

MOUNTAIN BOY MINERALS LTD.
MANAGEMENT DISCUSSION AND ANALYSIS (“MD&A”)
for the three months ended February 28, 2017

INTRODUCTION

Mountain Boy Minerals Ltd. (“Mountain Boy” or “the Company”) is an exploration stage company incorporated on April 26, 1999, under the laws of the Province of British Columbia, Canada. Its principal business activity is the acquisition, exploration and evaluation of mineral properties located in the Province of British Columbia, Canada. The Company’s common shares are traded on the TSX Venture Exchange (“TSX-V”) under the symbol “MTB”.

The Company’s head office and principal business address is 306 – Suite D, 5th Avenue, PO Box 859, Stewart, British Columbia, Canada, V0T 1W0.

This discussion and analysis of financial position, results of operations and cash flows of Mountain Boy for the three months ended February 28, 2017 includes information up to and including April 25, 2017 and should be read in conjunction with the Company’s unaudited condensed interim financial statements for the three months ended February 28, 2017 and the Company’s audited annual financial statements for the years ended November 30, 2016 and 2015. All the financial statements were prepared using International Financial Reporting Standards (“IFRS”) and are stated in Canadian dollars.

The reader is encouraged to review the Company’s statutory filings on www.sedar.com and to review other information about the Company on its website at www.mountainboyminerals.ca

Cautionary Statement Regarding Forward-Looking Statements

This MD&A includes certain forward-looking statements or information. All statements other than statements of historical fact included in this MD&A including statements relating to the potential mineralization or geological merits of the Company’s mineral properties and the future plans, objectives or expectations of the Company are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include among other things, statements regarding future commodity pricing, estimation of mineral reserves and resources, timing and amounts of estimated exploration expenditures and capital expenditures, costs and timing of the exploration and development of new deposits, success of exploration activities, permitting time lines, future currency exchange rates, requirements for additional capital, government regulation of mining operations, environmental risks, anticipated reclamation expenses, timing and possible outcome of pending litigation, timing and expected completion of property acquisitions or dispositions, and title disputes. They may also include statements with respect to the Company’s mineral discoveries, plans, out-look and business strategy. The words “may”, “would”, “could”, “should”, “will”, “likely”, “expect”, “anticipate”, “intend”, “estimate”, “plan”, “forecast”, “project” and “believe” or other similar words and phrases are intended to identify forward-looking information.

Forward-looking statements are predictions based upon current expectations and involve known and unknown risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

Cautionary Statement Regarding Forward-Looking Statements – (cont'd)

Important factors that could cause actual results to differ materially from the Company's plans or expectations include risks relating to the actual results of exploration programs, fluctuating commodity prices, the possibility of equipment breakdowns and delays, the availability of necessary exploration equipment including drill rigs, exploration cost overruns, general economic or business conditions, regulatory changes, and the timeliness of government or regulatory approvals to conduct planned exploration work. Additional factors that could cause actual results to differ materially from the Company's plans or expectations include political events, fluctuations in mineralization grade, geological, technical, mining or processing problems, future profitability on production, the ability to raise sufficient capital to fund exploration or production, litigation, legislative, environmental and other judicial, regulatory, political and competitive developments, inability to obtain permits, general volatility in the equity and debt markets, accidents and labour disputes and the availability of qualified personnel.

Although the Company has attempted to identify all of the factors that may affect our forward-looking statements or information, this list of the factors is not exhaustive. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks and uncertainties detailed throughout this MD&A. The Company disclaims any intention or obligation to update or revise forward-looking information, whether as a result of new information, future events or otherwise, except where required by applicable securities laws.

MINERAL PROPERTIES

Mountain Boy is engaged in the exploration and evaluation of a portfolio of mineral properties located in the prolific Golden Triangle area of north-western British Columbia.

The Company has four primary properties, namely the Silver Coin property (gold-silver), the Barbara and Surprise Creek properties (silver-zinc-lead), the Red Cliff property (gold-copper-zinc-lead-silver) and the Mountain Boy property (silver-zinc-lead).

Silver Coin Property

The Silver Coin property is situated 10 kilometres north of the past-producing Silbak-Premier mine. Silbak-Premier produced 2 million ounces of gold and 43 million ounces of silver over its life.

Mountain Boy owned a 49% interest in the Silver Coin mineral claims, a 26.95% interest in the Indi mineral claims and a 29.4% interest in the Kansas mineral claims. These contiguous claims cover 1,247 hectares and comprise the Silver Coin property.

On July 6, 2009, Mountain Boy signed an agreement with Jayden Resources Inc. ("Jayden") to sell 19% of the Silver Coin property (including the necessary adjustments to the Kansas and Indi claims percentages) to Jayden for \$350,000. Jayden then owned a 70% interest in the Silver Coin property with Mountain Boy owning the remaining 30% interest.

Silver Coin Property – (cont'd)

Jayden could earn an additional 10% interest in the property by completing \$4,000,000 in exploration related expenditures. At November 30, 2011, Jayden had completed the required expenditures and its interest was increased to 80%. Mountain Boy's interest decreased to 20% and it would be carried for all future exploration expenditures. Jayden would act as operator of the Silver Coin project with Mountain Boy serving in an advisory capacity. Development work on Silver Coin is planned to focus on environmental and feasibility studies in anticipation of making a permit application for mining of the property.

Jayden completed 18 holes totalling approximately 2,800 metres as part of its 2010 drilling program which addressed two key objectives:

- Infill holes to aid in ongoing resource studies and confirmation of the grade and continuity of the mineralization.
- Step-out holes to explore for continuation of the mineralization to the north.

Assays from drill hole SC10-311 returned 55 metres averaging 8.42 grams per tonne (0.246 oz/ton) gold and 12.53 grams per tonne (0.366 oz/ton) silver.

Results from extension drilling to the north of previous drilling extended the footprint of gold mineralization at Silver Coin by 160 metres. Mineralization remains open to the north and northwest of the existing resource. The step-out drilling to the north has demonstrated that the mineralization persists in this direction, and remains open. Exploration targets to the south and west of the resource were developed for drill testing.

Of the 18 holes drilled in the 2010 drilling program, 16 holes contained reportable intersections of gold mineralization, and most of those included intervals well in excess of the average grade of the current resource.

On March 4, 2011, Jayden announced that it had filed an updated NI 43-101 technical report in regards to the Silver Coin project. The report was prepared by Minarco-Mine Consultants and is available on SEDAR. The report includes an updated resource estimate incorporating the assay results of 18 holes that the Company drilled during the fall of 2010 which had not previously been reported or included in resource estimates. This updated resource estimate represents an overall increase in the average gold grade of 10.9% and an 11.1% increase in the number of resource ounces previously reported, from 191,300 measured oz, 644,300 indicated oz and 655,200 inferred oz, to 218,410 measured oz, 624,006 indicated oz and 813,273 inferred oz. The updated resource estimate incorporates a total of 732 drill holes (88,645 metres) plus 76 trenches (1,447 metres).

Silver Coin Property – (cont'd)

Using a base case cut-off grade of 0.3 grams gold per ton (“gpt”) the Report identifies the following gold, silver and zinc resource:

SILVER COIN CLASSIFIED RESOURCES							
March 2011							
0.3 g/t Au Cut-off	Tonnes	Au (g/t)	Ag (g/t)	Zn (%)	Au (oz)	Ag (oz)	Zn (lbs)
Measured	4,372,225	1.55	6.53	0.26	218,410	918,417	25,531,741
Indicated	19,759,025	0.98	5.57	0.15	624,006	3,537,769	65,642,277
M & I	24,131,250	1.08	5.74	0.17	842,416	4,456,186	91,174,018
Inferred	32,443,840	0.78	6.41	0.18	813,273	6,691,185	128,006,920

At the 0.3 gpt cut-off grade the estimated Measured and Indicated resource is 24.13 million tons grading 1.08 gpt gold for a total of 842,416 ounces of gold, 4.45 million ounces of silver and 91.17 million pounds of zinc. The estimated Inferred resources comprise an additional 813,273 ounces of gold, 6.69 million ounces of silver, and 128 million lbs of zinc.

The resource remains open along strike to the north and south. The two southernmost holes from the 2010 drilling, both located within 150m of the currently modeled southern pit boundary, intersected excellent intervals of gold mineralization. Readers are advised to access the report for detailed technical information.

This technical information was prepared and reviewed by Lawrence Dick, Ph.D., P. Geo. recognized as a Qualified Person under the guidelines of National Instrument 43-101. Jeremy Clark, B. App. Sc. (Geology) Hons, MAIG, is the Qualified Person from Minarco who was responsible for the Technical Report and the estimates therein. Neither individual is related to Mountain Boy.

Barbara and Surprise Creek Properties

By an agreement dated September 21, 2006, the Company acquired a 50% interest in the Barbara property which consisted of 10 mineral claims situated in the Skeena Mining Division of British Columbia. The Company was required to complete an 800 metre drill program on the property (completed). The property is subject to a 2% net smelter return royalty to a director of the Company of which 1% may be purchased for \$500,000. During the year ended November 30, 2007, the Company acquired the remaining 50% interest in the property.

The Barbara property encompasses over five kilometres of known massive-sulphide-type mineralization. In the main area, extensive drilling has defined a mineralized zone over 1,500 metres in length, open along strike to the north and to depth. Within the project area, over 30 kilometres of known mineralization has been outlined for this mineralization type.

The Barbara property has the potential to host a very large, open-pit table deposit approximately three kilometres from paved Highway 37A and an electric transmission line. Highlights of past drilling by the Company on the Barbara property include:

57.93 metres of 140.44 g/t Ag, 1.66% Pb and 2.51% Zn in DDH 2007-BA-1
12.20 metres of 145.3 g/t Ag, 3.13% Pb and 2.30% Zn in DDH 2007-BA-5
28.96 metres of 203.5 g/t Ag, 2.50% Pb and 1.00% Zn in DDH 2007-BA-15
18.29 metres of 246.5 g/t Ag, 0.78% Pb and 1.71% Zn in DDH 2007-BA-17
3.05 metres of 401 g/t Ag, 4.14% Pb and 0.46% Zn in DDH 2010-BA-82
15.24 metres of 117.5 g/t Ag, 1.68% Pb and 2.81% Zn in DDH 2010-BA-147

On January 28, 2010, the Company entered into an option and joint venture agreement with Great Bear Resources Ltd. ("Great Bear") which granted Great Bear the option to acquire up to a 70% interest in the Barbara, Stro, Booze and George Copper properties ("Barbara Properties"). On April 1, 2010, the Company received TSX-V approval for the agreement and issued 600,000 common shares valued at \$0.20 per share as a finder's fee with respect to this transaction. The agreement gave Great Bear the option to earn an initial 50% interest in the Barbara Properties by paying \$158,000 (paid) and incurring \$5,500,000 in exploration expenditures on or before December 31, 2013 (incurred). Great Bear could earn an additional 20% interest by completing a bankable feasibility study on or before December 31, 2015.

In 2010, Great Bear completed an 82-hole, 15,000 metre drill program. Results included 106.71 metres (core length) of 81 g/t silver, 1.37% lead and 1.62% zinc in drill hole BA-2007-5, and the discovery of higher-grade feeder zones such as 7.5 metres of 8.41% zinc, 1.11% lead and 66 g/t silver in hole BA-2007-10, and 13.10 metres of 4.11% zinc, 1.37% lead and 137 g/t silver in hole BA-2007-28. The Barbara property was increased to 24 mineral claims covering 9,778 hectares.

The option and joint venture agreement was amended on October 25, 2010, such that Great Bear included the Surprise Creek property under the terms of the agreement, and the acquisition costs for the Surprise Creek property, borne entirely by Great Bear, and were applied against the earn-in requirement of the Barbara property.

Great Bear did not complete a bankable feasibility study by December 31, 2015 and did not execute their option to acquire the additional 20% interest. The Barbara and Surprise Creek properties will go forward on a 50/50 joint venture basis between Mountain Boy and Great Bear.

Barbara and Surprise Creek Properties – (cont'd)

The Surprise Creek property consists of 19 mineral claims situated in the Skeena Mining Division of British Columbia covering 7,472 hectares. The property covers much of the same stratigraphy as Barbara. Among other targets, Surprise Creek hosts semi-massive to massive zinc-silver-lead mineralization at the Ataman zone.

On October 18, 2016, the Company and Great Bear amended their agreement and entered into separate joint venture agreements for the Barbara and Surprise Creek properties. The joint venture agreements set Great Bear as the operator of the Barbara property and set the Company as the operator of the Surprise Creek property. Both the Company and Great Bear retain a 50% ownership interest in the Surprise Creek and Barbara properties. Annual minimum work programs of \$250,000 are required at each project to ensure continuing exploration activity. All other provisions of the original agreement remain in effect. The companies believe that advancing each property under a separate agreement with clear operatorship and budgeting provisions and will allow for more efficient and focused exploration on both projects.

Barbara

Great Bear completed its 2016 field investigation program at Barbara. Work included over 150 metres of channel sampling, targeting both recently de-glaciated and previously mapped volcanogenic-massive-sulphide-mineralized stratigraphy, and a comprehensive re-logging, resampling and review of drill core from the 15,000-metre, 82-hole drill program completed in 2010 by Great Bear. The \$250,000 program cost will be borne on a 50/50 basis by Mountain Boy and Great Bear.

On November 2, 2016, Mountain Boy released initial trench sampling results from Barbara.

Highlighted results included:

- Trench C2 included 12 metres of 5.09% zinc, 1.81% lead and 20 grams per tonne silver within 39.0 metres of 3.76% zinc, 2.26% lead and 30 g/t silver.
- Trench C included 1.5 metres of 6.64% zinc, 2.71% lead and 21 g/t silver within 19.5 metres of 3.92% zinc, 1.55% lead and 44 g/t silver.
- Trench D included 12 metres of 5.24% zinc, 1.59% lead and 30 g/t silver within 19.5 metres of 3.96% zinc, 1.05% lead and 20 g/t silver.
- Glacial retreat since 2010 has exposed strike extensions of the zone which have now been sampled.
- Re-logging of historical drill core has revealed a high-grade sulphide-carbonate overprint of the stacked volcanogenic massive sulphide system (VMS), comprising a core of enhanced grade that is traceable along strike at surface.

Barbara and Surprise Creek Properties – (cont'd)

Barbara – (cont'd)

On December 8, 2016, Mountain Boy released additional trench sampling results from Barbara.

Highlighted results included:

- Trench A included 7.50 metres of 5.31% zinc, 1.97% lead and 132 g/t silver within 15.0 metres of 3.84% zinc, 1.25% lead and 108 g/t silver;
- Trench K included 6 metres of 3.2% zinc, 0.72% lead and 120 g/t silver within 12 metres of 2.42% zinc, 0.55% lead and 99 g/t silver;
- Trench M included 6 metres of 0.35 g/t gold, 19.2 g/t silver and 2.1% copper defining a copper-gold target related to higher-temperature VMS feeder-style mineralization at the George copper area of the Barbara property.

A comprehensive 3-D geological model will be created to assist with planning for the 2017 exploration program at the Barbara property.

On January 17, 2017, the Company announced that it had identified high-grade polymetallic mineralization to be targeted in the 2017 exploration season and that it had expanded the Barbara property through staking of an additional 469 hectares. The property now consists of 25 mineral claims covering 10,247 hectares and includes strategic ground between Barbara and Highway 37A that is prospective for hosting extensions to mineralization.

The Company completed a reconnaissance mapping and sampling program at the Big Red target, a broad area of relatively flat, de-glaciated terrain showing widespread hydrothermal alteration 1 to 3 kilometres to the north of Highway 37A. A suite of character samples was collected from altered and mineralized showings within Lower Hazleton group volcanic hosts. High-grade zinc, lead and silver, plus zones of copper and gold mineralization, were discovered across a 3 km by 2 km area. Results are consistent with high-grade polymetallic VMS feeder-style mineralization controlled by generally southeast-striking high-angle structures. Highlights include sample BR 7222 returning 20.3% cent zinc, 6.73% lead, 255 g/t silver, 0.37% copper and 100 parts ppb gold. The Company intends to undertake follow-up exploration in the Big Red area in 2017.

Surprise Creek

The Surprise Creek claims consist of 7,472 hectares within 19 claims at headwaters of Surprise Creek. In the summer of 2016, Mountain Boy sampled a zone discovered by geologist Alex Walus in 2007 and further defined by Great Bear in 2010. This zone called the Ataman zone (formerly Rumble zone) is a wide barite-rich exhalative horizon with galena-sphalerite-minor chalcopyrite and minor pyrite. The zone is along a ridge extending into a wide valley bottom. The zone which is exposed over a vertical height of 600 metres and a width of at least 200 metres has been traced through float boulders into an adjoining valley approximately 1.3 kilometres away. The geological crew has identified the potential vent area (potential source of high-grade mineralization) to this system within the exposed portion of the zone. The Company applied for a drill permit to test the zone. The low elevations for the drill program will allow for drilling well into the fall season. Mountain Boy is the operator on the Surprise Creek claims.

Barbara and Surprise Creek Properties (“BA”) – (cont’d)

Surprise Creek – (cont’d)

Mountain Boy's 2016 exploration program on the Surprise Creek property has yielded high-grade silver-base-metal values from grab sampling of both outcrop and float on the Ataman zone.

Highlights of the surface sampling from part of the Ataman zone include:

- In the middle part of the Ataman zone several barite-carbonate veins and shear zones up to 25 metres wide were found. These are potential sources of barite.
- Several angular boulders up to 1 metre in size composed of limestone/mudstone with 1 to 15% sphalerite were located near the footwall region of the zone. Three samples collected from these boulders assayed 3.04, 3.13 and 11.64% zinc plus anomalous lead, silver, gold, arsenic and tungsten.
- Float breccia composed of chert and barite fragments cemented by limonite yielded 479 grams per tonne (g/t) Ag, 0.17 g/t Au, 2.45% Pb and 0.7% Zn.
- A limestone/chert horizon at least 3 to 4 metres wide with extremely fine-grained sphalerite returned 81 g/t Ag, 0.22 per cent Pb and 5.53 per cent Zn.
- A 1 m chip from a barite-carbonate vein with visible 1 to 2% galena and 2 to 3% sphalerite assayed 297 g/t Ag, 0.85% Pb and 3.10% Zn.

Potential targets on the Ataman zone include:

- Zinc-silver zones with lead, copper and gold values;
- Silver-rich zones in barite breccia;
- Copper-zinc-silver-lead zones in barite-rich rocks;
- Barite-rich shear zones;
- Gold-silver zones at depth beneath the vent area identified on the Ataman zone.

On February 2, 2017, Mountain Boy released the 2016 drill results from the Ataman zone.

Two drill holes targeted the Ataman zone in late 2016. Hole SC-1 was drilled parallel to the zone and did not intersect significant mineralization. Hole SC-2, drilled across the zone, successfully intersected mineralization but was terminated prematurely due to inclement weather and appears to have ended in mineralization. Mountain Boy reported extensive barite mineralization occurring with other polymetallic VMS-style mineralization at the Ataman zone which was traced across approximately 1.2 kilometres of strike length.

Highlights of the drill results include 4.31% zinc, 44.75 grams per tonne silver, 0.33% copper and 67% barite across 4.58 metres in drill hole SC-2.

Barbara and Surprise Creek Properties (“BA”) – (cont’d)

Surprise Creek – (cont’d)

2017 Exploration Plans

The Company has planned an exploration program on the Surprise Creek claims that will include continued surface sampling, metallurgical testing and further drilling. The metallurgical testing is on a section of a drill intersection in DDH-SC-2016-2 that carried appreciable barite with significant silver, copper and zinc. The company will use the results of the testing to direct future exploration at the Ataman zone. Within this zone, potential targets include:

- Zinc-silver zones with lead, copper and gold values;
- Silver-rich zones in barite breccia;
- Copper-zinc-silver-lead zones in barite-rich rocks;
- Barite-rich shear zones;
- Gold-silver zones at depth beneath the vent area identified on the Ataman zone.

Red Cliff Property

The Red Cliff property is a former producing copper and gold property located 20 kilometres north of Stewart, B.C. It consists of 8 Crown granted mineral claims. The Company owned a 100% interest in the Red Cliff property. The Red Cliff property is subject to a 2% net smelter return royalty of which the Company may purchase 1% for \$1,000,000.

On November 19, 2008, the Company entered into an option agreement with Decade Resources Ltd. (“Decade”), a company with directors in common with the Company to option Decade a 60% interest in the Red Cliff claims. In order to earn the 60% interest, Decade was required to incur exploration expenditures on the property of \$500,000 in the first year, \$500,000 in the second year and \$250,000 in the third year. Decade incurred the exploration expenditures to earn the 60% interest in the Red Cliff claims. The companies then operated the Red Cliff property on a 60/40 joint venture basis.

The Silver Crown 6 claim, in which Decade is earning a 100-per-cent interest, is situated adjacent to the north portion of the Red Cliff claims. To the north of the Silver Crown 6 claim, Mountain Boy owns a 100% interest in the MB property. The Red Cliff Extension claim, owned 100% by Decade, is along the east side of the Silver Crown 6 claim. To date, Decade and Mountain Boy have identified four main separate gold-bearing zones on the Red Cliff property. These are called the Red Cliff, Upper Montrose, Lower Montrose and Waterpump zones, and are located within the Crown-granted claims.

On October 31, 2011, the Company informed Decade that could not finance its share of exploration expenditures and therefore would have its interest diluted under the terms of the joint venture agreement. At October 31, 2011, the Company owed Decade \$435,785 in exploration expenditures related to its 40% interest in the Red Cliff property. Effective November 1, 2011, the Company agreed to dilute its interest by 5% in lieu of the \$435,785 thereby reducing its interest to 35%.

Red Cliff Property – (cont'd)

During the three months ended February 28, 2017, the Company incurred \$82,980 in joint venture exploration costs on the Red Cliff property. During the year ended November 30, 2016, the Company incurred \$83,646 in joint venture exploration costs on the Red Cliff property.

At February 28, 2017, the Company owed Decade \$116,626 (November 30, 2016: \$33,646) for joint venture exploration costs on Red Cliff which was included in accounts payable and accrued liabilities.

A National Instrument 43-101 report on the Red Cliff property prepared by Dr. Lawrence Dick, PhD, PGeo, filed on SEDAR states that a preliminary characterization of the mineralized system hosting gold at Red Cliff is as follows:

- Mineralization consists of gold-bearing zones that are hosted by a 30-metre-to-40-metre-wide, near-vertically dipping shear zone, which can be traced for over two kilometres, trending north-south, within the property.
- Gold-bearing mineralized zones, within the shear zone, have been intersected over a vertical distance of approximately 700 metres.
- Multiple gold-bearing mineralized zones have been identified within the wide shear zone.
- Gold is associated with abundant chalcopyrite and pyrite, most commonly in sulphide-bearing veins within the shear, as well as gold-bearing zones outside of the vein systems.
- Gold is associated with fine galena-sphalerite veinlets along fracture zones peripheral to the chalcopyrite-pyrite stockworks.
- Gold is associated with sparse chalcopyrite, pyrite, hematite and epidote in quartz veins.

Highlights of drilling along the 2.5 kilometre long shear zone outlined to date include some of the following gold intersection results:

- 10.63 grams per tonne gold over 12.2 metres of core length in DDH 2009 MON-2;
- 10.94 grams per tonne Au over 25.91 metres of core length in DDH 2010 MON-31;
- 43.91 grams per tonne Au over 7.47 metres of core length in DDH 2011 MON-11;
- 14.53 grams per tonne Au over 30.64 metres of core length in DDH 2011 MON-27;
- 10.85 grams per tonne Au over 10.28 metres of core length in DDH 2011 MON-29;
- 16.32 grams per tonne Au over 8.32 metres of core length in DDH 2011 MON-37;
- 62.51 grams per tonne Au over 4.27 metres of core length in DDH 2012 MON-03;
- 14.88 grams per tonne Au over 14.02 metres of core length in DDH 2012 MON-24

Complete results can be viewed in the NI 43-101 report.

2016 Exploration Program

On March 8, 2016, the Company announced that it had commenced geochemical sampling to establish continuity along the shear zone, particularly south of the exposed Waterpump zone. The Waterpump zone, which is on the south side of the Lydden Creek canyon, is about 100 metres southeast of the Montrose zone, which is on the north side of the canyon. The Montrose zone has been extensively drilled between 2009 and 2013, but the Waterpump zone has seen limited exploration.

Red Cliff Property – (cont'd)

2016 Exploration Program – (cont'd)

On May 24, 2016, the Company reported that it had completed the first phase of surface geochemical and rock sampling in areas that were exposed by melting snow. The first phase of surface geochemical sampling returned high gold in panned silt samples assaying up to 263.81 grams per tonne. Sampling consisted of gathering approximately 25 kilograms of creek material from three creeks that was screened to a 20-mesh size and then panned with the heavy portion analyzed for gold.

On September 20, 2016, the Company reported that the 2016 drill program had commenced to test the Waterpump zone.

The only description of the Waterpump zone that the Company has is from a 1988 assessment report (17465) filed with the Ministry of Mines. In this report, the description is based on sampling on a cliff face 30 metres above the Lydden Creek canyon floor. The description states:

- Adjacent to a two-to-three-metre-wide diorite dike which appears to be the locus for the mineralization, the alteration and mineralization become most intense.
- Outward from this dike, the alteration can be traced for roughly 10 metres, where it is accompanied by one to three finely disseminated pyrite.
- Immediately adjacent to the dike, the mineralization takes the form of a stockwork of crosscutting quartz pyrite veins one to three centimetres wide, which constitutes in places up to 20% of the rock.
- Within these veins, the pyrite is predominately coarse grained and is accompanied by minor amounts of chalcopyrite.

On March 16, 2017, the Company announced that it had received the ICP results from the 2016 drill program on the Red Cliff property. Drilling during 2016 was intended to intersect the Waterpump zone, located through previous work, at surface in the 100 to 200 metre deep Lydden Creek canyon and one historic drill hole completed in 1988. Exact locations of this historic work were not available to the Company and drill pads were located approximately 200 metres higher in elevation and west of the reported showings in Lydden Creek. Drilling intersected wide zones of silicified, pyritic rocks with minor chalcopyrite in 10 of the drill holes completed. Low gold values were obtained from the intersected zone. Upon comparing the previous ICP results from the Montrose zone (Waterpump-south extension) with the 2016 results, it appears that the drilling intersected the Waterloo zone.

Results from 2009-2012 drill programs on the north side of Lydden Creek indicate that the Waterloo zone consists of an epidote altered, silicified and pyritic zone carrying chalcopyrite but low gold values. It is up to 50 metres wide occurring along the west side of the Montrose zone. The lack of elevated lead, zinc and silver plus the presence of epidote indicate the intersection of the Waterloo zone. The Montrose zone is distinctive in that it contains elevated zinc, lead and silver along with gold.

Red Cliff Property – (cont'd)

2017 Exploration Plans

The Company's 2017 exploration plans at Red Cliff will include the following:

- Further work to accurately locate the 1988 drill hole collar, in order to determine the area of intersection on the water pump as well as the GPS co-ordinates of the zone in the canyon. The drill hole intersection was 150 metres below the creek level, indicating an extensive zone. The company plans to use a drone to locate the area of the zone in order to photograph it as well as get the co-ordinates. Once avalanche conditions are evaluated and it is safe, climbers will be used to sample the zone so the company can confirm previous reported values;
- Drill holes to further define and test the Red Cliff copper-gold zones. Drilling will test above the 1000 mine level where values as high as 37.26 grams per tonne (g/t) gold and 6.07 per cent copper were obtained over 0.91 metre in a drill hole beneath the underground workings. A drill hole (RC-2010-1) located 150 metres above the 1000 mine level intersected 21.94 g/t gold and 0.76 per cent copper over 4.42 metres. Another drill hole (RC-2010-10) intersected 29.93 g/t gold and 1.57 per cent copper over 1.9 metres along strike to RC-2010-1. An underground drill will be used to complete four holes to test the zone in an area of cliffs above the mine portal and below the above intersections to establish continuity of gold values;
- Drill several deep holes to test beneath DDH-MON-2009-11 (5.18 g/t gold and 0.43 per cent copper over 12.65 metres), DDH-MON-2011-11 (43.91 g/t gold and 1.46 per cent copper over 7.47 metres) and DDH-MON-2011-27 (14.53 g/t gold and 0.27 per cent copper over 30.64 metres). These holes are to confirm the southwest-plunging nature of the high-grade (gold-copper-zinc) Montrose zone;
- Model the complete 2007-2017 data to aid in future exploration;
- If indicated by modelling, complete the first resource study.

2017 Metallurgical Testing on Core from the Montrose Zone

The drill hole selected is DDH-2012-61 which contained two different styles of gold-bearing mineralization. The total width of the drill intersection was 35.06 metres of 7.8 g/t gold, 9.04 g/t silver, 0.42% copper, 0.097% lead and 0.29% zinc at 173.93 metres to 208.99 metres. The hole was drilled at minus 75 degrees and the Company believes that the zone was approximately 15 metres in true width. Within the intersection, there is a zinc-rich portion carrying fine visible gold and a deeper copper-rich section with coarse visible gold. Testing will include gravity and flotation methods for recovery of the gold and possibly the other metals.

Mountain Boy Property

The Company owns a 100% interest in the Mountain Boy property located in the Skeena Mining Division of British Columbia. The Mountain Boy property is comprised of 4 reverted Crown grants and 37 units in three modified grid claims located 22 kilometres north of Stewart, B.C. The property is a high grade silver prospect with a long history of exploration which commenced in 1910 and resulted in 8 adits exploring different vein systems.

Grab sampling further along the zone at surface has yielded 0.15 % copper, 3.5 % lead, 0.61 % zinc and 300 gram silver per tonne as well as 0.33 % copper, 0.79 % lead, 0.36 % zinc and 1300 gram silver per tonne. The Cameron portion of the South Mann zone has been traced for at least 200 metres on surface.

The Company drilled on the south side of the Mann vein in the area of the Cameron adit in September 2011. A total of 2,381 metres of drilling was completed in 36 holes in order to test 4 different zones on the property. Zones tested included the Mann, South Mann and several mineralized splays off the Mann. The Mann zone is a wide vein exposed in a pinnacle at least 70 metres high and 70 metres long. The vein varies from over 7 to 13 metres in true width. It has been traced along the hillside for at least 250 metres and over 150 metres of height. Coarse-grained sphalerite, galena and minor chalcopyrite comprise 10-15 % of the vein locally within a jasper-barite-calcite-chlorite rich zone. The mineralization tends to occur as semi-massive lenses at an oblique angle to the overall trend of the structure. DDH-MB-2011 tested the area between a hole drilled in 2006 into the Mann vein approximately 150 metres south of the above pinnacle. This single hole that tested the zone in this area intersected 7.01 metres of 281.7 g/t silver. Holes MB-12 to 36 tested the area to the south of the Mann zone to evaluate the silver potential of the South Mann and several mineralized splays. Drilling was successful in testing the Mann zone, but low silver and base metal values were indicated for the other 3 zones.

Mountain Boy's 2016 exploration program on the Mountain Boy property yielded high-grade silver-base metal values from grab sampling. Work was carried out in two different zones as follows:

- **High Grade Zone:** A total of 13 grab samples were collected along the vein which was up to four metres wide. The zone is exposed along 50 metres of hillside. The values varied from 95 to 31,192 grams per tonne (g/t) Ag, 0.07 to 9.94% Zn, 0.02 to 7.42% Cu and 0.03 to 7.36% Pb. The average values were 4,795.16 g/t Ag, 3.35% Zn, 0.837% Pb and 1.38% Cu. The two highest values were 31,192 and 21,400 g/t Ag from a zone of cross-faulting cutting the High Grade Zone. This new mineralization was exposed along the creek bottom which had been scoured by heavy rains. This new zone has massive acanthite (silver sulphide) stringers over 0.6 metres of width.
- **Mann Zone:** A total of 17 grab samples were collected from the footwall area of the Mann vein. The vein which is up to 13 metres wide has been traced over 200 metres of strike and 70 metres of height. The values varied from 45 to 12,758 g/t Ag, 0.29 to 22.87% Zn, 0.07 to 1.0% Cu and 0.04 to 19.88% Pb. The average values were 750.48 g/t Ag, 9.02% Zn, 2.61% Pb and 0.303% Cu. Sampling of three float rocks in a gulley north of the Mann Zone gave up to 582 g/t Ag, 3.93% Cu and 12.65% Zn. These values indicate another mineralized zone above the Mann in an area obscured by vegetation.

Mountain Boy Property – (cont'd)

The zones are barite-rich replacement zones that occur 150 metres apart. There is a trail to the bottom of the Mann Zone that is exposed in a pinnacle of rock that is 70 metres high, 15 metres wide and along 30 metres of strike. Based on previous work, metallurgical testing was conducted on material from the Mann Zone. International Metallurgical and Environmental Inc. conducted preliminary metallurgical testing on material from the Mann Zone in 2003. The laboratory ground the samples and used flotation methods to recover a lead concentrate and a zinc concentrate. Their report concluded that a lead concentrate is readily possible with the material from the Mann Zone. The maximum lead concentrate grade observed was 48 % lead with most of the diluents being zinc mineralization. The laboratory concluded that the lead concentrate grade would improve beyond 48 % lead with additional changes in reagent additions. The silver grades in the lead concentrate were in the range of 12,000 to 16,000 grams (400 to 500 ounces per ton) per tonne silver. Silver recovery is strongly tied to lead recovery. The recovery and upgrading of zinc minerals into a zinc concentrate from the sample were readily accomplished. The final concentrates produced in the test program were very high and were nearly a maximum for sphalerite. Overall recovery of zinc to a saleable final concentrate is expected to be very good in the range of 80 to 85% zinc recovery. The laboratory processed the tails through gravity processes to produce a barite concentrate that was over 90 % BaSO₄. This product would be saleable as a drilling mud which requires over 90 % BaSO₄.

At present, the large demand for the mineral barite in the drilling industry in north-eastern British Columbia is met by imports from China and India. The Company will study ways to separate and purify the barite mineral which presently sells for upward of \$400/tonne. The silver, zinc, lead and copper concentrate could then be shipped by boat out of Stewart, British Columbia or trucked to smelters in south-eastern British Columbia. Indicated grade for the Mann Zone is 29% BaSO₄ based on previous exploration.

Other Properties

Manuel Creek Property

On December 9, 2016, the Company acquired a 100% interest in the Manuel Creek zeolite property located northeast of Keremeos, British Columbia for \$15,000.

The Manuel Creek property consists of 42 mineral tenures (2,625 acres) overlaying the Manuel Creek tuff-hosting zeolites. The tuff beds which can be traced for five kilometres in road cuts range up to 10 metres in thickness. The property can be accessed from Highway 3A via the Twin Lakes and Grand Oro roads. In addition, a power transmission line runs through the property. Several assessment reports have been filed suggesting the effective zeolite to be a calcium-rich variety of clinoptilolite, very similar to Bromley Vale (Canadian Zeolite). ARIS (assessment report indexing system) 26889 (Dr. B.N. Church, PhD, P.Eng) estimated that the property could potentially host three million tonnes of zeolite within exposures along strike. This estimate is not National Instrument 43-101 compliant, and the Company has not verified this estimate. It is used for reference purpose only. Additional work including diamond drilling is needed to prove the tonnage, thickness, lateral continuity and consistency of the zeolite mineralization.

Furthermore, dacitic tuff from the Manuel Creek member was submitted to AMEC Earth & Environmental Laboratories in Calgary (ARIS 31640) in 2011. This was done in order to determine pozzolanic activity and compressive strength variation with time of curing for the samples. This testing yielded excellent results. The zeolitic pozzolan is essentially equivalent to pure Portland cement and can be used in amounts up to 30% cement replacement. It should be competitive at this mixture level with fly ash. The process has many advantages from environmental (less emission of carbon dioxide into the atmosphere), to enhanced strength, lower temperatures during curing and cost savings.

The Company has engaged in discussions with the Lower Similkameen Indian Band in order to complete a preliminary environmental assessment prior to applying for work permits. Once the company has received the completion of the assessment, it will apply for work permits to compete a bulk test.

FR and Dave Properties

On January 6, 2016, the Company sold the FR and Dave Properties for total proceeds of \$150,000.

Ed Kruchkowski, P Geo., is the Company's designated Qualified Person for this MD&A within the meaning of National Instrument 43-101 and has reviewed and approved the technical information described herein.

Mr. Kruchkowski is not independent of Mountain Boy as he is President, CEO and a director of the Company.

SELECTED ANNUAL INFORMATION

The following financial data is selected information for the Company for the three most recently completed fiscal years:

	Year ended November 30,		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Total revenues	\$ -	\$ -	\$ -
Net loss and comprehensive loss	\$ (1,093,365)	\$ (140,414)	\$ (170,418)
Basic and diluted loss per share	\$ (0.01)	\$ (0.00)	\$ (0.00)
Total assets	\$ 13,818,413	\$ 13,465,529	\$ 13,510,932
Total long-term liabilities	\$ 2,818,000	\$ 2,676,500	\$ 2,686,500
Cash dividends per share	\$ -	\$ -	\$ -

All the annual results were derived from financial statements prepared using IFRS.

RESULTS OF OPERATIONS

The Company recorded a net loss and comprehensive loss of \$69,068 for the three months ended February 28, 2017 compared to \$12,922 for the three months ended February 29, 2016.

General and administrative expenses for the three months ended February 28, 2017 were \$69,068 compared to \$23,210 for the three months ended February 29, 2016.

The Company signed an investor relations agreement in August 2016. The consultant was engaged for \$3,250 per month. During the three months ended February 28, 2017, the Company recorded an investor relations expense of \$9,750 compared to \$Nil for the three months ended February 29, 2016.

In December 2016, the Company entered into an agreement for marketing services for a period of one year at a cost of \$100,000. The marketing services include building business and financial networks, building a social media presence, conference opportunities and other guidance. The program also provides the Company access to and meetings with market participants in Europe. During the three months ended February 28, 2017, the Company recorded marketing expense of \$16,667 compared to \$Nil during the three months ended February 29, 2016.

During the three months ended February 28, 2017, the Company received share subscriptions of \$149,020 with respect to a private placement completed subsequent to February 28, 2017.

During the three months ended February 29, 2016, the Company sold its FR and Dave properties for proceeds of \$150,000.

During the three months ended February 28, 2017, the Company incurred exploration and evaluation costs of \$20,547 compared to \$Nil during the three months ended February 29, 2016.

SUMMARY OF QUARTERLY RESULTS

The figures for the quarters ended November 30, 2016 and 2015 are calculated from the Company's annual audited financial statements. All other amounts are from unaudited condensed interim financial statements prepared by management. All quarterly results were derived from financial statements prepared using IFRS.

	Q1 Feb 28, <u>2017</u>	Q4 Nov 30, <u>2016</u>	Q3 Aug 31, <u>2016</u>	Q2 May 31, <u>2016</u>
Revenues	\$ -	\$ -	\$ -	\$ -
Net loss and comprehensive loss	\$ (69,068)	\$ (410,290)	\$ (639,812)	\$ (30,341)
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.00)
	Q1 Feb 29, <u>2016</u>	Q4 Nov 30, <u>2015</u>	Q3 Aug 31, <u>2015</u>	Q2 May 31, <u>2015</u>
Revenues	\$ -	\$ -	\$ -	\$ -
Net loss and comprehensive loss	\$ (12,922)	\$ (60,537)	\$ (30,293)	\$ (28,948)
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)

Variances in quarterly results can be due to stock-based compensation incurred in a quarter as the Company's stock options generally vest on the grant date and therefore are fully expensed in the quarter in which they are granted; to deferred income tax expense recorded in a quarter related to the renoucement of mineral property expenditures to the investors in the Company's flow-through private placements; and to the write-off of mineral properties during a quarter.

In the quarter ended November 30, 2016, the Company recorded a stock-based compensation charge of \$171,634 for the fair value of 3,000,000 stock options granted during the quarter.

In the quarter ended November 30, 2016, the Company recorded deferred income tax expense of \$141,500 related to the renoucement of mineral property expenditures to the investors in a flow-through private placement.

In the quarter ended August 31, 2016, the Company recorded a stock-based compensation charge of \$590,000 for the fair value of 12,500,000 stock options granted during the quarter.

LIQUIDITY AND CAPITAL RESOURCES

At February 28, 2017, the Company had a working capital deficiency of \$96,077. Historically, the Company has been able to fund its administrative overheads and its mineral property exploration and evaluation programs primarily through equity financings.

The junior mining industry is considered speculative in nature. The continued uncertainty in junior mining equity markets may make it difficult to raise capital through the private placements of shares. While the Company is using its best efforts to achieve its business plans by examining various financing alternatives, there is no assurance that the Company will be successful with its financing ventures. Presently, the Company is being funded by its directors.

On January 6, 2016, the Company sold its FR and Dave properties for proceeds of \$150,000. These properties were considered to be non-core assets.

On August 30, 2016, the Company issued 4,609,200 common shares at \$0.05 per share to settle accounts payable and accrued liabilities of \$230,460. The debt settlement agreements were with a director of the Company, companies with directors in common with the Company and a company managed by a director of the Company.

On October 11, 2016, the Company issued 11,000,000 common shares pursuant to the private placement of 11,000,000 flow-through units at \$0.05 per unit for proceeds of \$550,000. Each unit consisted of one flow-through common share and one share purchase warrant which entitled the holder to purchase an additional common share at \$0.07 per share until October 11, 2018. No finder's fees or commission were paid in connection with the private placement. The proceeds from the flow-through private placement will be expended on the Company's mineral properties located in British Columbia.

On March 15, 2017, the Company issued 650,000 flow-through units at \$0.08 per unit and 2,993,666 non-flow-through units at \$0.06 per unit. The total proceeds were \$231,620 of which \$149,020 had been received at February 28, 2017.

Each flow-through unit consisted of one flow-through common share and one share purchase warrant to purchase an additional common share at \$0.10 per share until March 15, 2019. Each non-flow-through unit consisted of one non-flow-through common share and one share purchase warrant to purchase an additional common share at \$0.10 per share until March 15, 2019.

The share purchase warrants contained an acceleration right in favour of the Company, whereby if for a trading period of 20 continuous days before the expiry of the warrants, the price of the Company's common shares is at least \$0.16 per share, the Company may provide a notice that the warrants will expire on the 11th day after the date of notice, if unexercised.

The Company intends to complete further equity financings and/or asset sales to fund future exploration programs and administrative overheads.

OFF-BALANCE SHEET ARRANGEMENTS

None

TRANSACTIONS WITH RELATED PARTIES

At April 25, 2017, the Company's board of directors is comprised of Ed Kruchkowski, Randy Kasum, Frank Kamermans and Ron Cannan.

The Company incurred the following charges by companies with directors in common with the Company during the three months ended February 28, 2017 and February 29, 2016:

	<u>2017</u>	<u>2016</u>
Management fees	\$ <u>15,000</u>	\$ <u>15,000</u>

Key Management Compensation

The Company considers its Chief Executive Officer, Ed Kruchkowski, and its Chief Financial Officer, Randy Kasum, to be key management. During the three months ended February 28, 2017 and February 29, 2016, the Company incurred \$15,000 in key management compensation. This amount is included in management fees in the above table.

Related Party Balances

At February 28, 2017, accounts receivable includes \$14,625 (November 30, 2016: \$4,875) for investor relations due from a public company with directors in common with the Company.

At February 28, 2017, accounts payable and accrued liabilities includes \$116,626 (November 30, 2016: \$33,646) for exploration costs on the Red Cliff joint venture, due to a public company with directors in common with the Company.

At February 28, 2017, accounts payable and accrued liabilities includes \$5,000 (November 30, 2016: \$10,500) due to companies with directors in common with the Company. On August 30, 2016, the Company issued 4,609,200 common shares with a fair value of \$0.05 per share to settle accounts payable and accrued liabilities of \$230,460 with a director of the Company, companies with directors in common with the Company and a company managed by a director of the Company.

PROPOSED TRANSACTIONS

None

CRITICAL ACCOUNTING ESTIMATES

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements are discussed below:

Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

Title to Mineral Properties

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Rehabilitation Provisions

Rehabilitation provisions have been determined to be \$Nil based on the Company's internal estimates. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from period to period.

Share-Based Payments

The Company uses the Black Scholes Option Pricing Model for valuation of share based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Recognition of Deferred Tax Assets and Liabilities

The carrying amount of deferred income tax assets and liabilities is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Changes in estimates of future taxable profit can materially affect the amount of deferred income tax assets and liabilities recognized from period to period.

CHANGES IN ACCOUNTING POLICIES

The Company's significant accounting policies are outlined in Note 3 to its unaudited condensed interim financial statements for the three months ended February 28, 2017.

There were no changes to the Company's significant accounting policies that had a material impact on the Company's condensed interim financial statements during the three months ended February 28, 2017.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The fair values of the Company's financial assets and liabilities approximate their carrying amounts because of their current nature.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash, reclamation deposits and accounts payable. Cash is designated at fair value through profit or loss and reclamation deposits are classified as loans and receivables. Accounts payable are classified as other financial liabilities.

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash is exposed to interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company's accounts payable are all current and due within 90 days of the balance sheet date. As at February 28, 2017, the Company has a working capital deficiency of \$96,077 and will require additional financing to provide sufficient capital to meet its short-term financial obligations.

RISKS AND UNCERTAINTIES

In addition to the risks and uncertainties outlined earlier in this MD&A, the Company is also subject to additional risks and uncertainties including the following:

General Risk Associated with the Mining Industry

Mineral exploration is an inherently risky business with no guarantees that the exploration will result in the discovery of an economically viable deposit. Among the risks faced are title risk, financing risk, permitting risk, commodity price risk and environmental regulation risk.

Mining activities involve risks which careful evaluation, experience and knowledge may not eliminate. The commercial viability of any mineral deposit depends on many factors not all of which are within the control of management. Some of the factors that affect the viability of a mineral deposit include its size, grade and proximity to infrastructure, government regulation, taxes, royalties, environmental and reclamation and closure obligations. Management attempts to mitigate its exploration risk through a strategy of joint ventures with other companies which balances risk while at the same time allows properties to be advanced.

Dependence on Key Personnel

Loss of management personnel or key operational leaders could have a disruptive effect on the implementation of the Company's business strategy and on the running of day-to-day operations until their replacement is found. Recruiting personnel is expensive and the competition for professionals is intense. The Company may be unable to retain its key employees or attract other qualified employees which may restrict its growth potential.

DISCLOSURE OF OUTSTANDING SHARE DATA

Issued and Outstanding Common Shares

At April 25, 2017, there were 138,937,982 common shares issued and outstanding.

Stock Options

At April 25, 2017, the Company had 15,500,000 stock options outstanding entitling the holders thereof the right to purchase one common share for each option held as follows:

<u>Number of Options</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
500,000	\$0.05	August 17, 2017
2,000,000	\$0.05	August 17, 2021
10,000,000	\$0.05	August 22, 2021
<u>3,000,000</u>	\$0.075	September 7, 2021
<u>15,500,000</u>		

Share Purchase Warrants

At April 25, 2017, the Company had 14,643,666 share purchase warrants outstanding entitling the holders thereof the right to purchase one common share for each warrant held as follows:

<u>Number of Warrants</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
11,000,000	\$0.07	October 11, 2018
<u>3,643,666</u>	\$0.10	March 15, 2019
<u>14,643,666</u>		