



MANAGEMENT DISCUSSION & REPORT FOR THE PERIOD
TO MARCH 31, 2017

Dated May 26, 2017

Forward Looking Statements :

The MD&A contains forward looking statements that are based on the Company's expectations, estimates and projections regarding its business, the mining industry in general, and the economic environment in which it operates as of the date of the MD&A. These statements are reasonable but involve a number of risks and uncertainties, and there can be no assurance that they will prove to be accurate. Therefore, actual outcome and results may differ materially from those expressed in or implied by these forward-looking statements. This MD&A should be read in conjunction with the accompanying financial statements.

Nature of Activities :

Golden Tag Resources Ltd. is a Montreal based Canadian mineral resource exploration company, incorporated under the laws of the Province of British Columbia on September 22, 1980 and continued under the Canada Business Corporations Act on July 20, 1995. The Company has traded on the TSX Venture Exchange and predecessor exchanges on a continuous basis since its inception. Traditionally, much of Golden Tag's exploration activity was involved in the search for and definition of gold in eastern Canada's classical greenstone belts, however, the Company has expanded its exploration activities to include Mexico. The Company currently holds interests in the following properties:

- The San Diego property in Durango State, Mexico where the Company previously held a 50% interest, which has been increased to a 100% holding in the the period.
- The McCuaig JV project in Red Lake, Ontario with partner Rubicon Minerals Corporation. The Company owns a 40% with Rubicon owning a 60% interest.
- The Aquilon Main Project in James Bay, Quebec where the Company held a 50% interest with Sirios Resources Inc. holding the remaining 50% interest, however, in an agreement dated August 4, 2016, the company has sold its 50% interest to Sirios.

Detailed information about the Company can be found on SEDAR at www.sedar.com and on its website www.goldentag.ca. Please also refer to the Annual Financial Statements as at December 31, 2016 and the accompanying comprehensive MD&A.

SAN DIEGO PROPERTY, MEXICO:

On November 2, 2005, Golden Tag entered into an option agreement with ECU Silver Mining Inc., (“ECU”) (now “Golden Minerals”) whereby the Company could earn a 50% interest in the San Diego property, Durango State, Mexico by expending a total of \$US1.5 million on exploration over three years. Golden Tag has earned its 50% interest.

The San Diego property, Durango State, is situated approximately 75 km southwest of the city of Torreon in the state of Coahuila and is 9 km northeast of Golden Mineral’s San Juana Mine. It can be accessed via 10km of dirt road from the village of San Diego de Arriba, which is located only 5 km east from Highway #40-49, a four lane toll highway, and Federal Road #40, a free, two lane highway.

The property consists of the Unificacion, El Refugio, San Jose, Dino Catarino, and Ampliacion de San Jose claims covering 91.65 hectares and is located in the Velardeña Mining District, Municipality of Cuencame, in the northeast quadrant of Durango State, central Mexico. The San Diego property is part of a group of 3 properties held by Golden Minerals within the Velardeña mining district. The property is underlain by a thick sequence of limestone that corresponds to Cretaceous rocks of the Aurora and Cuesta del Cura Formation, intruded by a large Tertiary Diorite Stock. The deposits of the Velardeña mining district consist of quartz-calcite veins with associated silver, lead, zinc, gold and copper mineralization typical of the polymetallic, low-sulphidation epithermal deposits of northern Mexico.

EXPLORATION RESULTS

A total of 32,933 meters of surface diamond drilling has been completed on the property in six phases of exploration between 2006 and 2012. Exploration was initially focused on testing for shallow depth extensions to several, laterally extensive veins mapped in surface outcrop and the location of historical, near surface mining activity. The generally east-west trending veins and adjacent stringer zones were found to lie within a broad structural corridor (the Central Corridor) which cuts across the large Diorite stock located in the center of the property, the Central Diorite. The Diorite intrudes into the dominantly limestone sequence of country rock. Results from an initial 17,033 meters of surface diamond drilling, the Phase I to Phase IV programs, were reported in a NI 43-101 technical report and Mineral Resource Estimate in 2009. The 43-101-compliant technical report was published on January 27, 2009 and it is available at www.SEDAR.com. The Resource Estimate was independently audited and verified by William J. Lewis, P.Geol, MICON International Ltd., qualified person as defined under NI 43-101 guidelines.

Subsequent exploration in 2011 and 2012 was focused on the depth extension of the known veins and on an ever increasing number of new zones and mineralized environments encountered in drilling within, to the East of, and to the south of, the Central Diorite. An additional 15,900 meters of surface drilling completed in Phase V and Phase VI has proven that the property is centered over a very large hydrothermal system with alteration and mineralization extending beyond the current limits of drilling and to depths of over 800 to 1,000 meters.

The geological understanding of the interplay between structure, alteration and mineralization on the property has grown with each program of diamond drilling. There are now at least 23 recognized zones of Silver-Lead-Zinc mineralization on the property. The overall styles of mineralization varies significantly with depth and with distance from the Central Diorite.

Mineralization in the upper 300 to 400 meters of the deposit is generally restricted to narrow, high grade sulphide veins. This style of mineralization is relatively typical of brittle deformation in an epithermal setting. Close to surface the veins are oxidized and were the focus of historical mining on the property. The veins generally strike East-West and are constrained within the steeply-dipping Central Corridor. Several veins crosscut the Corridor and strike to the Northeast. Where veins crosscut each other, or where subparallel veins come into close proximity due to variations in dip, they can form “blow-outs”, areas where the wall rock between or surrounding the veins becomes intensely fractured and mineralized. “Blow-outs” contribute significantly to the potential of these near surface vein zones.

Below 300 to 400 meters, the environment of mineralization changes substantially and is typical of deposits occurring in a mesothermal setting. Limestone becomes increasingly recrystallized to form marble, deformation becomes brittle-ductile in nature, and there is a substantially greater interaction between host rocks and mineralizing hydrothermal solutions. Mineralization encountered in Phase V and Phase VI drilling includes the depth extensions of the near surface veins but often in association with sulphide replacement of the adjacent wall rocks resulting in greater widths of mineralization; Mantos-type replacement zones in limestone/marble (massive to semi-massive sulphide zones parallel to bedding); Pipe-like carbonate replacement zones (massive to semi-massive sulphide zones along the intersection of cross-cutting veins), widespread areas of stringer or disseminated sulphide mineralization; and very large areas of skarn-type mineralization which straddle massive sulphide replacement zones developed along the contact of the Central Diorite. Exploration drilling also encountered a second, major structural corridor trending east-northeast and located to the south of the Central Diorite. This new corridor hosts several broad and well mineralized vein zones and is termed the Southern Corridor.

From a regional prospective the character of mineralization at San Diego is very similar to that of the Santa Maria and San Jose deposits in the Velardeña Camp to the West. Research has developed a model which identifies trends in alteration, metal zonation and environment indicative of a hydrothermal cell which extends vertically for a distance of 1.8 km. San Diego fits easily within this model but lacks the uppermost gold-rich style of veining present at the San Juana deposit. San Diego does demonstrate an increase in Zinc and decrease in lead with depth. The deepest drill hole at San Diego also shows an increase in Copper at depth which may suggest that the San Diego system may overly a Copper Porphyry zone at greater depth.

Mineral Resource Estimate – San Diego Property

A Mineral Resource Estimate was completed by SGS Canada Inc.- SGS Geostat Group in Montreal upon completion of Phase 6 drilling in November 2012. A NI 43-101 Independent Technical Report was published in April 2013 in support of the mineral resources disclosed in a Press Release on February 26, 2013.

On May 28th, 2015, as a result of a review by the British Columbia Securities Commission, the Company issued a news release to clarify disclosure on the Mineral Resources on the San Diego Property. Certain deficiencies in filing and technical disclosure were identified and corrective action was taken. Mineral Resources on the San Diego property presented in a news release dated February 26 2013, as corrected in the press release of March 4 2013, remain unchanged. A corrected NI 43-101 Resource report was filed on June 12, 2015. The report is available through www.SEDAR.com

The results from the independent estimate of resources are summarized below as Table 1 and 2. Parameters used in the Resource Estimate are summarized in Table 3.

The Estimated Indicated and Inferred Resources at San Diego include:

- Indicated Resources of 16.5 Million tonnes grading 60 g/t Ag, 0.71% Pb and 1.22% Zn
- Inferred Resources of 42 Million tonnes grading 62 g/t Ag, 0.90% Pb and 1.31% Zn

Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.

SGS-Canada also recognized that there are many areas within the known and modeled structures, and as depth extensions to mineralized zones, that require additional drilling to meet the geo-statistical resource parameters applied in the study. They conclude that these areas potentially host:

- Additional Target Potential of between 20 to 50 million tonnes grading 100 to 150 g/t Silver Equivalent

The Additional Target Potential is conceptual in nature as there has been insufficient exploration to define a mineral resource and it is uncertain if further exploration will result in the target being delineated as a mineral resource.

Additional Target Potential includes tonnes contained within 23 mineralized envelopes that were outlined in three dimensions and form the base for 34 geo-statistical block models. These areas do not meet with the required drill hole density for classification as Indicated or Inferred Resources. This Potential within the models falls under “Unclassified tonnes above applicable cut-offs” or “Unclassified resources that are below cut-off”. Additional potential exists also on various dip, strike or plunge extensions to the numerous zones.

The updated Resource Estimate represented a very significant increase in tonnage over the previous Resource Estimate in 2009 with the most noteworthy, an expansion of Indicated Resources from 370,000 tonnes to 16.5 million tonnes (Mt). Inferred Resources double in tonnage from 22 million tonnes to 42 million tonnes. Silver ounces increase in comparison to 2009 and now stand at 31.6 M oz Ag Indicated and 83.8 M oz Ag Inferred versus 3 M oz. and 76.5 M oz. respectively in 2009. This represents a very large increase in higher quality Resources.

Table 1. Summary of Resources in 23 Mineralized Zones on the San Diego Property,
Durango State, Mexico (SGS, 2013)

SAN DIEGO RESOURCE ESTIMATE	CoG (g/t)	Indicated Resources							Inferred Resources						
		Tonnes (Mt)	Au g/t	Ag g/t	Pb %	Zn %	Ag.EQ ⁽²⁾ g/t	Ag Oz (M)	Tonnes (Mt)	Au g/t	Ag g/t	Pb %	Zn %	Ag.EQ ⁽²⁾ g/t	Ag Oz (M)
Fernandez Zone															
Endoskarn	52 ⁽¹⁾	9.3	0.06	55	0.59	1.33	100	16.5	9.6	0.04	57	0.6	1.3	101	17.4
Fringe	52	5.5	0.06	43	0.74	0.89	83	7.6	19.1	0.05	41	0.7	0.97	81	25.1
Sub-total		14.8	0.06	51	0.65	1.17	94	24.1	28.7	0.05	46	0.7	1.08	88	42.4
Vein & Mantos Zones															
Trovador	52	0.29	0.09	87	0.72	4.15	194	0.81	4.41	0.04	68	0.9	1.55	124	9.6
Montanez (3)	125	0.56	0.31	101	1.36	1.43	170	1.82	1.57	0.18	91	1.5	1.9	174	4.6
Vein Zones (17)	52-125	0.53	0.14	166	1.38	1.03	227	2.80	7.12	0.14	109	1.7	1.99	200	25.0
Oxide Zones	133	0.31	0.43	211	1.15	0.9	234	2.11	0.29	0.43	238	0.8	0.91	261	2.2
Sub-total		1.69	0.24	139	1.22	1.68	204	7.54	13.39	0.12	96	1.40	1.81	173	41.4
TOTAL RESOURCES (Oxide & Sulphide Zones)		16.5	0.08	60	0.71	1.22	105	31.6	42.0	0.07	62	0.9	1.31	115	83.8

Note: Errata in Table 5 and 6 were corrected in a Press Release on March 4th 2013. March 4th Tables are reproduced here.

(1) Block Caving/Mechanized Bulk Mining Cut-Off Grade (CoG) of 52 g/t Ag.EQ or NSR \$30/t. See Table 6 for more details

(2) Ag.EQ: Silver Equivalent ounces based on 3-yr trailing average commodity prices of US\$1455/oz.Au; US\$28.10/oz.Ag;

US\$1.00/lb Pb and US\$0.96/lb Zn applying estimated Mill and Smelter recoveries. (3) Bulk Zones includes the Fernandez Zone

(Fringe & Endoskarn); (4) Totals may not add up correctly due to rounding.

Table 2. Summary of Mineral Resources, San Diego Property,
Durango State, Mexico (SGS, 2013)

INDICATED RESOURCES	Cut-Off (g/t)	Tonnage (t)	Au (g/t)	Ag (g/t)	Pb (%)	Zn (%)	Cu (%)	Ag.EQ (g/t)	Silver ounces	Ag.EQ ounces
TOTAL BULK ZONES ⁽³⁾	52	14,800,000	0.06	51	0.65	1.17	0.12	94	24,070,000	44,510,000
TOTAL OXIDE VEINS	133	311,000	0.43	211	1.15	0.90	0.00	234	2,110,000	2,330,000
TOTAL SULPHIDE VEINS	52-125	1,373,000	0.20	123	1.23	1.85	0.10	197	5,430,000	8,680,000
TOTAL INDICATED		16,484,000	0.08	60	0.71	1.22	0.11	105	31,610,000	55,520,000

INFERRED RESOURCES	Cut-Off (g/t)	Tonnage (t)	Au (g/t)	Ag (g/t)	Pb (%)	Zn (%)	Cu (%)	Ag.EQ (g/t)	Silver ounces	Ag.EQ ounces
TOTAL BULK ZONES ⁽³⁾	52	28,650,000	0.05	46	0.67	1.08	0.10	88	42,440,000	80,690,000
TOTAL OXIDE VEINS	133	288,000	0.43	238	0.81	0.91	0.10	261	2,200,000	2,410,000
TOTAL SULPHIDE VEINS	52-125	13,100,000	0.11	93	1.41	1.83	0.10	171	39,170,000	72,230,000
TOTAL INFERRED		42,038,000	0.07	62	0.90	1.31	0.10	115	83,810,000	155,330,000

See Notes at bottom of Table 1.

Cautionary Statement:

Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. The Additional Potential is conceptual in nature and there has been insufficient exploration to define a mineral resource. It is uncertain if further exploration will result in this potential being delineated as a mineral resource.

Table 3. Parameters used in the San Diego Mineral Resource Estimate (SGS, 2013)

Parameters	Silver	Pb	Zn	Au	Cu
Metal Pricing ⁽¹⁾	\$28.10/oz	\$1.00/lb	\$0.96/lb	\$1,455/oz	3.65/lb
Sulphides - Net Recoveries	64.9%	76.4%	57.5%	0.0%	0.0%
Conversion Factor to AgEQ g/t ⁽²⁾	1.0	1% = 28.7	1% = 20.8	-	-
Oxides - Net Recoveries	60.5%	0.0%	0.0%	62.5%	0.0%
Conversion Factor to AgEQ g/t ⁽²⁾	1.0	-	-	53.4%	-
Potential Mining Methods	Cut-Off Grades(COG)		Minimum Horizontal Mining Widths (m)		
	\$/t ⁽³⁾	Ag.EQ (g/t)			
COG 133 Narrow vein Shrinkage- Oxide	\$73	133	1.0		
COG 125 Narrow vein Shrinkage	\$73	125	1.0		
COG 102 Long Hole Mining	\$60	102	2.5		
COG 81 Bulk Mining	\$47.50	81	5.0		
COG 52 Mechanized Bulk /Block Cave	\$30	52	Over 5 m (Fernandez /Trovador)		

Footnotes: (1) \$US Pricing based on 3-year trailing average

(2) g/t Ag.EQ with estimated Mill and Smelter recoveries.

(3) Estimated mining cost (\$/t) in Mexico

The SGS Study and Resource Estimate confirmed that San Diego is a large, new Silver-Lead-Zinc- rich deposit which lies on the Velardeña Mine trend to the east of the Santa Juana Mine and the Santa Maria Mine.

The Updated Resource Estimate contains 21 Vein Zones of primarily sulphide mineralization with oxide portions limited to the near-surface environment. The Estimate also reports the newly discovered Fernandez Skarn Zone and confirms it is a large and well constrained body of mineralization.

Resource Estimate Methodology

A three dimensional model of level plans and cross-sections was constructed that enabled a better understanding of the interrelationships between the various mineralized structures found on the San Diego Property. Wireframe envelopes were created for the 23 mineralized bodies of which, 10 cross the oxide-sulphide interface. Two of the bodies (Endoskarn and Fringe) have an ovoid shape, whereas the remainder represent thin (typically 1-5m) veins. Fernandez Zone envelopes were filled with isotropic blocks measuring 5m x 5m x 5m whereas the Vein Zones were populated with thin rotated blocks of 0.5m x 5m x 5m to better respect the geometry and thickness of these narrow structures. The blocks were interpolated from equal length composites calculated from the mineralized intervals. Prior to compositing, high grade silver and gold assays were capped respectively to 1,400 Ag g/t and 5 g/t Au. Mineralized intervals having less than 1 meter true thickness were diluted with adjacent wall-rock. For the various cut-off grades (“CoG”), minimum horizontal mining widths were set at >5.0 m for CoG 52 g/t Ag.EQ; 5.0 m for CoG 81 g/t Ag.EQ; 2.5 m for CoG 102 g/t Ag.EQ; and 1.0 m for CoG 125 g/t Ag.EQ.

Block grades were interpolated from the composites in three separate passes using the inverse distance to the square methodology. Blocks were classified automatically requiring a minimum of three drill holes within a 65m distance (40m extrapolation) for Indicated Resources and a minimum of 2 drill holes within a 125 m distance (80 m extrapolation) for Inferred Resources.

In addition, a 60 m radius around a single drill hole was also defined as Inferred Resource. Each mineralized body was validated visually to ensure that grade and classification was geologically reasonable. The San Diego drill hole database includes 54 diamond drill holes totaling 31,000 m of HQ, NQ and BQ size core with over 22,000 assayed samples. Density factors were estimated from a linear regression formula based on SG measurements performed on 777 mineralized intervals of core.

Qualified persons – Resource:

The Resource Study was undertaken by SGS Canada Inc.- SGS Geostat Group under the management and supervision of M. Claude Duplessis, Ing. with the assistance of M. Guy Desharnais Ph.D, P.Geo.; Independent Qualified Persons (QP) and in accordance with NI 43-101.

SAN DIEGO EXPENDITURES:

Expenditures of \$14,830 were incurred in the first quarter of 2017 mainly related to maintenance and security on the property. The total balance for Exploration and Evaluation assets at Q1, 2017 is \$10,387,171

McCUAIG JV PROPERTY, RED LAKE ONTARIO:

The McCuaig Property comprises three unpatented mining claims (10 claim units) seven kilometers northwest of the Red Lake mine complex and is a Joint Venture between Golden Tag (40%) and Rubicon Minerals Corp (60%). Rubicon is the operator. The property is strategically located in the heart of the Red Lake gold camp and is underlain in part by the Balmer stratigraphy of the Red Lake Greenstone Belt. The geological setting is considered to be analogous to the Bruce Channel mineralization currently being explored at the adjacent Gold Eagle Mines discovery and also to the setting of the major gold deposits of the camp.

Work was undertaken on the property in 2007 and 2010. The Company to date has incurred its share of exploration expenditures on the property amounting to \$1,285,040. The property was written off at year end 2015 in accordance with IFRS standards given that there are no plans to further explore this property in the immediate future.

SUMMARY OF INTERIM STATEMENT: COST OF MINERAL PROPERTIES

PROPERTY	Balance December 31, 2016	Additions for the period	Balance March 31, 2017
McCuaig Red Lake	-	-	-
San Diego, Mexico	10,372,341	\$14,830	10,387,171
Aquilon Main, Quebec	-	-	-
TOTAL	\$10,372,341	\$14,830	\$10,387,171

INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS”): the unaudited condensed interim consolidated financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting standards Board (“IASB”), and in accordance with International Accounting Standard (“IAS”) 34, Interim Financial Reporting. The unaudited condensed interim consolidated financial statements do not include all the information required for full annual financial statements, and should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2016, as they follow the same accounting policies and methods of application.

Results of Operation :

The loss for the current three month period ending March 31, 2017 is \$87,980, compared to a gain of \$60,696 reported for the same period a year ago. The gain in Q1 2016 is a result of a cash non-refundable payment of \$80,000 on the Aquilon property by a private group, the sale of which did not complete. The loss in Q1 2017 is also influenced by the changing value of marketable securities held by an amount of \$32,630 which according to IFRS rules must be charged at current values. Direct operating costs in the current quarter were \$55,414, \$36,104 or 87%% greater than the \$19310 reported in the same quarter in 2016. The largest increase was for Management & Consulting fees, which were \$20,000 compared to \$nil in 2016. This reflects the normalization of fees paid compared to the previous years when fees were reduced/delayed to conserve capital. The other category experiencing an increase was Professional fees which at \$10,601 were \$9,221 or 668.2% greater than the \$1,380 reported in Q1 2016. This increase was largely a result of higher legal costs in Mexico related to operations now that the Company holds a 100% interest in the San Diego property in 2017. On a per share basis, the loss per share in 2017 was 0.001 compared to a gain of 0.001 in 2016. The loss per share in 2017 was partially muted when compared to the same period as the average number of shares outstanding for the current 2017 period was 78,926,558 compared to an average of 56,960,805 in Quarter 1, 2016.

SUMMARY OF QUARTERLY RESULTS: (unaudited)

The following table represents unaudited financial information for the eight most recently completed financial quarters.

	<u>2017</u>		<u>2016</u>			<u>2015</u>		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Income	64	(804,750)	1,171,043	8	80,006	6	4	59
Net (Loss)Gain	(87,980)	(823,588)	1,008,989	(51,074)	60,696	(2,700,525)	(31,821)	(48,273)
Net (Loss)Gain per share	0.001	(0.054)	0.016	(0.001)	0.046	(0.046)	(0.001)	0.001

Income is in large part, especially in the 2016 quarters, from the sale of properties, administration revenue and interest on funds held. In the last eight quarters, the quarterly net loss fluctuated between a gain of 1,008,989 Q3 2016 and a loss of \$2,700,525 in Q4 2015. In the periods analyzed, the amount of loss per quarter is largely a function of: the amount of offsetting income revenue to costs, direct operating expenses, write-off of exploration and evaluation assets and the impact of foreign exchange and adjustments as was the case in Q4, 2015. Quarterly results may also be significantly influenced by accruals between quarters. The positive amount shown in Q3 2016 is chiefly a result of revenue from the sale of the Aquilon property.

Funds Raised:

No funds were raised during the quarter.

Related Parties:

An amount of \$25,000 was paid during the three month period to date for consulting fees to management.

Share Capital as at September 30, 2016:

Authorized:	unlimited
Issued:	78,926,558
Fully Diluted:	98,056,958

Summary of Options:

Options to directors and employees and consultants which remain unexercised at the end of the period total 250,000 at an exercise price of \$0.22 until July 5, 2017.

Subsequent Events:

There are no subsequent events other than that already contained in this report.

Management's Responsibility For Financial Reporting:

Management is responsible for the preparation of the financial statements and other financial information relating to the Corporation included in this unaudited interim report. The financial statements have been prepared in accordance with International Financial Reporting Standards and necessarily include amounts based on estimates and judgment of management.

Management has established these amounts in a reasonable manner, in order to ensure that the financial statements are presented fairly in all material respects.

Risks and Uncertainties:

The operations of the Company are speculative due to the high-risk nature of its business, which is the acquisition, financing, and exploration of mineral properties. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking information relating to the Company.

Nature of Mining, Mineral Exploration and Development Projects

Mining operations generally involve a high degree of risk. The Company's operations are subject to the hazards and risks normally encountered in mineral exploration, including environmental hazards, and unusual or unexpected geological occurrences. Such risks could result in damage to, or destruction of, mineral properties or producing facilities, personal injury, environmental damage, monetary losses and possible legal liability.

Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change.

Substantial expenditures are required to establish proven and probable mineral reserves through drilling. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of mineral resources or mineral reserves. There is no certainty that the expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

No Revenues

To date the Company has recorded no revenues from operations and the Company has not commenced commercial production on any property. There can be no assurance that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years related to consultants, personnel and equipment associated with advancing exploration, development and commercial production of the Company's properties. The Company expects to continue to incur losses unless and until such time as it enters into commercial production and generates sufficient revenues to fund its continuing operations. The development of the Company's properties will require the commitment of substantial resources to conduct time-consuming development. There can be no assurance that the Company will generate any revenues or achieve profitability.

Foreign Exchange

Exploration is paid in United States dollars in Mexico and consequently, the Company is subject to foreign exchange risks relating to the relative value of the Canadian dollar as compared to the US dollar.

Mineral Resource and Mineral Reserve Estimates May be Inaccurate

There are numerous uncertainties inherent in estimating mineral resources and mineral reserves, including many factors beyond the control of the Company. Such estimates are a subjective process, and the accuracy of any mineral resource or mineral reserve estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. These amounts are estimates only and the actual level of mineral recovery from such deposits may be different.

Title to Properties

The acquisition of title to resource properties is a very detailed and time-consuming process. The Company holds its interest in certain of its properties through mining claims. Title to, and the area of, the mining claims may be disputed. There is no guarantee that such title will not be challenged or impaired. There may be challenges to the title of the properties in which the Company may have an interest, which, if successful, could result in the loss or reduction of the Company's interest in the properties.

Commodity Price Risk:

The ability of the Company to develop its properties and the future profitability of the Company are directly related to the market price of certain minerals.

Disclosure Controls and Procedures:

Disclosure controls and procedures over financial reporting within the Corporation have been designed to provide reasonable assurance that all relevant information is identified to ensure appropriate and timely decisions are made regarding public disclosure. Internal controls over financial reporting have been designed by management, with the participation of the Corporation's President and Chief Financial Officer ("CFO") and Chief Executive Officer ("CEO") to provide reasonable assurance regarding the reliability of the Corporation's financial reporting and its preparation of financial statements. The Corporation's CEO and CFO certify the appropriateness of the financial disclosures in the Corporation's interim filings with securities regulators. In those interim filings, the Corporation's CEO and CFO also certify the design of the Corporation's disclosure controls and procedures and the design of internal controls over financial reporting. The Corporation's Audit Committee reviewed this MD&A, and the audited consolidated financial statements, and the Corporation's Board of Directors approved these documents prior to their release.

Management's report on disclosure controls and procedures : Management, with the participation of the Corporation's CEO and CFO, assessed the effectiveness of the Corporation's disclosure controls and processes and concluded, as at December 31, 2016, that such disclosure controls and processes were effective to provide reasonable assurance that: material information relating to the Corporation was made known, and information required to be disclosed by the corporation in its annual filings, interim filings and other reports filed or submitted by the Corporation under securities legislation was recorded, processed, summarized and reported within the time periods specified in securities legislation.

It should be noted that as a small organization, the Company's management is composed of a small number of key individuals, resulting in situations where limitations in segregation of duties have to be compensated by more effective monitoring by the Chief Executive Officer and the Chief Financial Officer. It is important to note that this issue would also require the Company to hire additional staff in order to provide greater segregation of duties.

Quarterly and annual financial statements are reviewed by the Company's Audit Committee and Board of Directors. Since the increased funding costs of such hiring could place a burden on the Company's finances, the Company's management has chosen to disclose the potential risk in its filings and is assessing the company's future needs in this regard as activity in the Company grows.

There have been no changes to the Corporation's internal controls over financial reporting during the period ended June 30, 2016 that have materially affected, or are reasonably likely to materially affect, its internal controls over financial reporting.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Except for statements of historical fact relating to the Company, certain information contained herein constitutes forward-looking information. Forward-looking information includes, but is not limited to, statements with respect to the potential of the Company's properties; the future price of gold and other minerals; the estimation of mineral reserves and mineral resources; conclusions of economic evaluation; the realization of mineral reserve estimates; the timing and amount of estimated future production; costs of production; capital expenditures; success of exploration activities; mining or processing issues; currency exchange rates; government regulation of mining operations; and environmental risks. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "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 information is based on the opinions and estimates of management as of the date such statements are made, and they 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 information, including but not limited to risks related to: unexpected events and delays or failure to receive government approvals; timing and availability of external financing on acceptable terms; actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of gold and other minerals; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; as well as the risks and uncertainties identified elsewhere in this document. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, 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 information.

Additional Information :

This analysis should be read in conjunction with the most recent audited financial statements. Financial information about the Company is contained in its comparative financial statements for the fiscal years ended December 31, 2016 and 2015 and additional information about the Company can be found on SEDAR at www.sedar.com.

Qualified Person

David Rigg, P. Geo, CEO of the Company is the Qualified Person as defined by NI 43-101 who has reviewed and approved the technical content in this report.

Montreal, May 26, 2017

(Signed : David Rigg)
CEO

(Signed : Marc A. Carrier)
President & CFO