NV GOLD CORPORATION

FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
NINE MONTH PERIOD ENDED MAY 31, 2016

The following management discussion and analysis for *NV Gold Corporation* ("the Company") is prepared as of **July 7, 2016** and should be read together with the unaudited condensed consolidated interim financial statements for the nine month period ended May 31, 2016 and related notes attached thereto (financial statements), which were prepared in accordance with the International Financial Reporting Standards ("IFRS"). The reader should also refer to the Company's audited consolidated financial statements and accompanying notes for the year ended August 31, 2015.

All dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information related to the Company is available for view on SEDAR under the Company's profile at www.sedar.com and on the Company's website at www.nvgoldcorp.com.

Description of Business

NV Gold Corporation (the "Company") was incorporated under the laws of the province of British Columbia on May 23, 2007. The Company's principal business activity is the identification, acquisition and exploration of mineral properties in the United States and Switzerland. The Company trades on the TSX Venture Exchange ("TSX-V") under the symbol NVX.

Effective May 25, 2016, the Company's common shares commenced trading on a 1-new-for-5-old consolidated basis. All common shares, share purchase warrants, stock options and per share amounts have been retroactively restated to conform with this presentation.

The consolidated financial statements contained herein include the accounts of the Company and its two wholly owned subsidiaries, NV Gold Corporation (USA) Inc. ("NV Gold USA") and SwissGold Exploration AG ("SwissGold"). All inter-company balances and transactions have been eliminated upon consolidation.

The Company is in the business of exploring and developing its mineral properties in Switzerland and has not yet determined whether this property contains ore reserves that are economically recoverable. The recoverability of the amounts shown for mineral property and related deferred exploration costs is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of the mineral property and upon future profitable production.

Technical Disclosure in the Management Discussion and Analysis

Dr. Odin Christensen, a Qualified Person pursuant to National Instrument ("NI 43-101"), is responsible for, and has reviewed and approved, the technical information contained in the Company's new releases, which have been referred to in this MD&A. Dr. Christensen is a director of the Company and is also acting as a technical adviser to the Company.

Mineral Properties

Swiss Permits, Switzerland

The Company, through its Swiss subsidiary, SwissGold, has been issued a five year exploration permit ("Permit") for gold and precious metals that covers an area of approximately 224km2 within the Communes of Medel / Lucmagn, Disentis/Muster and Sumvitg in Canton Graubunden, southeastern Switzerland. The Permit is governed by the terms of an amended mining law that has been approved by the residents of the Communes. The Permit is renewable for two additional 5-year terms. A technical report is available for view under the Company's profile on SEDAR. During the current period, the Company wrote-down the Swiss Permits by $58,763 to a value of $1.

Afgan-Kobeh Property, Nevada, USA

The Company held a 100% interest in the Afgan-Kobeh project located in Eureka County, Nevada after completing the terms of its agreement with Gold Standard Royalty (Nevada) Inc. The Afgan-Kobeh project covers approximately 2,180 acres and consists of 109 unpatented claims. In 2004, Castleworth Ventures Inc. reported a NI 43-101 compliant resource estimate in respect of the property comprising an indicated gold resource of 50,000 ounces (1.85 million tons at an average grade of 0.027 oz Au/ton (0.926 g Au/t)) and an inferred gold resource of 34,000 ounces (1.29 million tons at an average grade of 0.026 oz Au /ton (0.891 g Au/t)) using a cut-off of 0.010 oz Au/ton (0.343 g Au/t), based on 145 drill holes completed prior to 1998. The historic report also recommends exploration of several targets established from the accumulation of earlier work. This project is located in northeastern Nevada, approximately 28 miles northwest of the town of Eureka along the Battle Mountain-Eureka Trend (also referred to as the Cortez Trend).

An updated NI 43-101 compliant resource estimate on the Afgan-Kobeh Property was released on June 13, 2011. The resource estimate was prepared by Michael M. Gustin, P. Geo. of Mine Development Associates, of Reno, Nevada, an independent consultant for the Company. Estimated resources using a cutoff value of 0.006 oz Au/ton were as follows: Indicated gold resource of 66,000 ounces (3.20 million tons at an average grade of 0.021 oz Au/ton) and an inferred gold resource of 55,000 ounces (3.97 million tons at an average grade of 0.014 oz Au /ton). The complete technical report is available for view under the Company's profile on SEDAR.

During the year ended August 31, 2015, the Company wrote-down the Afgan-Kobeh Property by $633,656 to a carrying value of $592,065 (US$450,000). During the current period, the Company entered into an agreement and sold the Afgan-Kobeh Property for US$450,000. See below, item 5 under Other Events and Transactions for more details.

Overall Performance

As at May 31, 2016, the Company had $55,088 (August 31, 2015 - $28,695) in cash and working capital (deficiency) was ($388,720) (August 31, 2015 – ($737,613)). The Company incurred a net loss of $279,668 (2015 - $2,558,991) during the nine month period ended May 31, 2016.

Other Events and Transactions

1) 80,000 stock options exercisable at $0.50 per share, 18,000 stock options exercisable at $0.25 per share and 50,000 stock options exercisable at $0.60 per share were cancelled.

2) 1,340,000 warrants exercisable at $0.50 per warrant and 356,133 warrants exercisable at $1.25 per warrant expired unexercised.

3) On November 3, 2015, the Company received US$25,000 ($32,756) by issuing a promissory note payable at an interest rate of 5% per year. The principal balance and accrued interest is due on May 3, 2016. The promissory note was issued to the President and CEO of the Company. On January 7, 2016, the Company received an additional US$25,000 ($35,242) from the President and CEO by issuing a promissory note payable at an interest rate of 5% per year. The principal balance and accrued interest is due on July 7, 2016.

4) On November 3, 2015, Bruce Scott resigned as the Company's Corporate Secretary.

5) On November 27, 2015, the entered into an Asset Purchase and Sale and Debt Repayment Agreement (the "Agreement") with the Company's President and CEO, John Watson related to the sale of the Afgan-Kobeh Property, the acquisition of the shares of SwissGold and the settlement of debt. The Agreement was subsequently terminated when the Company entered into an Asset Purchase and Sale Agreement (the "McEwen Agreement") on December 18, 2015 with McEwen Mining Inc. ("McEwen"), to sell the Afgan-Kobeh Property to McEwen for US$450,000. Since the transaction represented a sale of substantially all of the Company's undertaking, the transaction was subject to shareholder approval by special resolution and regulatory approval.

   The terms of the McEwen Agreement are as follows:

   i) McEwen's obligations are subject to McEwen receiving, by December 21, 2015 (received), an agreement (the "Support Agreement") from the Company's President and CEO and holder of 44.8% of its outstanding shares, under which the President and CEO agrees to vote his shares of the Company in favour of the special resolution to approve the transaction, which has been received by McEwen;
   ii) McEwen's obligations are subject to McEwen being satisfied, by December 21, 2015 (completed), with its title investigation in respect of the Afgan-Kobeh Property, and McEwen has advised that it is satisfied;

iii) the Company will retain its reclamation bond and remain responsible for completing the reclamation of the Afgan-Kobeh Property required by that bond, but McEwen will be responsible for all other reclamation in respect of the Afgan-Kobeh Property; and
iv) the Company has agreed to hold a shareholders meeting to approve the special resolution to approve the transaction on or before February 1, 2016 (completed).

The Special Committee determined the McEwen Agreement constituted a superior proposal and that the Company should enter into the McEwen Agreement and terminate the agreement with the President and CEO. McEwen is entirely at arm's length to the Company and the President and CEO. The Company terminated the agreement with the President and CEO entered into on November 27, 2015.

All the terms of the McEwen Agreement were satisfied and Afgan-Kobeh Property was sold for US$450,000. A portion of the proceeds from the sale were used to reimburse cash advances and promissory notes payable of US$355,038 due to the President and CEO of the Company. The remaining balance of the proceeds will be used for general working capital purposes.

6) The Company held its Annual General and Special Meeting on January 26, 2016 in Vancouver, BC at Suite 1500 – 885 West Georgia Street at 4:00 PM (PST). All proposed resolutions were passed.

7) Effective May 25, 2016, the Company's common shares commenced trading on a 1-new for 5-old consolidated basis. All common shares, share purchase warrants, stock options and per share amounts have been retroactively restated to conform with this presentation.

Events subsequent to the reporting period

The Company entered into and completed a debt settlement transaction with the President and CEO of the Company under which:

a) the President and CEO acquired 1,580,592 common shares of the Company in settlement of $102,738 in debts of the Company payable to him for past services and out of pocket expenses incurred on behalf of the Company; and

b) the President and CEO has forgiven and released the Company of $308,188 in debts due to him.

Mineral Property Update

Swiss Permits

On October 8, 2014, the Company's Swiss subsidiary, SwissGold, was issued a five year exploration permit ("Permit") for gold and precious metals that covers an area of approximately 224km^2 within the Communes of Medel / Lucmagn, Disentis/Muster and Sumvitg in Canton Graubunden, southeastern Switzerland. The Permit is governed by the terms of an amended mining law that has been approved by the residents of the Communes. The Permit is renewable for two additional 5-year terms. Under the terms of the Permit, the Company must:

i) pay an initial fee of Swiss Francs 4,500 (paid);
ii) pay an annual fee of Swiss Francs 4,500 (paid);
iii) incur exploration expenditures of Swiss Francs 120,000 before the end on 2015; and
iv) incur exploration expenditures of Swiss Francs 100,000 annually thereafter during the first term of the Permit to maintain the Permit in good standing.

Excess expenditures may be carried forward to meet expenditure requirements in future years. Also, the Communes can issue a mining concession to the Company subject to: (i) completion of a satisfactory feasibility study; (ii) completion of an environmental impact study; and (iii) consent from each of the three municipal bodies in the Communes.

The Company filed a NI 43-101 compliant technical report, dated November 14, 2014, on the project. The technical report was prepared by Mine Development Associates of Reno, Nevada. The full report is available for view under the Company's profile on Sedar at www.sedar.com.

The Company wrote-down the Swiss Permits to $1 due to the uncertainty of receiving relief from future work commitment obligations that the Company is seeking. As a result, $58,763 in exploration and evaluation costs were charged to operations.

On February 19, 2016, the Company received written confirmation from the Communes regarding future work commitment obligations. The Communes have agreed to provide the Company with relief from incurring exploration expenditures for 2016 and 2017. The Company will still incur approximately US$15,000 in maintenance fees in each year during 2016 and 2017 to keep the Swiss Permits in good standing.

Afgan-Kobeh Property

The Company entered into an agreement on December 18, 2015 with McEwen Mining Inc. to sell the Afgan-Kobeh Property for US$450,000. See item (5) above under Other Events and Transactions.

Summary of Quarterly Results

	Three month period ended May 31, 2016	Three month period ended February 29, 2016	Three month period ended November 30, 2015	Three month period ended August 31, 2015
Total assets	$ 107,963	$ 142,773	$ 694,478	$ 711,931
Working capital (deficiency)	(388,720)	(335,335)	(837,312)	(737,613)
Shareholders' equity (deficiency)	(343,671)	(288,839)	(193,978)	(64,003)
Interest income	-	5	-	9
Net comprehensive loss	(54,832)	(94,861)	(129,975)	(772,815)
Loss per share (1)	(0.01)	(0.01)	(0.01)	(0.01)

	Three month period ended May 31, 2015	Three month period ended February 28, 2015	Three month period ended November 30, 2014	Three month period ended August 31, 2014
Total assets	$ 1,365,051	$ 1,340,232	$ 3,244,115	$ 3,193,801
Working capital (deficiency)	(555,826)	(470,666)	(283,148)	11,884
Shareholders' equity	720,431	799,363	2,860,295	2,705,510
Interest income	13	33	-	34
Net comprehensive loss	(80,280)	(2,439,422)	(119,569)	(124,022)
Loss per share (1)	(0.01)	(0.01)	(0.01)	(0.01)

(1) The loss per share has been adjusted to reflect the 1-new-for-5-old share consolidation.

Fluctuations in key financial data can be attributed to various items such as financings, exploration programs, non-cash items such as share-based compensation and year-end audit adjustments.

During the three month period ended May 31, 2016, the Company continued in its efforts to minimize overhead costs. The Company consolidated its common shares on a 1-new-for-5 old consolidated basis.

During the three month period ended February 29, 2016, the Company received US$25,000 by issuing a promissory note payable to the President and CEO of the Company. The Company sold the Afgan-Kobeh Property to McEwen Mining for US$450,000. A portion of the proceeds from the sale were used to reimburse cash advances promissory notes payable of US$355,038 due to the President and CEO of the Company. The remaining balance of the proceeds will be used for general working capital purposes.

During the three month period ended November 30, 2015, the Company incurred capitalized costs on its exploration and evaluation assets as follows: $25,764 in expenditures incurred on the Swiss Permits. A write-down of exploration and evaluation costs of $58,763 was recorded for the Swiss Permits. The Company also received US$25,000 by issuing a promissory note payable to the President and CEO of the Company.

The Company earns interest revenue from cash held in banks and financial institutions and varies depending on cash balances remaining in the accounts.

The Company has not paid any dividends and it has no present intention of paying dividends on its common shares as it anticipates all available funds will be invested to finance the growth of its business.

Results of Operations

The nine month period ended May 31, 2016

During the nine month period ended May 31, 2016, the Company had a net comprehensive loss of $279,668 (2015 - $2,639,271). The net comprehensive loss is comprised of the following items:

- Advertising and promotion costs of $291 (2015 - $29,684) were incurred to increase investor awareness of the Company's mineral properties. The Company incurred minimal advertising and promotion costs during the current period due to its continued efforts to reduce overhead costs.

- Bank charges and interest of $1,843 (2015 - $1,661).

- Consulting fees of $97,610 (2015 - $104,692) were charged by the Company's CEO and four independent directors. The current period fees are higher than the comparative period due to consulting fees paid to a consultant to provide a fairness opinion on the valuation of the Afgan-Kobeh Property. Also during the current period, the Company paid fees to 4 independent directors who served on the Special Committee in connection with the Afgan-Kobeh Property valuation and sale.

- Office and general costs of $4,184 (2015 - $13,754) have decreased over the comparative period due to the Company's continued efforts to reduce overhead costs.

- Professional fees of $80,740 (2015 - $78,721) are comprised of $50,970 (2015 - $47,936) for legal and $29,770 (2015 - $30,785) for audit and accounting fees. The legal fees were higher than the comparative period as additional legal services were required due to the various transactions completed during the current period.

- Property investigation of $10,633 (2015 - $Nil) relates to exploration and evaluation expenditures incurred on properties to which the Company doesn't have legal title.

- Registration and filing fees of $12,455 (2015 - $10,755) consist of ongoing regulatory fees associated with maintaining public company profile and status. Current period fees have increased due to numerous filings submitted to the regulatory authorities in connection with the sale of the Afgan-Kobeh property and share consolidation.

- Shareholder costs of $7,820 (2015 - $6,981) are related to the dissemination of AGM materials, press releases and other information. The current period fees have increased due to the increase in press releases and other information disseminated to shareholders in connection with the sale of the Afgan-Kobeh property and share consolidation.

- Share-based compensation of $Nil (2015 - $212,585) on stock options that vested during the period.

- Transfer agent fees of $5,296 (2015 - $4,688) have increased as a result of the additional fees charged by the transfer agent in connection with the share consolidation.

- Travel and related costs of $1,938 (2015 - $28,455) relate to directors and officers travelling to attend investment conferences and to evaluate potential investment opportunities for the Company. Current period costs have decreased significantly due to managements continued efforts to reduce overhead costs.

- Recovered $Nil (2015 - $1,132) in costs incurred in SwissGold from prior years.

- The Company had a foreign exchange gain of $1,900 (2015 – $76,147) related to the conversion of various transactions in US Dollars and Swiss Francs to Canadian Dollars.

- Recorded a write-down of $58,763 (2015 - $2,224,620) in exploration and evaluation costs.

Related Party Transactions

The Company entered into the following transactions with related parties during the nine month period ended May 31, 2016:

i) Paid or accrued $84,187 (2015 - $74,781) in consulting fees and $Nil (2015 - $4,530) in office and general costs to a director of the Company.

ii) Received US$50,000 (Cdn$ 67,998) (2015 - $Nil) from a director of the Company by issuing promissory notes payable at an interest rate of 5% per year. The principal balances and accrued interest of US$397 (Cdn$556) (2015 - $Nil) were paid to the director.

iii) Paid US$355,038 (Cdn$468,918) (2015 - $Nil) to the President and CEO of the Company representing a repayment of cash advances and promissory notes payable.

iv) Paid or accrued $67,481 (2015 - $60,854) in professional fees and share issue costs to companies controlled by officers of the Company.

v) Paid or accrued $19,702 (2015 - $Nil) in fees which have been capitalized to exploration and evaluation assets to a company controlled by a director of the Company.

vi) Paid or accrued $4,500 (2015 - $Nil) in consulting fees to directors of the Company.

Included in due to related parties as of May 31, 2016 is $449,943 (August 31, 2015 - $767,217) due to directors and companies controlled by officers.

Refer above to Events subsequent to the reporting period for more information on a shares for debt settlement with the President and CEO of the Company.

Key Management Compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

Other than disclosed above, there was no other compensation paid to key management during the nine month period ended May 31, 2016 and May 31, 2015.

Liquidity and Capital Resources

The financial statements have been prepared on a going concern basis which assumes that the Company will be able realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

		May 31, 2016		August 31, 2015
Working capital (deficiency)	$	(388,720)	$	(737,613)
Deficit		(7,469,033)		(7,189,365)

Net cash used in operating activities for the period was $505,846 (2015 – $179,518). This amount consists of a net operating loss of $279,668 (2015 - $2,639,271) and items not affecting cash of $67 (2015 - $13,224) as foreign exchange on the reclamation bond, $38,205 (2015 - $Nil) as foreign exchange on the sale of the Afgan-Kobeh Property, share-based compensation of $Nil (2015 - $212,585), interest accrued on promissory note payable to a related party of $313 (2015 - $Nil) and a write-down of $58,763 (2015 - $2,224,620) in exploration and evaluation costs. Changes in non-cash working capital items consisted of a decrease in accounts receivable of $3,405 (2015 – $591), an increase in prepaid expenses of $1,605 (2015 – decrease $26,765) and a decrease in accounts payable and accrued liabilities and due to related parties of $325,326 (2015 – increase $8,416).

The current period provided net cash of $532,239 (2015 – used in $325,869) from investing activities. This comprised of $3,430 (2015 - $73,612) as a refund of reclamation bonds, $592,065 (US$450,000) (2015 - $Nil) in gross proceeds received from sale of the Afgan-Kobeh Property, $Nil (2015 - $261,177) for mineral property acquisition, $63,256 (2015 - $138,304) in expenditures incurred on exploration and evaluation assets.

Financing activities provided net cash of $Nil (2015 - $121,362). This was comprised of $67,998 (2015 - $Nil) received pursuant to the issuance of promissory notes and $67,998 (2015 - $Nil) paid for the settlement of promissory notes. During the Comparative period, the financing activities related to the exercise of 240,000 warrants for gross proceeds of $120,000 and $1,362 received as refund of issue costs from a prior period.

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate various programs and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

The Company's revenues, if any, are expected to be in large part derived from the mining and sale of precious minerals or base metals or interests related thereto. The economics of developing and producing mineral properties are affected by many factors including the cost of operations, variations in the grade of ore mined and the prices of minerals and metals. Depending on the foregoing, the Company may determine that it is impractical to continue commercial production. Prices, which have fluctuated significantly, are affected by many factors beyond the Company's control including anticipated changes in international investment patterns and monetary systems, economic growth rates and political developments. The supply of precious minerals or base metals is related to the economics of new mine production and operating costs for existing producers, as well as the demand from financial institutions and consumers. If the market price falls below the Company's full production costs and remains at such levels for any sustained period of time, the Company will experience losses and may decide to discontinue operations or other development of a project or mining at one or more of its properties.

Financial Instruments and Risk Management

Fair value

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at May 31, 2016, the Company's financial instruments are comprised of cash, accounts receivable, accounts payable and accrued liabilities and due to related parties. Cash is carried at fair value using a level 1 fair value measurement. The carrying value of accounts receivable and accounts payable and accrued liabilities and due to related parties approximate their fair values due to the relatively short periods to maturity of these financial instruments.

Financial risk factors

The Company has exposure to the following risks from its use of financial instruments: credit risk, liquidity risk and market risk. Management, the Board of Directors and the Audit Committee monitor risk management activities and review the adequacy of such activities.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. Management believes that the credit risk concentration with respect to financial instruments included in cash is remote. The Company's receivables consist of GST recoverable from the Canadian Government.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at May 31, 2016, the Company had a cash balance of $55,088 to settle current liabilities of $451,634. All of the Company's financial liabilities are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, and commodity and equity prices. These fluctuations may be significant and the Company, as all other companies in its industry, has exposure to these risks.

(a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to maintain cash in its banking institutions and does not believe interest rate risk to be significant.

(b) Price risk

The Company is not a producing entity so is not directly exposed to fluctuations in commodity prices. The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

(c) Foreign currency risk

The Company has two foreign subsidiaries whose operations are in the United States and Switzerland respectively, which exposes the Company to foreign exchange risk. The Company is subject to currency risk due to the fluctuations of exchange rates between the Canadian dollar, United States dollar and the Swiss Franc. The Company does not enter into derivative financial instruments to mitigate foreign exchange risk.

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as share capital.

The Company is in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new sources of financing available and to manage its expenditures to reflect current financial resources in the interest of sustaining long term viability.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company's capital management objectives, policies and processes have not been changed over the period presented. The Company is not subject to any externally imposed capital requirements.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements as at May 31, 2016.

Additional Disclosure for Venture Issuers without Significant Revenue

Please refer to Note 6 in the unaudited condensed consolidated interim financial statements for the nine month period ended May 31, 2016 for description of the capitalized exploration and evaluation assets presented on a property-by-property basis.

Outstanding Share Data

The following table summarizes the Company's outstanding share data as of the date of this Management Discussion and Analysis:

	Number of shares issued or issuable
Common shares	11,721,852
Stock options	606,000
Warrants	1,030,000

Effective May 25, 2016, the Company's common shares commenced trading on a 1-new-for-5-old consolidated basis. All common shares, share purchase warrants, stock options and per share amounts have been retroactively restated to conform with this presentation.

As at the date of this Management Discussion and Analysis, there are no common shares held in escrow.

Critical Judgments and Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates on the resulting effects of the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

All of the Company's significant accounting policies and estimates are included in Note 3 of the unaudited condensed consolidated interim financial statements for the nine month period ended May 31, 2016.

New Standards Not Yet Adopted

The Company anticipates that the application of these standards, amendments and interpretations will not have a material impact on the results and financial position of the company.

IFRS 9, "Financial Instruments", is part of the IASB's wider project to replace IAS 39, "Financial Instruments: Recognition and Measurement". IFRS 9 retains but simplifies the mixed measurement model and established two primary measurement categories for financial assets; amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The standard is effective for the Company on or after January 1, 2018. The Company will continue to evaluate and monitor the developments of this new standard.

Risks and Uncertainties

Exploration of mineral properties involves a high degree of risk and the successful achievement of a profitable operation cannot be assured. Costs of finding and evaluating an ore body are substantial, and may take several years to complete. The Company must overcome many risks associated with an early stage exploration property. Outstanding items to be completed include, but are not limited to, identification and quantification of a commercially viable ore body, confirmation of the Company's interest in the underlying claims and leases, completion of a feasibility study, funding of all costs related to a commercial operating venture, completion of the permitting process, detailed engineering and the procurement of a processing plant, and constructing a facility to support the property. Construction and operational risks including, but not limited to, equipment and plant performance, metallurgical, environmental, cost estimation accuracy, workforce performance and dependability will all affect the profitability of an operating property.

External financing, primarily through the issuance of common shares will be required to fund future activities. There can be no assurance that such financings will be successful in the future.

Outlook

The Company is actively reviewing business opportunities that would have the potential to add shareholder value.

Corporate Governance

The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Audit Committee of the Company fulfills its role of ensuring the integrity of the reported information through its review of the interim and audited annual financial statements prior to their submission to the Board of Directors for approval. The Audit Committee, comprised of three directors, all of whom are independent, meets with management of the Company on a quarterly basis to review the financial statements, including the MD&A, and to discuss other financial, operating and internal control matters as required.

Forward-Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Readers are cautioned not to put undue reliance on forward-looking statements. These statements relate to future events or the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These forward-looking statements include statements regarding the future price of gold, the timing and amount of estimated future production, costs of production, capital expenditures, the success of exploration activities, permitting time lines, currency fluctuations, the requirements of future capital, drill results and the estimation of mineral resources and reserves. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements contained into this report should not be unduly relied upon. These statements speak only as of the date of this report. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this report. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- the supply and demand for, deliveries of, and the level and volatility of prices of gold as well as petroleum products;
- the availability of financing for the Company's development of a project on reasonable terms;
- the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis;
- the ability to attract and retain skilled staff;

These forward-looking statements involve risks and uncertainties relating to, among other things, changes in commodity and, particularly, gold prices, access to skilled mining development personnel, results of exploration and development activities, uninsured risks, regulatory changes, defects in title, availability of materials and equipment, timeliness of government approvals, actual performance of facilities, equipment and processes relative to specifications and expectations and unanticipated environmental impacts on operations. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the risk factors hereinabove. Additional risk factors are described in more detail hereinafter. **Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. The Company cautions that the foregoing list of important factors is not exhaustive. Investors and others who base themselves on the Company's forward-looking statements should carefully consider the above factors as well as the uncertainties they represent and the risk they entail. The forward-looking statements contained in this report are expressly qualified by this cautionary statement.**