honeybadger exploration inc.

Management's Discussion and Analysis

For the Year Ended December 31, 2017

(Expressed in Canadian Dollars)

This Management's Discussion and Analysis ("MD&A") of financial position and results of operations of Honey Badger Exploration Inc. ("Honey Badger" or the "Company") has been prepared based on information available to Honey Badger as at April 26, 2018, and should be read in conjunction with Honey Badger's audited consolidated financial statements and related notes as at and for the year ended December 31, 2017 and 2016. The audited consolidated financial statements and MD&A are presented in Canadian dollars and have been prepared in accordance with International Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Readers are cautioned that the MD&A may contain forward-looking statements and that actual events may vary from management's expectations. Readers are encouraged to read the "Cautionary Statement on Forward-Looking Information" at the end of this MD&A and to consult Honey Badger's audited consolidated financial statements for the years ended December 31, 2017 and 2016 and the corresponding notes to the financial statements which are available on our website at www.honeybadgerexp.com and on SEDAR at www.sedar.com.

Business Overview and Strategy

Honey Badger is a publicly-listed corporation on the TSX Venture Exchange ("TSXV") under the symbol TUF, is incorporated under the laws of Ontario and is involved primarily in the identification, acquisition and advancement of mineral exploration properties with a particular focus on mineral exploration projects located in northern Ontario and Quebec. Honey Badger's mineral properties are currently in the exploration stage. The Company does not operate any mines.

Honey Badger's continued operations are dependent upon the ability of the Company to obtain financing for the continued exploration of its mineral properties. The Company has not yet determined whether any of its mineral properties contain mineralization that is economically recoverable.

As of December 31, 2017, the Company had no employees other than the President & Chief Executive Officer. Certain professional, administrative and geological services are provided to the Company by independent contractors, including corporations and/or individuals who may be officers or directors of Honey Badger.

The long-term business objectives of the Company are to:

1. acquire mineral properties it considers prospective to strengthen its portfolio of properties,
2. advance the geological knowledge of its mineral properties through successive exploration programs, and
3. if deemed advantageous, dispose of its mineral properties

The value of an exploration property is highly dependent upon the discovery of economically recoverable mineralization, the long-term preservation of the Company's ownership interest in the underlying mineral property, the ability of the Company to obtain the necessary funding to complete sufficient exploration activities on the property, and the prospects of any future profitable production therefrom, or alternatively upon the Company's ability to dispose of its property interests on an advantageous basis.

Risk factors that must be considered in achieving the Company's business objectives include the risk that exploration activities may not result in the discovery of minerals or definition of any mineral resources or reserves, that significant expenses could be required to define mineral reserves, that environmental, land title and competitive issues may prevent the development of any mineral reserves, and that the Company may fail to generate adequate funding to development mineral reserves.

The Company accepts the risks which are inherent to mineral exploration programs and the exposure to the cyclical nature of mineral prices. The Company relies on the geological and industry expertise of its Toronto-based management team and engages sub-contractors to complete certain aspects of its exploration programs.

Corporate Developments

Thunder Bay, Ontario

The Company staked additional prospective ground in the Thunder Bay area, located in northern Ontario, and initiated a drilling program on the claims in March 2018.

Beaver Silver Property, Ontario

On December 18, 2017, the Company signed a non-binding letter of intent (the "LOI") to earn a 100% interest in the Beaver Silver Property, located in Thunder Bay, Ontario. The LOI provides that, subject to completion of a definitive option agreement and satisfaction of certain other terms and conditions including the receipt of all necessary corporate, shareholder, regulatory and stock exchange approvals, the vendor will grant the Company an option to acquire the Beaver Silver Property by making payments in cash, issuing securities of the Company and incurring exploration expenditures. Upon signing the LOI, the Company made a cash payment of $50,000 to the vendor.

Barite-Zinc Property, Quebec

On August 8, 2017, the Company acquired a block of three (3) properties located in southeastern Quebec (the "Barite-Zinc Property") by issuing 8,000,000 common shares valued at $500,000 and granted a 2% net smelter return royalty ("NSR") to the property vendor. The Company may re-purchase the NSR for $1,000,000.

The following table summarizes the cumulative exploration and evaluation expenditures on the Company's various properties as at December 31, 2017 and 2016:

		Barite-Zinc Property		LG Diamond & Wemindji Property		Other Properties		Total
Balance, January 1, 2017	$	-	$	507,468	$	2,412,954	$	2,920,422
Acquisition Costs		560,000		-		-		560,000
Exploration expenditures		348		9,744		363,804		373,896
Total exploration expenditures		560,348		9,744		363,804		933,896
Balance, December 31, 2017	**$**	**560,348**	**$**	**517,212**	**$**	**2,776,.758**	**$**	**3,854,318**
Balance, January 1, 2016	$	-	$	162,349	$	2,412,329	$	2,574,678
Claim Acquisition Costs		-		130,000		-		130,000
Exploration expenditures		-		215,119		625		215,744
Total exploration expenditures		-		345,119		625		345,744
Balance, December 31, 2016	**$**	**-**	**$**	**507,468**	**$**	**2,412,954**	**$**	**2,920,422**

Capital

During 2017, the Company completed three separate equity financings by way of private placements, raising gross proceeds of $974,880, in aggregate, and incurring $64,316 share issue costs. The Company issued a total of 27,657,835 common shares in 2017 from the private placements, property acquisition and debt settlements, and 12,879,481 warrants with a weighted average exercise price of $0.08 per common share with maturities ranging from August 2020 to December 2020.

In November 2017, the Company issued 2,934,421 common shares to settle certain of its obligations totalling $165,061.

During 2017, the Company granted 2,815,000 stock options to directors, employees and officers at a weighted average exercise price of $0.065. These three-year options vested immediately upon grant. The fair value of the stock options granted during the year has been determined to be $142,598.

Outlook

During 2017 and into 2018, the Company staked more than 30,640 hectares of crown land and entered into an LOI for approximately 325 hectares of patented land which is host to the historically producing Beaver Mine. The Company is exploring its land claims with modern exploration techniques, which have not yet been done at a large scale.

Exploration started in early 2018 with helicopter-borne geophysical surveys, totalling approximately 980-line kilometres. Prospecting began in February 2018 and a 1500 metre drill program began in March 2018 which focused on the patented land on the Beaver Silver Property. Drilling was completed in late April 2018 with assays results pending.

Future plans for the Beaver Silver Property are to apply for exploration permits for the remaining unpatented land. The Company plans to fly further geophysical surveys on the newly staked land, as well as conduct prospecting and trenching. Drill targets will be selected following a thorough examination of available data collected from the spring drill program, geophysical studies, prospecting results, and historical data compilation.

Selected Financial Information

	For the years ended December 31,		
	2017	2016	2015
Statement of Loss and Comprehemsive Loss			
Exploration ependitures	$ 933,896	$ 345,744	$ 188,249
Payroll and professional fees	136,098	150,544	40,826
General and administrative	(17,997)	166,808	69,413
Share-based payments	142,598	-	-
Contingent provisions	-	328,294	-
Net loss	(1,156,809)	(919,581)	(88,042)
Basic earnings (loss) per share	$ (0.04)	$ (0.05)	$ (0.00)
Statement of Cash Flows			
Net cash used in operating activities	(629,471)	(591,518)	(125,777)
Net cash provided by investing activities	-	81,729	55,069
Net cash provided by financing activities	910,564	279,396	172,265
Statement of Financial Position			
Cash and cash equivalents	332,356	51,263	281,656
Total assets	401,105	94,020	401,728
Total liabilities	517,442	797,583	542,380
Shareholders' deficiency	(116,337)	(703,563)	(140,652)
Weighted average shares outstanding	28,068,174	19,753,487	15,826,103

Results of Operations
Q4 2017

The Company realized a net loss of $509,728 (Q4 2016 – net income of $14,206) due to an increase in exploration activities and the granting of share-based compensation in Q4 2017 compared to Q4 2016.

The Company incurred $341,933 in exploration expenditures in Q4 2017 (Q4 2016 - $86,723), mainly due to the additional equity financings and the acquisition of prospective projects.

During the fourth quarter of 2017, the Company granted 2,815,000 stock options which vested immediately upon grant and recorded share-based compensation expense of $142,598 (Q4 2016 - $nil).

Fiscal 2017

For 2017, the Company realized a net loss of $1,156,809 (2016 - $919,581) due to higher exploration activities partially offset by lower general and administrative expenses.

Exploration expenditures increased to $933,896 in 2017 (2016 - $345,744) as indicated in the table in the section "*Corporate Developments*". The majority of the exploration expenditures is due to the acquisition costs of the Barite-Zinc property totaling $560,000 (2016 - $130,000 acquisition costs of the Wemindji property).

Summary of Quarterly Information

		Q4 2017		**Q3 2017**		**Q2 2017**		**Q1 2017**
Statement of Loss and Comprehensive Loss								
Exploration expenditures	$	341,933	$	587,563	$	3,699	$	701
Share-based payments		142,598		--		-		-
Net (loss) income		(509,728)		(650,985)		30,441		(26,537)
Basic earnings (loss) per share	$	(0.02)	$	(0.02)	$	0.00	$	(0.00)
Statement of Financial Position								
Cash & cash equivalents	$	332,356		105,350		35,333		47,103
Total assets		401,105		132,402		52,122		66,958
Total liabilities		517,442		593,930		751,780		797,058
Shareholder's deficiency		(116,337)		(461,528)		(699,658)		(730,100)

		Q4 2016		**Q3 2016**		**Q2 2016**		**Q1 2016**
Statement of Loss and Comprehensive Loss								
Exploration expenditures	$	86,723	$	129,850	$	98,113	$	31,058
Share-based payments		-		-		-		-
Net (loss) income		14,206		(524,116)		(271,243)		(132,954)
Basic earnings (loss) per share	$	0.00	$	(0.03)	$	(0.01)	$	(0.01)
Statement of Financial Position								
Cash & cash equivalents	$	51,263		123,851		222,860		188,793
Total assets		94,020		152,754		255,889		198,233
Total liabilities		797,583		845,962		544,982		471,839
Shareholder's deficiency		(703,563)		(693,209)		(289,593)		(273,606)

Exploration and Evaluation Activities

The Company holds 100% interests in the LG and Wemindji properties, both of which are situated in the James Bay region of Quebec and are considered prospective for diamonds. The Company also completed the acquisition of the Barite-Zinc property, as described below.

In 2017, exploration activities focused on the Barite-Zinc property with $560,348 in expenditures being incurred, which included the $560,000 acquisition cost.

During the year ended December 31, 2017:

The Company incurred exploration and evaluation expenditures of $348 and acquisition costs of $560,000 (2016 – nil) on the Barite-Zinc property, $9,744 (2016 - $345,119) on the LG Diamond and Wemindji properties and $363,804 (2016 - $625) on other properties.

Mineral Properties

Barite-Zinc Property, Quebec

On August 8, 2017, the Company acquired a block of three (3) properties located in southeastern Quebec (the “Barite-Zinc Property”) by issuing 8,000,000 common shares valued at $500,000 and granted a 2% NSR to the property vendor. The Company may re-purchase the NSR for $1,000,000.

LG Diamond Property, Quebec

On September 29, 2015, the Company entered into an agreement with 9019-5504 Quebec Inc. (the “Vendor”) to acquire the LG Diamond Project located in the Jamesie County Municipality, James Bay Region of Quebec. As consideration, the Company issued 10,000,000 common shares at a value of $0.01 each and granted a 2% net smelter returns ("NSR") royalty to the Vendor. One half, or 1% of the NSR can be bought back for $1,000,000 and the remaining 1% for $2,000,000. The purchase transaction closed on October 23, 2015.

Wemindji Property

On May 26, 2016, the Company entered into an agreement to acquire the Wemindji Property, which consists of 29 claims located south-east of Wemindji, in the James Bay region of Québec. The acquisition costs consisted of the payment of $10,000 cash and the issuance of 4,000,000 common shares of the Company with a fair value of $120,000. The Company is also required to grant of a 2% net smelter return (“NSR”) royalty to the property vendors. The 2% NSR may be bought back from the vendors for $2,000,000. The vendors are at arm's length to the Company. The cash payments were completed in August 2016. On September 16, 2016, the Company issued the 4,000,000 common shares owed to the property vendors.

Beaver Silver Property, Ontario

On December 18, 2017, the Company signed a non-binding letter of intent (the “LOI”) to earn a 100% interest in the Beaver Silver Property, located in Thunder Bay, Ontario. The LOI provides that, subject to completion of a definitive option agreement and satisfaction of certain other terms and conditions including the receipt of all necessary corporate, shareholder, regulatory and stock exchange approvals, the vendor will grant the Company an option to acquire the Beaver Silver Property by making payments in cash, issuing securities of the Company and incurring exploration expenditures. Upon signing the LOI, the Company made a cash payment of $50,000 to the vendor.

Blue Thunder, Quebec

On October 5, 2017, the Company entered into an option agreement whereby it can earn up to a 10% interest in certain mining claims located in Quebec, by spending $150,000 over a 24-month period, with a minimum of $75,000 being spent in the first 12-months. The Company has met the requirement and earned a 10% interest in the mineral claims as at December 31, 2017.

Liquidity and Capital Management

Cash flow (used in)/provided by for 2017 and 2016 was as follows:

		For the three months ended December 31,				For the year ended December 31,		
		2017		**2016**		**2017**		**2016**
Cash used in operating activities	$	(344,506)	$	(72,818)	$	(629,471)	$	(591,518)
Cash provided by investing activities		-		-		-		81,729
Cash (used in) provided by financing activities		571,512		-		910,564		279,396

As of December 31, 2017, the Company had a working capital deficit of $116,337 (2016 – deficit of $703,563).

There were no changes in the Company's approach to capital management during the year ended December 31, 2017.

In managing liquidity, the Company's primary objective is to ensure the entity can continue as a going concern while raising additional funding to meet its obligations as they come due. The Company's operations to date have been funded by issuing equity.

The Company's investment policy is to invest excess cash in very low risk financial instruments such as term deposits or by holding funds in high yield savings accounts with major Canadian banks. Financial instruments are exposed to certain financial risks, which may include currency risk, credit risk, liquidity risk and interest rate risk.

The Company's mineral property interests are all in the exploration stage, as such the Company is dependent on external financing to fund its exploration activities and administrative costs. Management continues to assess the merits of mineral properties on an ongoing basis and may seek to acquire new properties or to increase ownership interests if it believes there is sufficient geologic and economic potential.

Management mitigates the risk and uncertainty associated with raising additional capital in current economic conditions through cost control measures that minimizes discretionary disbursements and reduces exploration expenditures that are deemed of limited strategic value.

The Company manages the capital structure (consisting of shareholders' deficiency) on an ongoing basis and makes adjustments in response to changes in economic conditions and risks characteristics of its underlying assets. Adjustments to the Company capital structure may involve the issue of new shares, issue of new debt, acquisition or disposition of assets, or adjustments to the amounts held in cash, cash equivalents and short-term investments.

The Company is not subject to any externally imposed capital requirements other than flow-through spending.

Related Party Transactions

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company. Key management personnel include the Board of Directors and the executive management team. The executive management team comprises the President and Chief Executive Office, Chief Financial Officer and Vice-President Exploration.

Compensation for key management personnel of the Company was as follows:

		2017		2016
Short-term benefits[(1)]	$	**62,625**	$	76,400
Share-based payments[(2)]		**111,140**		-
	$	**173,765**	$	76,400

(1) Includes salary and professional fees.
(2) Represents the expense of stock options during the year.

As at December 31, 2017, a balance of $38,092 (2016 - $11,801) owing to related parties was included in accounts payable and accrued liabilities.

Outstanding Share Data

Honey Badger is authorized to issue an unlimited number of common shares.

As of April 26, 2018, the number of common shares outstanding or issuable pursuant to other outstanding securities is as follows:

Common Shares	**Number**
Outstanding	48,615,605
Issuable upon the exercise of share purchase warrants(1)	16,684,441
Issuable upon the exercise of stock options(2)	3,315,000
Diluted common shares	68,615,046

(1) There were 16,684,441 share purchase warrants outstanding with exercise prices ranging from $0.056 to $0.50 per warrant.

(2) There were 3,315,000 stock options under the Company's Stock Option Plan outstanding to directors, officers and consultants with exercise prices ranging from $0.055 to $0.065 per share.

Critical Accounting Estimates

The preparation of financial statements in accordance with IFRS requires management to make judgement, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Judgements, estimates and assumptions are continuously evaluated and are based on management's best knowledge of the relevant facts and circumstances, having regard to previous experience. However, actual outcomes may differ from the amounts included in the financial statements.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could have an effect on the amounts recognized in the financial statements relate to the following:

Going concern

The preparation of the financial statements requires management to make judgments regarding the going concern of the Company as previously discussed in Note 1 of the financial statements.

Deferred taxes

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and deferred tax provisions or recoveries could be affected.

Deferred Flow-Through Premium Estimates

Recorded costs of flow-through share premium liabilities reflect premiums received by the Company on the issue of flow-through shares. The premium is subject to measurement uncertainties and requires the Company to assess the value of non-flow-through shares. The determination is subjective and does not necessarily provide a reliable single measure of the fair value of the premium liability. The fair values of the flow-through premiums are disclosed in Note 7 of the financial statements.

Share-based compensation

Estimating fair value for granted stock options requires determining the most appropriate valuation model which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the option, volatility, dividend yield, and rate of forfeitures and making assumptions about them. The value of the share-based payment expense for the year along with the assumptions and model used for estimating fair value for share-based compensation transactions are disclosed in Note 8(b) of the financial statements.

Deferred Compensation

From time to time the Company accrues compensation, included in accounts payable and accrued liabilities, which represents future compensation for management services and involves significant management judgments. The Company reviews the deferred compensation balance annually to ensure the balance appropriately represents the Company's estimate of what will be paid in cash or settled through share-based payments in future periods. Any reduction is recorded as a forgiveness of deferred compensation costs.

New Accounting Standards Issued But Not Yet Effective

Certain new accounting standards and interpretations have been published that are not mandatory for the December 31, 2017 reporting period. Management believes the following standards will not have a significant impact on the Company’s financial statements:

IFRS 9 Financial Instruments ("IFRS 9") was initially issued by the IASB in November 2009 and issued in its completed version in July 2014, and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

In January 2016, the IASB issued IFRS 16, Leases (IFRS 16). IFRS 16 is effective for periods beginning on or after January 1, 2019, with early adoption permitted. IFRS 16 eliminates the current dual model for lessees, which distinguishes between on-statement of financial position finance leases and off- statement of financial position operating leases. Instead, there is a single, on- statement of financial position accounting model that is similar to current finance lease accounting. The extent of the impact of adoption of IFRS 16 has not yet been determined.

Financial instrument risk factors

The following disclosures are to enable users of the consolidated financial statements to evaluate the nature and extent of risks arising from financial instruments at the end of the reporting year:

a) Credit risk

The Company's credit risk is the risk of counterparty default on cash and cash equivalents held on deposit with financial institutions. The Company manages this risk by ensuring that deposits are only held with large Canadian banks and financial institutions. The Company’s amounts receivable related to sales taxes have negligible counterparty default risk. The Company’s amounts receivable related to companies related by common management are subject to counterparty default risk.

b) Liquidity risk

The Company’s liquidity risk is the risk that Company has insufficient funds to settle its contractual financial liabilities. The Company manages this risk by ensuring sufficient funds are available as contractual cash flows become due.

As at December 31, 2017, the Company had a cash balance of $332,356 (2016 - $51,263) to settle current liabilities of $517,442 (2016 - $797,583). As a result, the Company is exposed to liquidity risk.

While the Company has been successful in obtaining required funding in the past, there is no assurance that future financings will be available.

c) Market risks

The Company's market risk arises from changes in interest rates and commodity prices that could have an impact on profit or loss. This includes:

- Interest rate risk, is the sensitivity of the fair value or of the future cash flows of a financial instrument to changes in interest rates. The Company does not have any financial assets or liabilities that were subject to variable interest rates.

- Commodity price risks, particularly with respect to diamonds, is the sensitivity of the fair value of or of the future cash flows of mineral assets. The Company manages this risk by continually monitoring base and precious metal prices and commodity price trends to determine the appropriate timing for funding the exploration or development of its mineral assets, or for the acquisition or disposition of mineral assets.

- Currency risk, is the sensitivity of the fair value or of the future cash flows of financial instruments to changes in foreign exchange rates. The Company does not have any financial assets or liabilities that were subject to variable foreign exchange rates and as such the Company is not subject to currency risk.

Off Balance Sheet Arrangements

The Company does not have off-balance sheet arrangements including any arrangements that would affect the liquidity, capital resources, market risk support and credit risk support or other benefits.

Dividends

The Company has neither declared nor paid any dividends on its Common Shares. The Company intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on its common shares in the foreseeable future.

Internal Controls Over Financial Reporting

The Company has established procedures and internal control systems to ensure the timely and accurate preparation of financial, management and other reports. The Chief Executive Officer and Chief Financial Officer certify financial reports. Disclosure controls are in place to ensure all reporting meets statutory reporting requirements. The Company's management is responsible for establishing and maintaining adequate internal controls. These controls have been designed to provide reasonable, but not absolute, assurance with respect to the Company's financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Internal controls, however well-conceived, will provide only reasonable and not absolute assurance that the objectives of the internal controls over financial reporting will be met. It should not be expected that the disclosure and internal controls and procedures would prevent all errors or fraud.

Due to the small size of the Company's finance department, there are a limited number of personnel handling accounting and financial matters and as a result, there is a lack of segregation of duties. Management believes that it has designed sufficient compensating internal controls to mitigate these limitations, including dual signatories on all cheques. Additional internal controls include audit committee and senior management review and oversight.

The Company's certifying officers, the Chief Executive Officer and the Chief Financial Officer, have reviewed the effectiveness of the design and operation of the Company's disclosure controls and procedures as a whole. Based on their review, including a review of the compensating controls relating to the lack of segregation of duties noted above, they have concluded that the Company's internal controls and procedures, as defined in National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Filings of the Canadian Securities Regulators, were effective overall.

Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable, but not absolute, assurance that all material information is obtained, analyzed and reported to senior management on a timely basis in order for management to make reasonable decisions regarding public disclosure.

The Company's certifying officers, the Chief Executive Officer and the Chief Financial Officer, have reviewed the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on their review, they have concluded that the Company's disclosure controls and procedures, as defined in National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Filings of the Canadian Securities Regulators, were effective and provide reasonable assurance that information required to be disclosed in interim, annual and special filings are submitted under Canadian securities laws and are recorded, processed, summarized and reported in a timely fashion.

Other Information

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

Cautionary Statement of Forward-Looking Information

Forward-looking information is broadly defined as disclosures regarding possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action and includes future-oriented financial information with respect to prospective financial performance, financial position or cash flows that is presented either as a forecast or a projection.

This MD&A contains forward-looking information and forward-looking statements, including statements relating to going concern and capital raising and capital requirements, that are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated. In some cases, you can identify forward-looking statements by terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Factors that could cause such differences include: changes in commodity prices, changes in equity markets, changes in costs and supply of materials relevant to the exploration and mine development, changes in governments, changes to government mining regulations as well as numerous other risk factors.

Readers are cautioned not to place undue reliance on forward-looking statements contained within this document, which speak only to the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks and uncertainties, actual events may differ materially from stated expectations. Although the Company believes its expectations are reasonable, results may vary, and the Company cannot guarantee future results, levels of activity, performance or achievements.

Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this MD&A are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this MD&A. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.