstar" or the "Company") and has been prepared based on information known to management as of July 27, 2017. This MD&A is intended to help the reader understand the consolidated financial statements of Redstar.

The following information should be read in conjunction with the audited consolidated financial statements as at March 31, 2017 and 2016 and the related notes thereto, prepared in accordance with International Financial Reporting Standards ("IFRS"). The MD&A provides a review of the performance of the Company for the year ended March 31, 2017. Additional information relating to the Company can be found on SEDAR [www.sedar.com](http://www.sedar.com).

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management also ensures that information used internally or disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable.

The Company's board of directors follows recommended corporate-governance guidelines for public companies to ensure transparency and accountability to shareholders. The board's audit committee meets with management regularly to review the consolidated financial statements, including the MD&A, and to discuss other financial, operating and internal-control matters.

All currency amounts are expressed in Canadian dollars unless otherwise noted.

## **FORWARD LOOKING STATEMENTS**

Certain statements contained in the following MD&A and elsewhere constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth in the Company's filings and herein. Additional information regarding the Company, including copies of the Company's continuous disclosure materials is available through the SEDAR website at [www.sedar.com](http://www.sedar.com).



The table below sets forth the significant forward-looking information included in this MD&A:

Forward-Looking Information	Key Assumptions	Most Relevant Risk Factors
Future funding for ongoing operations.	The Company will be able to raise these funds.	The Company has disclosed that this may be difficult and failure to raise these funds will materially impact the Company's ability to continue as a going concern.
Continued exploration of mineral properties.	The exploration and drilling will reveal mineral resources increasing the value of the properties.	There is no certainty that the exploration projects will result in an increase in the existing resource.

#### **ADDITIONAL INFORMATION**

Financial statements, MD&A's and additional information relevant to the Company and the Company's activities can be found on SEDAR at [www.sedar.com](http://www.sedar.com), and/or on the Company's website at [www.redstargold.com](http://www.redstargold.com).



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## **1. Background**

Redstar Gold Corp. (the “Company” or “Redstar”) is engaged in the acquisition, exploration, and development of mineral properties in North America. The Company is incorporated and domiciled in Canada under the Business Corporations Act (British Columbia), and its registered office is Suite 1710, 1177 West Hastings Street, Vancouver, BC, V6E 2L3.

The Company is listed on the TSX Venture Exchange under the symbol “RGC”.

## **2. Overview**

### **2(a) Company Mission and Focus**

The Company is focused on High-Grade Gold Projects in the Americas with low geo-political risk, and currently advancing the Unga Gold Project in Alaska, USA.

Activity of the Company is generally dependent on the sources of capital and access to funding in the capital markets. The Company successfully maintains its business model as a gold explorer with active programs on its properties. A more detailed review of activities on the individual properties is covered under Mineral Properties of the Company in this MD&A.

### **2(b) Qualified Person**

The Company’s disclosure of a technical or scientific nature has been reviewed and approved by Jesse C. Grady, MSc, CPG-11592, a Qualified Person under the definition of National Instrument 43-101.

### **2(c) Description of Metal Markets**

Market interest for all metals such as gold and copper is volatile and the Company will monitor its resources relative to its opportunities during the coming fiscal year.



## **2(d) Use of the terms “Mineral Resources” and “Mineral Reserves”**

Any reference in this MD&A to Mineral Resources does not mean Mineral Reserve.

A Mineral Reserve is the economically mineable part of a Measured or Indicated Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A Mineral Reserve includes diluting materials and allowances for losses that may occur when the material is mined.

Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories. An Inferred Mineral Resource has a lower level of confidence than that applied to an Indicated Mineral Resource. An Indicated Mineral Resource has a higher level of confidence than an Inferred Mineral Resource but has a lower level of confidence than a Measured Mineral Resource.

## **3. Mineral Properties**

### **3(a) Unga Project, Alaska, USA**

#### **Company’s Plans and General Comments**

Redstar is the first exploration company to consolidate the land of the Unga Project, allowing for comprehensive district-scale exploration. The Company controls 100% of the 240 km<sup>2</sup> underexplored Unga Gold Project, known as an intermediate sulphidation epithermal district with multiple high-grade vein fields and disseminated mineralized systems capable of yielding significant underground mineralization. The Unga Gold Project is on Unga and Popof Islands located in the Shumagin Islands approximately 950 kilometers southwest of Anchorage, Alaska. Unga Island hosts the past producing high grade Apollo-Sitka gold mine which was the first underground gold mine in Alaska. Unga Island hosts multiple different gold zones across two mineralized trends (Shumagin and Apollo Sitka), totalling closed to 20km in strike length. A one mile long paved airstrip exists at the Unga Gold Project, along with a deep water port, and year round access noting its temperate location at the 55<sup>th</sup> degree latitude and has access to tidewater. The Company’s primary priority gold zone, known as the Shumagin Gold Zone, is located in the northern Shumagin Trend. High-grade gold systems are extremely attractive targets noting they tend to have lower capital costs to build, lower operating costs, and smaller environmental footprints.

#### **Shumagin Gold Zone**

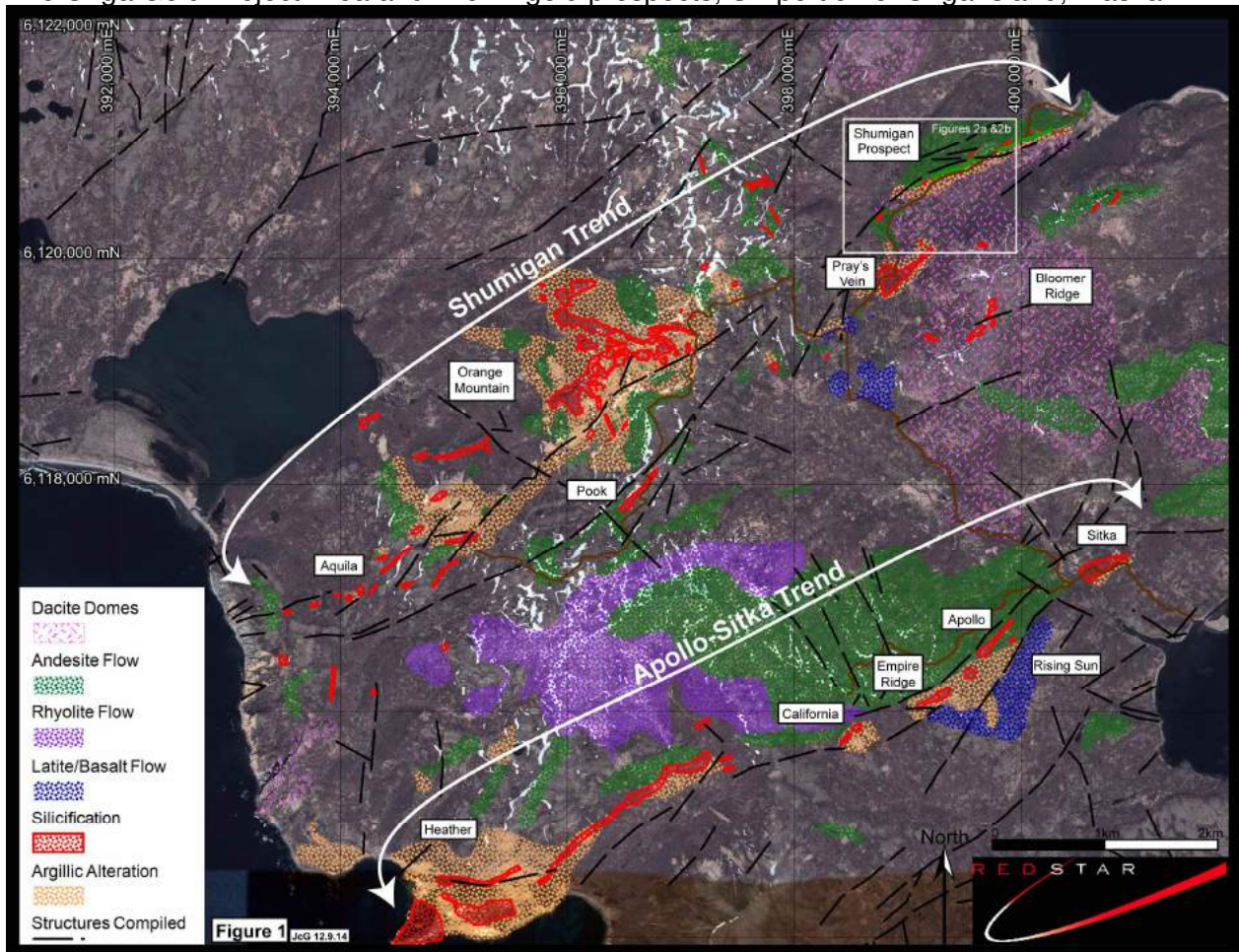
Overall the precious metal-bearing Shumagin vein system has been outlined by drilling over a strike extent of approximately 1.6 kilometers and a depth of at least 330 meters, and remains open at depth and along strike. Geological mapping and sampling towards the southwest from Shumagin indicates a very strong expansion potential along strike for an additional three (3) km

towards Orange Mountain, the interpreted hydrothermal center along the Shumagin Trend. The Shumagin Gold Zone is only one of several noteworthy gold-silver structures found on Redstar's Unga Project and is a high-priority exploration target.

Apollo-Sitka Trend

The Apollo-Sitka Trend lies approximately three kilometers south of the Shumagin Trend and hosts the past producing Apollo Sitka mine. The Apollo Sitka mine was Alaska's first underground mine. Historical reports indicated gold production at approximately 150,000 ounces at an estimated average grade of 10 g/t. The mine ceased production in 1922.

The Unga Gold Project Area and known gold prospects, SE portion of Unga Island, Alaska.

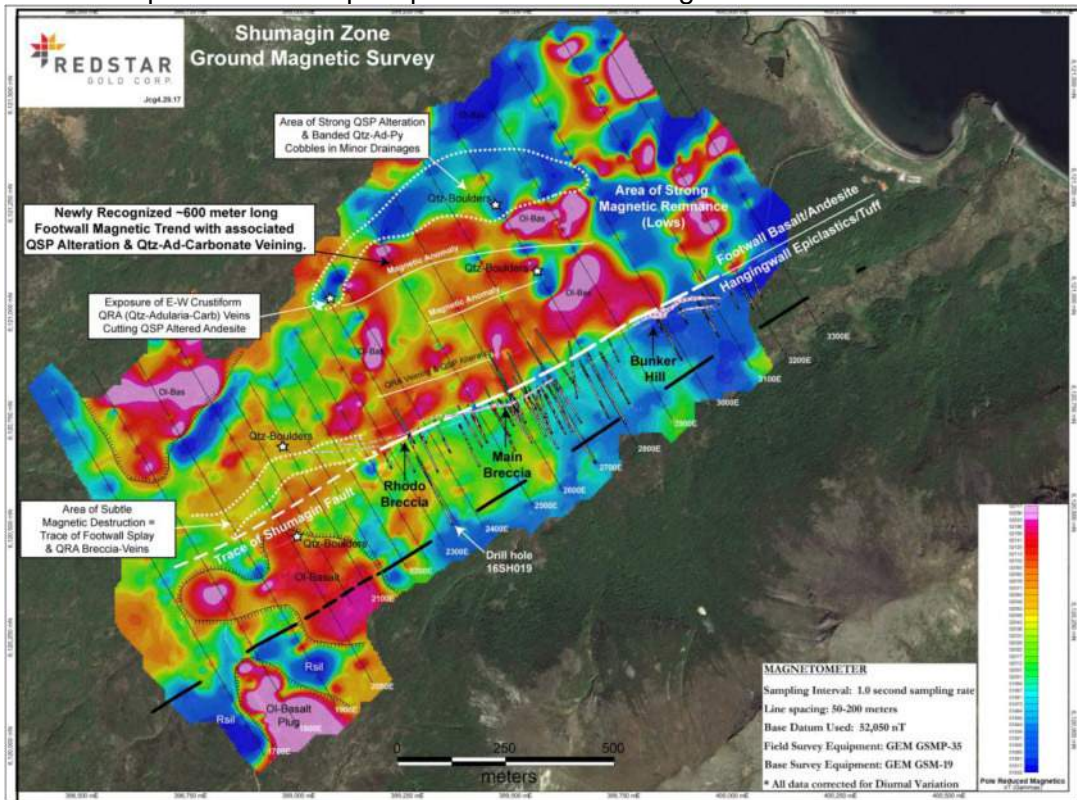


In addition to the two highly prospective trends on Unga Island, Redstar has the Centennial Gold Zone on adjacent Popoff Island. The Gold Zone is a shallow, bulk tonnage gold system that was drilled in the late 1980's by Battle Mountain Gold Corp., where 59 drill holes were completed. The disseminated replacement-style low-grade gold mineralization contains local high-grade zones/structures that have yet to be fully explored. Historic drill holes were very shallow (94m average length) and steep. Analysis of the historic results indicates that the disseminated mineralization is open for expansion and that there is potential to delineate high-grade mineralized feeder structures at depth with further drilling.

Redstar has completed four drill programs on the Shumagin Gold Zone, 10 holes in 2011, 8 holes in May, 2015, 7 holes in 2016, and 12 holes in 2017. In total 77 holes have been drilled on the Shumagin trend.

### 2017 Spring Drill Program

On May 4, 2017, the Company announced that the geophysical surveys performed over the Shumagin gold zone in April 2017 have defined multiple hidden/blind structures with significant potential to host high-grade gold mineralization. The newly defined approximate 1.6-kilometre trace of the Shumagin fault, a new footwall splay and the discovery of an additional parallel footwall structure/anomaly strengthens the exploration potential along this long-lived structure that has experienced multiple epithermal mineralizing events.





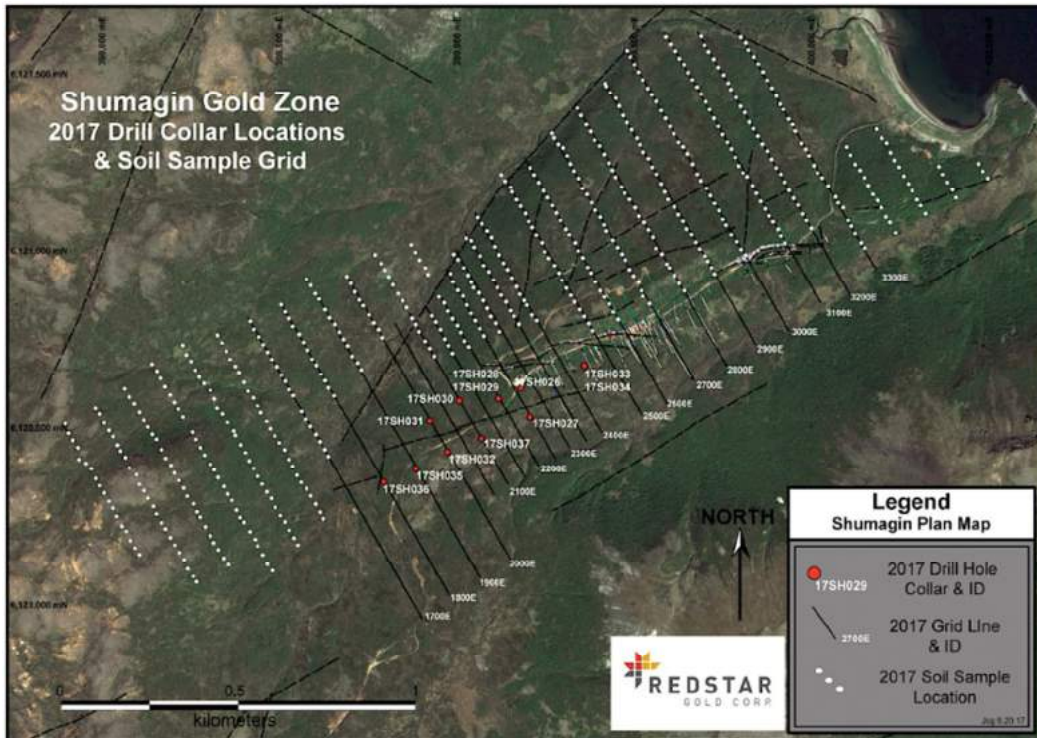
On May 16, 2017, the Company announced that its 2017 spring drill program, initially totalling up to 5,000 metres, has commenced on the geophysical anomalies along strike to the southwest of the known Shumagin gold zone, with a main goal to initially trace the occurrence quartz-adularia-carbonate breccias along strike of the Shumagin fault and the footwall splay along approximate 100-metre centres. Concurrent with drilling, detailed prospecting and soils sample grids will cover the entire footwall basalt/andesite within the areas of the northern footwall anomalies to located geochemically anomalous areas along the structures that can be drill tested later during the summer.

A sulphide-rich mineralization that outcrops approximately 600 m (line 1700E) to the southwest along strike from hole 16SH019 (line 2350E) is a well-documented early hydrothermal-mineralization event. This event is crosscut by high-grade multistage quartz-adularia-carbonate breccias that are localized within syn-mineral northeast-east-west-oriented structures (dilation jogs) localized along the Shumagin fault and subsidiary structures.

No bedrock exposures exist in the area between 1700E and 2250E, yet float occurrences of altered basalt/andesite, altered lithic tuff and cobbles of quartz-adularia-carbonate breccia located along strike of the newly defined southern extension and footwall splay indicate that a strong potential exists for the discovery of high-grade quartz-adularia-carbonate vein/breccias along the structures.

On June 21, 2017, the Company announced the completion of an initial 12 drill hole program totaling 2,287.8 m of HQ & NQ diamond drilling. Drilling was performed along approximate 100 m centers, with a goal of tracing Shumagin-style breccias/veining previously drilled at the Shumagin Gold Zone along strike to the southwest, as well as to complete additional infill drilling to further confirm continuity of mineralization. The Company intersected Shumagin-style breccias/vein systems in 10 out of 12 drill holes, with assays pending. Minor zones of alteration and stockwork veining were observed in the other two holes, and are not included as intercepts due to a probable fault offset, thus they will need to be further reviewed and modelled. In addition, approximately 600 gridded soil samples were taken to cover the strike potential of the footwall veining and associated geophysical anomalies discovered north of the Shumagin Gold Zone during March 2017.





*Geological highlights of the Shumagin gold zone and trend*

- The Shumagin gold zone is currently defined over a strike length of approximately 1.6 km by surface mapping and sampling and newly acquired geophysical surveys.
- Geological mapping and sampling toward the southwest from Shumagin indicate a very strong expansion potential along strike for an additional three km toward Orange Mountain, the interpreted hydrothermal centre along the Shumagin trend.
- The Shumagin trend is approximately 9.5 km long and is a major regional structure responsible for the localization of epithermal mineralization and associated alteration exposed about its strike length.
- Results from the 2016 fall drill program at the Shumagin gold zone indicate that high-grade gold-silver mineralization occurs at depth for approximately 950 m of tested strike length, is vertically extensive (to approximately 330 m at depth) and remains open at depth across the entire strike length.



## **2016 Fall Drill Program**

From October 14, 2016 to November 4, 2016, the Company completed a seven (7) hole drill program totaling 1,505 meters at the Shumagin Gold Zone. The drill program was designed to test the down-dip and along-strike expansion potential of high-grade vein/breccia mineralization at various structural elevations along the Shumagin Gold Zone.

Of the seven drill holes completed during the program, two holes (16SH019 & 16SH020) were designed to test the down-dip potential approximately 100 meters below previously drilled high-grade zones located along the Main Breccia and returned high-grade intercepts of 0.9 metres @ 14.95 g/t Au & 1.15 meters of 11.3 g/t Au, respectfully.

The other five holes (16SH021-16SH025) were drilled to test the potential for high-grade mineralization below weakly mineralized breccias exposed at Bunker Hill and returned values of 1.5 meters @ 16.97 g/t Au; 0.3 meters @ 34.5 g/t Au; and 0.9 meters @ 11.65 g/t Au.

Drill Hole ID	From (m)	To (m)	Core length* (m)	Gold (g/t)	Silver (g/t)	Target
16SH019	256.0	256.6	0.6	9.25	17.1	Shumagin Deep SW
and	264.6	265.5	0.9	14.95	2.67	
and	267.12	268.12	1.0	4.36	8.64	
16SH020	270.45	271.6	1.15	11.3	72.9	Shumagin Deep Main
and	274.2	275.2	1.0	5.16	3.64	
16SH021	135.2	136.0	0.8	3.52	24.8	Bunker Hill
16SH022	149.1	150.1	1.0	2.22	3.36	
and	156.5	158.0	1.5	16.97	13.06	
and	162.3	163.5	1.2	2.39	3.2	
16SH023	192.4	192.7	0.3	34.5	16.45	
16SH024	149.1	150.9	0.9	11.65	16.25	

## **2016 Summer Exploration Program**

Redstar completed an exploration program at its 100% controlled high-grade Unga Gold Project, Alaska. Approximately 600 samples were taken to cover exposed bodies of solidification at Orange Mountain, silicified and mineralized structures located between Orange Mountain and Shumagin, and exposures of multi-phase breccia and additional structures at the Shumagin Gold Zone.

### **Shumagin Zone Exploration Highlights:**

- Chip sampling returned a weighted average of 37.26 g/t Au & 103.7 g/t Ag over a true width of 2.3 meters;
- The exploration program has refined new exploration targets along known structures hosting high-grade rhodochrosite-bearing breccias within dilation zones localized along the ~2.0km Shumagin Zone.

Empire Ridge Zone Exploration Highlights:

- The exposed vein breccias at Empire Ridge are structurally, texturally and geochemically similar to breccias at Apollo and are the source of strongly anomalous gold-silver in talus and soils.
- As a result of the 2016 summer field work, an ~750m long by ~250m deep panel, occurring from the surface to above sea level, remains open to exploration for oxidized gold-silver bearing quartz-adularia +/-carbonate +/- base metal vein breccias and is a significant shallow exploration target.

Orange Mountain Exploration Highlights:

- Exploration work completed along strike of Orange Mountain indicates that continuity exists along regional structures that link Aquila, Orange Mountain and Shumagin and provides the structural framework for targeting, high-grade intermediate sulfidation-style breccia systems along the entire strike of the approximate 9.5km Shumagin trend.

**Earlier Drill Programs**

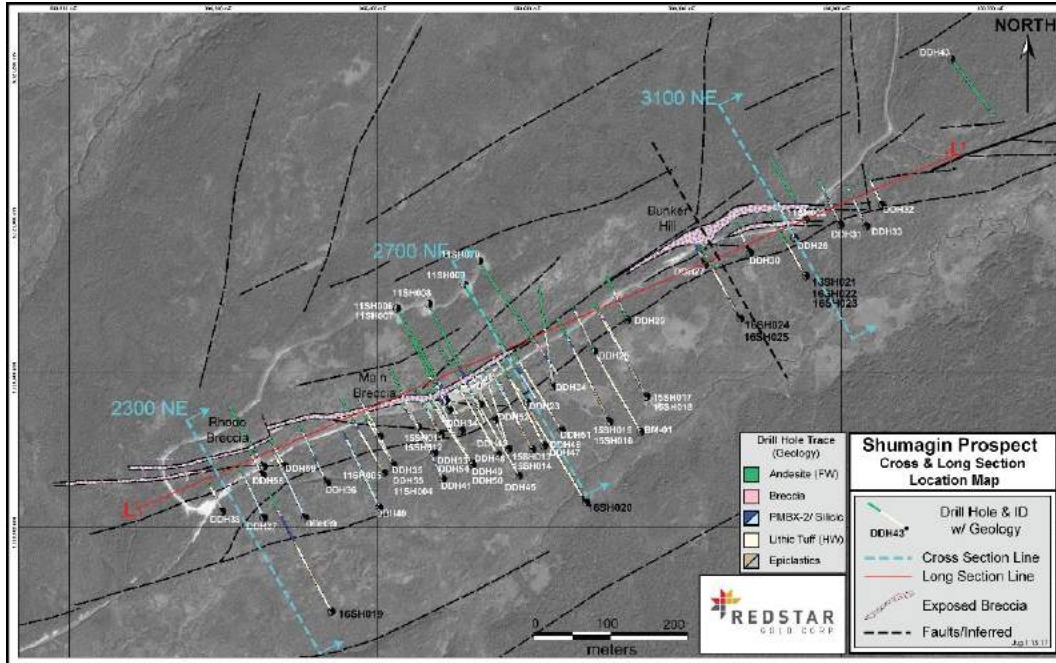
In April and May 2015, the Company successfully completed a 1,500 meter, eight-hole diamond drill program at the Shumagin Gold Zone on Unga Island. Redstar also completed a ten-hole diamond drill program at the Shumagin Gold Zone in 2011.

**Mineralized Intervals from Drill holes 15SH011 through 15SH018**

Drill Hole ID	From-To (metres)	Core length* (metres)	Gold (g/t)	Silver (g/t)
<b>15SH011</b>	60.1 – 62.0	1.9	<b>202</b>	82
<i>and</i>	64.0-73.0	9.0	2.1	7.1
<b>15SH012</b>	64.0-71.3	7.3	11.8	72.7
<i>Incl.</i>	64.0 – 66.0	2.0	<b>35.3</b>	<b>209</b>
<i>and</i>	79.65-86.0	6.35	9.45	103
<i>Incl.</i>	82 - 85	3.0	<b>16.95</b>	183
<i>and</i>	89 – 89.7	0.7	<b>133</b>	<b>422</b>
<b>15SH013</b>	143-147	4.0	11.62	95.6
<i>Incl.</i>	144-145	1.0	<b>17.45</b>	<b>122.0</b>
<i>Incl.</i>	146-147	1.0	<b>20.90</b>	<b>232.0</b>
<i>and</i>	153-154	1.0	4.67	1.9
<b>15SH014</b>	185-188	3.0	9.86	8.0
<i>Incl.</i>	187-188	1.0	<b>19.9</b>	16.0
<b>15SH015</b>	181.7-185.9	4.2	0.74	3.59
<b>15SH016</b>	216.3–219.7	3.4	1.28	1.75
<b>15SH017</b>	189-195.1	6.1	0.35	0.32
<b>15SH018</b>	196-201	5.0	9.35	27.62
<i>Incl.</i>	196-197	1.0	<b>41.2</b>	<b>130</b>
<i>and</i>	211-212.8	1.8	2.64	6.5

*\*True widths of the mineralized intervals are close to 70-80% of Core length.*

Plan map of the Shumagin Gold Zone showing locations of recent (2011/2015/2016) and historical drill holes:



### Unga Project: Future Outlook

Redstar is currently finalizing plans for a larger scale exploration program focusing initially on the Shumagin Gold Zone to the southwest towards Orange Mountain, and will include a geophysical study, drilling and preliminary metallurgy. The Company will also begin work on compiling all historical data and data from the Company's most recent 2016 Fall Drill Program at Shumagin.

Additionally, property-scale exploration of target areas along both the Shumagin and Apollo-Sitka Trends is anticipated, where significant precious metal mineralization has been identified along both of the sub-parallel structures covering a total of approximately 20 km of strike length. This additional work may include mapping, geophysics, drilling, and rock and soil sampling.



### **3(b) Newman Todd Property, Red Lake, Ontario, Canada**

In 2007, the Company acquired a 100% interest in the Newman Todd area properties. On 19 November 2010, the Company entered into an option agreement with Confederation Minerals Ltd. ("Confederation") whereby Confederation could earn an initial 50% interest in the property by making cash payments to the Company, issuing shares in the capital of Confederation to the Company, and expending \$5,000,000 on the property and could increase its interest in the property from 50% to 70% by completing a Preliminary Economic Assessment ("PEA") by November 2016 and issuing 500,000 common shares in the capital of Confederation to Redstar. All consideration having been received by the Company, all expenditures made and the PEA completed, Confederation now holds a 70% undivided legal and beneficial interest in and to the Newman Todd property. In April, 2011 and on joint acquisition with Confederation, the Company acquired a 50% interest in 18 mineral claims adjacent to the Newman Todd project (the "Todd Property"), such that Confederation acquired an undivided 35% interest in the Todd Property (being 70% of vendor's interest) and the Company acquired an undivided 15% interest in the Todd Property (being 30% of the vendor's interest). Rubicon Minerals Corporation has retained the remaining 50% interest in the Todd Property. During the year ended March 31, 2017, the Company wrote off \$29,306 of its capitalized cost related to the Newman Todd project. As a result of the impairment, the carrying value of the Newman Todd project as at March 31, 2017 is \$nil (2016 - \$29,306).

Gold mineralization at the property is focused in the Newman Todd Structure ("NTS"), which extends for over two kilometers across the property hosting broad zones of quartz veining and silica/sulphide/magnetite replacements within the widespread Iron-carbonate alteration. These zones are interpreted as near vertical to steeply plunging structurally controlled amoeba shaped bodies which extend from surface to at least 900 meters in depth. The zone remains open along strike and at depth.



### 3(c) Nevada, USA

On September 1, 2016, the Company entered into a purchase and sale agreement with NV Gold Corporation and its subsidiary, NV Gold Corporation (USA) (“NV Gold”), Canadian junior exploration company trading on the TSX Venture Exchange. As part of this agreement, NV Gold acquired the right to a 100% ownership of Great Basin Database and 100% interest in eleven Nevada properties. On September 28, 2016, the Company completed the sale of Nevada properties for consideration of 29.9% of the outstanding common shares of NV Gold. As of March 31, 2017, the Company’s ownership of NV Gold was 22.27% and 2 board seats.

The Company has interests in mineral properties; the details of which follow for the years ended March 31, 2017 and 2016:

	March 31, 2016	Acquisition (Disposition/ Write-off) costs	March 31, 2017
<b>Property acquisition costs</b>			
<b>Alaska</b>			
Unga project	\$3,733,879	\$ 186,665	\$ 3,920,544
<b>Nevada</b>			
Seven Devils	139,648	(139,648)	-
Painted Hills	32,701	(32,701)	-
Larus	20,943	(20,943)	-
Long Island	17,866	(17,866)	-
Gold Cloud	7,545	(7,545)	-
Queens	2,110	(2,110)	-
Oasis	704	(704)	-
Baker Spring	(7,237)	7,237	-
Cooks Creek	(34,308)	34,308	-
Richmond Summit	(37,278)	37,278	-
Root Spring	(60,162)	60,162	-
	82,532	(82,532)	-
<b>Canada</b>			
Newman Todd	29,306	(29,306)	-
<b>Total</b>	\$3,845,717	\$ 74,827	\$ 3,920,544



The Company has the following exploration expenditures during the years ended March 31, 2017 and 2016:

	<b>Alaska</b>	<b>Nevada</b>	<b>Canada</b>	
	<b>Unga</b>	<b>General</b>	<b>Newman Todd</b>	<b>Total</b>
<b>Exploration expenditures</b>				
Drilling	\$ 503,447	\$ -	\$ -	\$ 503,447
Geological	439,288	12,847	-	452,135
Supplies and materials	146,006	-	-	146,006
Admin and camp	126,782	-	-	126,782
Assaying	117,300	-	-	117,300
Travel and accommodation	26,335	-	-	26,335
Transportation and surface acces:	27,867	-	-	27,867
Equipment rental	14,488	-	-	14,488
Maps and reports	9,985	-	9,477	19,462
Land tenure	1,339	1,313	-	2,652
<b>Balance - March 31, 2017</b>	<b>\$1,412,837</b>	<b>\$ 14,160</b>	<b>\$ 9,477</b>	<b>\$ 1,436,474</b>
Drilling	\$ 393,475	\$ -	\$ -	\$ 393,475
Geological	441,817	775	-	442,592
Supplies and materials	143,466	-	-	143,466
Travel and accommodation	93,017	-	-	93,017
Equipment rental	61,640	-	-	61,640
Admin and camp	59,054	-	-	59,054
Land tenure	-	56,528	-	56,528
Assaying	37,891	-	-	37,891
Maps and reports	6,498	-	-	6,498
Recoveries	-	(13,585)	-	(13,585)
<b>Balance - March 31, 2016</b>	<b>\$1,236,858</b>	<b>\$ 43,718</b>	<b>\$ -</b>	<b>\$ 1,280,576</b>

#### **4. Risks and Uncertainties**

Resource exploration is a speculative business and involves a high degree of risk. There is a significant probability that the expenditures made by the Company in exploring its properties will not result in discoveries of commercial quantities of minerals. A high level of ongoing expenditures is required to locate and estimate ore reserves, which are the basis for further development of a property. Capital expenditures to attain commercial production stage are also very substantial. The following sets out the principal risks faced by the Company.



### Exploration

The Company is seeking mineral deposits on exploration projects where there are not yet established commercial quantities. There can be no assurance that economic concentrations of minerals will be determined to exist on the Company's property holdings within existing investors' investment horizons or at all. The failure to establish such economic concentrations could have a material adverse outcome on the Company and its securities. The Company's planned programs and budgets for exploration work are subject to revision at any time to take into account results to date. The revision, reduction or curtailment of exploration programs and budgets could have a material adverse outcome on the Company and its securities.

### Market

The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change, both in short term time horizons and longer term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities.

### Commodity price

The Company's exploration projects are primarily related to exploration for gold and other precious metals in Canada and the USA. While these minerals have recently been the subject of significant price increases from levels prevalent earlier in the past, there can be no assurance that such price levels will continue, or that investors' evaluations, perceptions, beliefs and sentiments will continue to favour these target commodities. An adverse change in these commodities' prices, or in investors' beliefs about trends in those prices, could have a material adverse outcome on the Company and its securities.

### Title

Although the Company has exercised the usual due diligence with respect to title to properties in which it has interests, there is no guarantee that title to the properties will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or land claims, and title may be affected by undetected defects. In addition, certain of the 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. Before a number of claims under option can be recorded in the Company's name, the underlying title holder must assign title to the Company once the Company satisfies its option agreement obligations. There are no assurances that the underlying title holder will assign title.

### Aboriginal land claims

Canadian and US Aboriginal rights may be claimed on properties or other types of tenure with respect to which mining rights have been conferred. The Company is aware of the mutual benefits afforded by cooperative relationships with indigenous people in conducting exploration activity and is generally supportive of measures established to achieve such cooperation. The risk of unforeseen aboriginal title claims also could affect existing exploration activities as well as potential development projects and possible future acquisitions and transfer of properties.





While there is no existing claim to the Company's knowledge in respect of any of its properties, the advent of any future aboriginal land claims and the outcome of any aboriginal land claims negotiations cannot be predicted.

#### Financing

Exploration and development of mineral deposits is an expensive process, and frequently the greater the level of interim stage success the more expensive it can become. The Company has no producing properties and generates no operating revenues; therefore, for the foreseeable future, it will be dependent upon selling equity in the capital markets to provide financing for its continuing substantial exploration budgets. While the Company has been successful in obtaining financing from the capital markets for its projects in recent years, there can be no assurance that the capital markets will remain favourable in the future, and/or that the Company will be able to raise the financing needed to continue its exploration programs on favourable terms, or at all. Restrictions on the Company's ability to finance could have a material adverse outcome on the Company and its securities.

#### Share price volatility and price fluctuations

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies, particularly junior mineral exploration companies like the Company, have experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that these price fluctuations and volatility will not continue to occur.

#### Key personnel

The Company's exploration efforts are dependent to a large degree on the skills and experience of certain of its key personnel. The Company does not maintain "key man" insurance policies on these individuals. Should the availability of these persons' skills and experience be in any way reduced or curtailed, this could have a material adverse outcome on the Company and its securities.

#### Competition

Significant and increasing competition exists for the limited number of mineral property acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire additional attractive mineral properties on terms it considers acceptable.

#### Foreign countries and regulatory requirements

Currently, the Company's only non-Canadian properties are located in the United States. Consequently, the Company is subject to certain risks associated with foreign ownership, including currency fluctuations, inflation, and political risk. Mineral exploration and mining activities and production activities in foreign countries may be affected in varying degrees by political stability and government regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may



adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to community rights, restrictions on production, price controls, export controls, restriction of earnings, taxation laws, expropriation of property, environmental

*Environmental and other regulatory requirements*

The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various governmental authorities and such operations are and will be subject to laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that approvals and permits required to commence production on its properties will be obtained on a timely basis, or at all. Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of the properties in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of mining facilities at these properties on terms which enable operations to be conducted at economically justifiable costs. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or extraction operations may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or abandonment or delays in development of new mineral exploration properties. To the best of the Company's knowledge, it is currently operating in compliance with all applicable environmental regulations.

*History of net losses; accumulated deficit; lack of revenue from operations*

The Company has incurred net losses to date. The Company has not yet had any revenue from the exploration activities on its properties, nor has the Company yet determined that commercial development is warranted on any of its properties. Even if the Company commences development of certain of its properties, the Company may continue to incur losses. There is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future.



### Uninsurable

The Company and its subsidiaries may become subject to liability for pollution, fire, explosion and other risks against which it cannot insure or against which it may elect not to insure. Such events could result in substantial damage to property and personal injury. The payment of any such liabilities may have a material, adverse effect on the Company's financial position.

### Critical accounting estimates

In the preparation of financial information, management makes judgments, estimates and assumptions that affect, amongst other things, the carrying value of its mineral property assets. All deferred mineral property expenditures are reviewed, on a property-by-property basis, to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount that may be estimated by quantifiable evidence of an economic geological resource or reserve, joint venture expenditure commitments or the Company's assessment of its ability to sell the property for an amount exceeding the deferred costs, a provision is made for the impairment in value. Management's estimates of exploration, operating, capital and reclamation costs, if any, are subject to certain risks and uncertainties which may affect the recoverability of mineral property costs. Although management has made its best estimate of these factors, it is possible that changes could occur in the near term that could adversely affect management's estimate of the net cash flow to be generated from its properties.

The Company also uses the Black-Scholes Option Pricing Model in relation to share based payments. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options granted/vested during the year.

### Legal proceedings

As at the year-end and the Report Date, there were no legal proceedings against or by the Company.

## **5. Impairment of Long-lived Assets**

The Company completed an impairment analysis as at March 31, 2017 and concluded that no impairment charge was required because:

- the Company changed its accounting policy to capitalize only the property acquisition costs and expense all its exploration expenditures;
- there have been no significant changes in the legal factors or climate that affects the value of the properties in Alaska and Ontario;
- all properties in Alaska and Ontario remain in good standing; and
- the Company intends to continue its exploration and development plans on the properties.



## 6. Material Financial and Operations Information

### 6(a) Selected Annual Financial Information

#### Selected Annual Information

	Year Ended March 31, 2017	Year Ended March 31, 2016	Year Ended March 31, 2015 (restated)
Total revenues	\$ -	\$ -	\$ -
Loss from continuing operations	583,573	2,326,083	1,729,305
Loss and comprehensive loss for the year	571,597	2,221,094	1,760,099
Loss per share (basic and diluted)	(0.00)	(0.01)	(0.01)
Total assets	12,268,292	4,050,837	5,246,971
Total long-term financial liabilities	-	-	-
Cash dividends declared – per share	N/A	N/A	N/A

### 6(b) Summary of Quarterly Results

The following is a summary of the Company's financial results for the last eight quarters:

	Jun 30 2015 Q1	Sep 30 2015 Q2	Dec 31 2015 Q3	Mar 31 2016 Q4	Jun 30 2016 Q1	Sep 30 2016 Q2	Dec 31 2016 Q3	Mar 31 2017 Q4
Total revenues	-	-	-	-	-	-	-	-
Income (Loss) for the period	(1,135,488)	(347,892)	(289,155)	(553,588)	(304,916)	1,677,321	(1,702,719)	(253,259)
Comprehensive Income (Loss)	(1,139,659)	(364,042)	(294,863)	(422,530)	(311,488)	1,683,536	(1,696,677)	(246,968)
Income (Loss) per share - basic	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	0.00	(0.01)	(0.00)
Total assets	4,141,877	4,583,038	4,181,715	4,050,837	4,681,179	10,667,337	12,556,026	12,268,292
Working capital (deficiency)	133,766	511,907	181,738	(91,616)	647,434	4,587,098	6,590,932	6,246,506



## **6(c) Review of Operations and Financial Results**

### For three months ended March 31, 2017 and three months ended March 31, 2016

During the three months ended March 31, 2017, the Company reported a comprehensive loss of \$246,968 (\$0.00 loss per share) (2016 – \$422,530 (\$0.00 loss per share)).

The Company spent \$103,891 (2016 – \$65,040) on exploration and evaluation expenses in the Unga property.

Excluding the non-cash amortization of \$3,646 (2016 – \$2,059), share-based payments of \$nil (2016 – \$175,340) and gain from investment in NV Gold of \$21,709 (2016 – \$Nil), the Company's general and administrative expenses amounted to \$268,157 during the three months ended March 31, 2017 (2016 – \$262,094), a slight increase of \$6,063 as a result of the Company focusing on the exploration program in spring of 2017. The other general and administrative expenses varied over the periods but the overall effect of these variances was not material.

The Company incurred an interest income of \$16,455 (2016 – \$46) from the fund held in short-term investments. During the three months ended March 31, 2017, the Company wrote off \$29,306 of exploration and evaluation assets (2016 - \$Nil), and wrote down \$Nil of marketable securities (2016 – \$129,544) as a result of revaluating the marketable securities at its fair market value.

### For the year ended March 31, 2017 and year ended March 31, 2016

During the year ended March 31, 2017, the Company reported a comprehensive loss of \$571,597 (\$0.00 loss per share) (2016 – \$2,221,094 (\$0.01 loss per share)).

The Company spent \$1,436,474 (2016 – \$1,280,578) on exploration and evaluation expenses, of which \$1,412,837 (2016 – \$1,236,858) was spent in the Unga property in Alaska while \$14,160 (2016 – \$43,718) was spent in its Nevada properties and \$9,477 (2016 – \$Nil) was spent in its Newman-Todd property in Canada. The Company also incurred a loss from investment in NV Gold of \$169,361 (2016 – \$Nil).

Excluding the non-cash depreciation of \$10,139 (2016 – \$8,230), share-based payments of \$179,172 (2016 – \$245,042) and loss from investment in NV Gold of \$169,361 (2016 – \$Nil), the Company's general and administrative expenses amounted to \$829,287 during the year ended March 31, 2017 (2016 – \$710,801), an increase of \$118,486 from the year ended March 31, 2016 as a result of an increase in consulting and management fees (from 2016's \$30,255 and \$232,600 respectively to 2017's \$69,516 and \$258,000 respectively) related to the Company's increased activities at the Unga property. The Company also spent more on regulatory and transfer agent fees (from 2016's \$12,754 and \$9,344 respectively to 2017's \$35,084 and \$25,283 respectively) due to the increase in the Company's financing activities.



The Company had gain on sale of exploration and evaluation assets of \$2,031,214 (2016 – \$Nil) from selling all its Nevada properties to NV Gold. During the year ended March 31, 2017, the Company wrote off \$29,306 of exploration and evaluation assets (2016 - \$Nil), and wrote down \$Nil of marketable securities (2016 – \$129,544) as a result of revaluating the marketable securities at its fair market value. The Company reported an interest income of \$27,976 (2016 – \$630) with the excess cash that the Company held in short-term investments.

#### **6(d) Liquidity and Capital Resources**

As at March 31, 2017, the Company's working capital was \$6,246,506 (March 31, 2016 – working capital deficiency of \$91,616). With respect to working capital, \$1,414,971 was held in cash (March 31, 2016 – \$101,892) while \$4,727,746 (March 31, 2016 – \$Nil) was held in short-term investments.

The increase in cash was mainly due to net proceeds from issuance of common shares, net of share issue costs, totaling \$8,796,484 (2016 – \$706,681) while being offset by the operating activities in general administrative expenses and exploration work expense totaling \$7,267,133 (2016 – \$1,864,235), by the acquisition of exploration assets of \$186,665 (2016 – \$51,643) and by the acquisition of equipment of \$29,607 (2016 – \$Nil).

On April 29, 2016, the Company closed a non-brokered private placement of 19,085,200 units (the "Units") at a price of \$0.06 per Unit for gross proceeds of \$1,145,082. The Company recorded \$25,097 of share issuance cost. Each Unit consisted of one common share and one common share purchase warrant. Each whole Warrant can be exercised into one common share of the Company at a price of \$0.14 per share expiring on April 29, 2019. The warrants were ascribed a value of \$452,000 under the Black-Scholes valuation model with the residual being allocated to share capital.

On September 13, 2016, the Company closed a non-brokered private placement and issued 41,000,000 common shares at a price of \$0.10 per share for gross proceeds of \$4,100,000. The Company recorded \$191,177 of share issuance cost including an aggregate of issued 480,000 broker warrants. Each broker warrant can be exercised into one common share of the Company at a price of \$0.20 per share expiring on September 13, 2018.

During the year ended March 31, 2017, 37,287,000 warrants were exercised for total proceeds of \$3,756,500.

Actual future funding requirements may vary from those planned due to a number of factors, including the progress of exploration and development activity and foreign exchange fluctuations.

Management believes it will be able to raise equity capital as required in the long-term, but recognizes the risks attached thereto. Historically the capital requirements of the Company have been met by equity subscriptions. Although the Company has been successful in the past in



obtaining financing, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing may be favourable.

#### 6(e) Disclosure of Outstanding Share Data

The authorized share capital of the Company consists of an unlimited number of common shares without par value. As at March 31, 2017, the Company's share capital was \$32,409,125 (March 31, 2016 – \$23,174,062) representing 296,950,293 common shares (March 31, 2016 – 199,578,093 common shares).

Stock option transactions and the number of stock options are summarized as follows:

Expiry date	Exercise price	March 31, 2016	Granted	Exercised	Expired / Cancelled	March 31, 2017
May 4, 2017	(a) \$ 0.09	500,000	-	-	-	500,000
May 18, 2017	(b) \$ 0.29	200,000	-	-	-	200,000
July 26, 2017	(b) \$ 0.20	400,000	-	-	-	400,000
March 2, 2018	(a) \$ 0.05	200,000	-	-	-	200,000
September 30, 2018	\$ 0.10	540,000	-	-	-	540,000
April 30, 2019	\$ 0.06	450,000	-	-	-	450,000
September 10, 2019	\$ 0.06	1,000,000	-	-	-	1,000,000
October 29, 2019	\$ 0.06	400,000	-	-	-	400,000
May 4, 2020	\$ 0.06	2,200,000	-	-	-	2,200,000
January 25, 2021	\$ 0.05	2,500,000	-	-	-	2,500,000
March 21, 2021	\$ 0.05	5,200,000	-	-	-	5,200,000
December 20, 2021	\$ 0.16	-	3,000,000	-	-	3,000,000
Options outstanding		13,590,000	3,000,000	-	-	16,590,000
Options exercisable		13,327,500	3,000,000	-	-	16,590,000
Weighted average exercise price		\$ 0.06	\$ 0.16	\$ -	\$ -	\$ 0.08

(a) Subsequent to the year end, these options were exercised.

(b) Subsequent to the year end, these options expired.

Subsequently, On April 11, 2017, the Company granted 3,100,000 options at an exercise price of \$0.14 per option to its directors, officers and consultants, expiring on April 11, 2022.



The continuity of warrants for the year ended March 31, 2017 is as follows:

Expiry date	Exercise price	March 31, 2016	Issued	Exercised	Expired	March 31, 2017				
October 21, 2016	(a) \$ 0.10	39,383,363	-	(35,897,000)	(3,486,363)	-				
January 27, 2017	\$ 0.12	27,566,667	-	(1,390,000)	(26,176,667)	-				
September 13, 2018	\$ 0.20	-	480,000	-	-	480,000				
April 29, 2019	\$ 0.14	-	19,085,200	-	-	19,085,200				
Outstanding		66,950,030	19,565,200	(37,287,000)	(29,663,030)	19,565,200				
Weighted average exercise price	\$	0.11	\$	0.14	\$	0.10	\$	0.12	\$	0.14

(a) On October 13, 2015, the Company extended the expiration date of these warrants from October 21, 2015 to October 21, 2016.

If the remaining options and warrants were exercised, the Company's available cash would increase by \$4,363,928.

As of the date of this MD&A, there were 297,650,293 common shares issued and outstanding and 335,605,493 common shares outstanding on a diluted basis.

#### 6(f) Commitment and Contingency

As of the date of this MD&A, the Company has no outstanding commitments. The Company has not pledged any of its assets as security for loans other than the \$7,889 (2016 – \$19,914) reclamation bond placed with the State of Nevada regarding the Cooks Creek property in Nevada.

#### 6(g) Off-Balance Sheet Arrangements

None.





## 6(h) Transactions with Related Parties

Name and principal position	Fiscal period	Remuneration or fees <sup>(i)</sup>	Share-based compensation	Amounts payable
Ariston Capital Corp., a company controlled by the CEO	2017	\$ 160,000	\$ 148,333	\$ 4,316
- management fees	2016	\$ 30,000	\$ -	\$ 12,350
Director and Chairman of the Board - management fees	2017	\$ 50,000	\$ -	\$ -
	2016	\$ 50,000	\$ -	\$ 40,494
Clearline Chartered Professional Accountants, a company of which the former CFO is a director -	2017	\$ 48,000	\$ -	\$ 7,142
	2016	\$ 85,000	\$ -	\$ 23,521
Highwood Advisory, a company controlled by the former CEO - management fees	2017	\$ -	\$ -	\$ -
	2016	\$ 67,600	\$ -	\$ 15,285
Directors' fees	2017	\$ 9,000	\$ 29,667	\$ 9,000
	2016	\$ -	\$ -	\$ -
Total	2017	\$ 267,000	\$ 178,000	\$ 20,458
	2016	\$ 232,600	\$ -	\$ 91,650

<sup>(i)</sup> Remuneration or fees were paid or accrued to the related party.

The above transactions are measured at their exchange amount, which is the amount of consideration established and agreed to by the related parties. Amounts due to related parties are unsecured, non-interest bearing and have no fixed term of repayment.

## 6(i) Financial Instruments

Financial instruments of the Company carried on the Statement of Financial Position are carried at amortized cost with the exception of marketable securities, which are carried at fair value.

The fair values of the Company's marketable securities are quoted in active markets. The Company classifies the fair value of these transactions according to the following hierarchy.

- Level 1 – quoted prices in active markets for identical financial instruments.
- Level 2 – quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.
- Level 3 – valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The Company's marketable securities have been assessed on the fair value hierarchy described above and classified as Level 1.



#### Fair values of financial assets and liabilities

The Company's financial instruments include cash and cash equivalents, short-term investments, marketable securities, amounts receivable, accounts payable and accrued liabilities, and due to related parties. As at March 31, 2017 and March 31, 2016, the carrying value of cash and cash equivalents is fair value. Marketable securities are marked to fair value at each financial statement reporting date. Amounts receivable, accounts payable and accrued liabilities, and due to related parties approximate their fair value due to their short-term nature.

#### Market risk

Market risk is the risk that changes in market prices will affect the Company's earnings or the value of its financial instruments. Market risk is comprised of commodity price risk and interest rate risk. The objective of market risk management is to manage and control exposures within acceptable limits, while maximizing returns. The Company is not exposed to significant market risk.

#### 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 on its bank accounts. The Company's bank accounts are held with major banks in Canada and the United States; accordingly, the Company believes it not exposed to significant credit risk.

#### Interest rate risk

Interest rate risk is the risk of losses that arise as a result of changes in contracted interest rates. The Company is not exposed to significant interest rate risk.

#### Currency risk

The Company's main property interest in Alaska, USA make it subject to foreign currency fluctuations which may adversely affect the Company's financial position, results of operations and cash flows. The Company is affected by changes in exchange rates between the Canadian Dollar and the US Dollar. The Company does not invest in foreign currency contracts to mitigate the risks. The Company has net monetary assets of approximately \$1.3 million dominated in US dollars. A 1% change in the absolute rate of exchange in US dollars would affect its net loss by approximately \$13,000.

#### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company controls liquidity risk by ensuring that it has sufficient cash resources to pay for its financial obligations. As at March 31, 2017, the Company had a cash balance of \$1,414,971 to settle current liabilities of \$63,955.



## **6(j) Management of Capital Risk**

The Company's capital consists of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support the development of its businesses and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing, selling assets, and incurring debt. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. The Company invests all capital that is surplus to its immediate operational needs in short-term, highly liquid, high-grade financial instruments. There were no changes to the Company's approach to capital management during the period. The Company is not subject to externally imposed capital requirements.

## **7. Subsequent Events**

None other than disclosed already in other sections.

## **8. Policies and Controls**

### **8(a) Significant Accounting Policies and Estimates**

In the application of the Company's accounting policies, management is required to make judgments, estimates and assumptions about the carrying amount and classification of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revisions affect only that period, or in the period of the revision and future periods, if the revision affects both current and future periods.

The following are the critical judgments and areas involving estimates, that management have made in the process of applying the Company's accounting policies and that have the most significant effect on the amount recognized in the Financial Statements.

#### a) Key sources of estimation uncertainty

##### Share-based payments

Management assesses the fair value of stock options granted in accordance with the accounting policy stated in note 3. The fair value of stock options granted is measured using the Black-Scholes option pricing model, which was created for use in estimating the fair value of freely tradable, fully transferable options. The Company's stock options have characteristics significantly different from those of traded options, and changes in the highly subjective input assumptions can materially affect the calculated values. The fair value of



stock options granted using the Black-Scholes option pricing model do not necessarily provide a reliable measure of the fair value of the Company's stock option awards.

#### Impairment

Judgment is involved in assessing whether there is any indication that an asset may be impaired. This assessment is made based on the analysis of, amongst other factors, changes in the market or business environment, events that have transpired that have impacted the asset, and information from internal reporting.

#### Income taxes

Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by tax authorities. Where the final outcome of these tax-related matters is different from the amounts that were originally recorded, such differences will affect the tax provisions in the period in which such determination is made.

#### Decommissioning provision

The value of decommissioning liabilities depends on estimates of current risk-free interest rates, future restoration and reclamation expenditures and the timing of those expenditures.

### b) Key sources of judgment uncertainty

#### Determination of functional currency

In accordance with IAS 21, The Effects of Changes in Foreign Exchange Rates, management determined that the functional currency of the Company and its wholly owned subsidiaries is the Canadian dollar.

#### Going concern evaluation

As discussed on note 1, these Financial Statements have been prepared under the assumptions applicable to a going concern. If the going concern assumption were not appropriate for these Financial Statements then adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses and the statement of financial position classifications used and such adjustments could be material.

The Company reviews the going concern assessment at the end of each reporting period. There were no material changes to the assessment as at March 31, 2017.



#### Exploration and evaluation assets

The carrying value of the Company's exploration and evaluation assets is reviewed by management quarterly, or whenever events or circumstances indicate that its carrying amount may not be recovered. Management considers certain impairment indicators such as market capitalization of the Company, metal price changes, plans for the properties and the results of exploration to date.

#### Significant influence

Management determines its ability to exercise significant influence over an investment in shares of other companies by looking at its percentage interest and other qualitative factors including but not limited to its voting rights, representation on the board of directors, participation in policy-making processes, material transactions between the Company and the associate, interchange of managerial personnel, provision of essential technical information and operating involvement.

### **8(b) Future Accounting Pronouncements**

Certain new accounting standards and interpretations have been published that are not mandatory for the March 31, 2017 reporting period. The Company has not early adopted the following new and revised standards, amendments and interpretations that have been issued but are not yet effective:

- IFRS 9 Financial Instruments
- IFRS 15 Revenue from Contracts with Customers
- IFRS 16 Leases

The Company anticipates that the application of the above new and revised standards, amendments and interpretations will have no material impact on its results and financial position.

### **8(c) Changes in Internal Controls over Financial Reporting ("ICFR")**

#### *Changes in Internal Control Over Financial Reporting ("ICFR")*

In connection with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.



### Disclosure Controls and Procedures

The Company's CEO and CFO are responsible for establishing and maintaining the Company's disclosure controls and procedures. Management, including the CEO and CFO, have evaluated the procedures of the Company and have concluded that they provide reasonable assurance that material information is gathered and reported to senior management in a manner appropriate to ensure that material information required to be disclosed in reports filed or submitted by the Company is recorded, processed, summarized and reported within the appropriate time periods.

While management believes that the Company's disclosure controls and procedures provide reasonable assurance, they do not expect that the controls and procedures can prevent all errors, mistakes, or fraud. A control system, no matter how well conceived or operated, can only provide reasonable, not absolute, assurance that the objectives of the control system are met.

### **9. Information on the Board of Directors and Management**

#### **Directors:**

*Jacques Vaillancourt, CFA*

*Peter A. Ball*

*George R. Ireland*

*Rob McLeod, B.SC, M.SC*

*Ken Booth, B.SC, MBA*

*Sean Keenan, B.SC, M.SC*

#### **Audit Committee members:**

*Ken Booth (Chair), George R. Ireland, Rob McLeod*

#### **Compensation Committee members:**

*George R. Ireland (Chair), Jacques Vaillancourt, Sean Keenan*

#### **Corporate Governance Committee members:**

*Sean Keenan (Chair), Ken Booth, Peter A. Ball*

#### **Technical Committee members:**

*Rob McLeod (Chair), Peter A. Ball, Sean Keenan*

#### **Management:**

*Jacques Vaillancourt, CFA – Chairman*

*Peter A. Ball – Chief Executive Officer, President*

*Mark T. Brown, CPA, CA – Chief Financial Officer*

*Jesse Gradey, B.SC, M.SC – Vice President of Exploration*

*Sheryl Dhillon – Corporate Secretary*