FIRST ENERGY METALS LIMITED
(formerly Agave Silver Corp.)

MANAGEMENT'S DISCUSSION & ANALYSIS

NINE MONTHS ENDED DECEMBER 31, 2016

First Energy Metals Limited
(formerly Agave Silver Corp.)

Management's Discussion & Analysis
Nine months ended December 31, 2016

This document constitutes Management's Discussion and Analysis ("MD&A") of the financial and operational results of First Energy Metals Limited. ("First Energy" or the "Company") for the nine months ended December 31, 2016. This MD&A supplements, but does not form part of the unaudited condensed interim financial statements of the Company for the nine months ended December 31, 2016, and should be read in conjunction with the annual audited consolidated financial statements of the Company for the years ended March 31, 2016 and 2015 and the related notes thereto. All dollar figures stated herein are expressed in Canadian dollars, unless otherwise specified.

Unless indicated otherwise, all financial data in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

FORWARD LOOKING STATEMENTS

Certain statements in this MD&A, other than statements of historical fact, constitute "forward-looking information" within the meaning of Canadian securities legislation, and the United States Private Securities Litigation Reform Act of 1995. "Forward-looking information" includes, but is not limited to, statements with respect to potential mineralization and geological merits of the Company's exploration projects the Company's future plans, exploration and drilling programs, objectives, business strategy, budgets, projected costs, financial results, expected cash runway and liquidity, and requirements for additional capital. In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects", "contemplates", "budget", "possible", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "believes", or variations of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward-looking information is based on assumptions regarding future events and other matters and involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Assumptions on which forward-looking information in this MD&A is based include the assumption that strategic alternatives are available to the Company, the assumption the Company will continue as a going concern and will continue to be able to access the capital required to advance its projects and continue operations. Risks and uncertainties include, among others: inherent risks involved in the exploration and development of mineral properties; uncertainties involved in interpreting drill results and other exploration data; potential for delays in exploration activities; geology, grade and continuity of mineral deposits; possibility that future exploration results may not be consistent with the Company's current expectations; reduction in future prices of precious metals; currency fluctuations; accidents, labor disputes and other risks associated with the mining industry; delays in obtaining governmental approvals; uncertainties relating to the availability and costs of financing required in the future; events adversely affecting the cash resources and estimated cash availability; and competition and loss of key employees. Other risks and uncertainties are discussed throughout this MD&A and, in particular, in the section below entitled "Risks and Uncertainties".

In making the statements in this MD&A containing forward-looking information, the Company has applied several material assumptions, including but not limited to, assumptions regarding the ability of the Company to obtain, on reasonable terms, the necessary financing to complete the exploration and development of its property interests, as well as the future profitable production or proceeds from the disposition of the Company's exploration and evaluation assets.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements.

The Company disclaims any intention or obligation to update or revise the forward-looking information in this MD&A, whether as a result of new information, events or otherwise, except as required by applicable securities legislation. Accordingly, readers are cautioned not to put undue reliance on forward-looking information.

1.1 DATE OF THE MD&A

The MD&A was approved by the Board of Directors on March 1, 2017.

1.2 OVERVIEW

First Energy is a junior resource company engaged in the exploration and development of mineral properties. It currently maintains an early stage exploration property in Canada. First Energy was incorporated on October 12, 1966 in the Province of British Columbia under the Business Corporations Act of British Columbia. The Company's name change from Agave Silver Corp. to First Energy Metals Limited was approved on December 16, 2016, at the Company's Annual General Meeting.

The Company maintains its corporate office at #1601-675 West Hastings Street, in Vancouver, BC.

The Company's common shares trade on the TSX Venture Exchange (AGV), the OTCBB Exchange (Pink) (ASKDF) and the Frankfurt Exchange (DFL).

Over the past two years, the Company has been able to secure equity and debt financings that allowed it to carry out its operations, meet its short-term obligations and acquire the Kootenay Lithium Property (please see Section 1.23 of this MD&A).

Most recently, the Company closed the first tranche of its non-brokered private placement for total gross proceeds of $416,200 by issuing 5,947,714 units at a price of $0.07 per unit. Each unit is comprised of one common share of the Company and one non-transferable common share purchase warrant exercisable to purchase one additional common share of the Company at a price of $0.08 for a period of two years expiring January 24, 2019. The proceeds will be used for exploration of the Company's properties and general working capital purposes.

1.21 Hastings Highland Property, Ontario

Effective May 9, 2015 the Company and Hastings Highland Resources Limited ("Hastings") entered into an agreement with respect to the exclusive option to earn a 90% interest in Hastings' Limerick Township nickel-copper property located in Ontario, Canada, however the Company was unable to secure the requisite was unable to secure the requisite financing and terminated the option on September 3, 2015.

1.22 Kaslo Silver Property, British Columbia

The 100% owned 4,000 Ha Kaslo Silver Property ("Kaslo"), a silver target, hosts eleven historic high-grade silver mineralized zones within a 14 kilometres of favourable stratigraphy. Nine high-grade silver-lead-zinc mines operated on the Kaslo Property at various times from 1895 to 1966. The property is located 12 kilometres west of Kaslo in southern British Columbia.

Expenditures incurred by the Company on Kaslo during the nine months ended December 31, 2016 amounted to $260 (December 31, 2015 - $3,017).

Dr. Derek McBride, P.Eng., has reviewed the Company's previous exploration programs, summarized above and is the Company's supervisor and "Qualified Person" with respect to this property for the purpose of NI 43-101.

1.23 Kootenay Lithium Property, British Columbia

On October 7, 2016 the Company entered into an agreement to purchase (the "Agreement") a 100% interest in certain mineral claims (the "Property") covering 4,050 hectares located in the Revelstoke and Nelson Mining Divisions, southeastern British Columbia.

Under the terms of the Agreement, the Company purchased a 100% interest in the Property by issuing 6,000,000 common shares of Agave. The Property is subject to a 2.0% Net Smelter Return ("NSR") mineral royalty and a 24.0% Gross Overriding Royalty ("GOR") on gemstones produced from the Property. The Company will have the option to reduce the NSR to 1.0% by paying $2,500,000.00. The Company also has the option to purchase one half (50%) of the GOR for $2,000,000. A Property vendor also reserves the exclusive right (the "Back In Right") to produce gemstones for its own account from certain discrete zones within the Property as mutually agreed upon, in return for a 24.0% GOR payable to Agave. The Company will have the option to purchase 100% of the Back In Right for $1,000.000.00.

The Company issued finder's fees totaling 420,000 common shares in regards to the transaction.

About the Property

The Property consists of three groups of mineral claims. The northernmost is located 5km by road northwest of Revelstoke (the Boulder Group), 9km to the southeast is the Begbie Group, and the Laib Group is situated 25km northwest of Creston. The Boulder and Begbie Groups have been discovered to host a number of lepidolite, pink and green tourmaline, petalite, tantalite, columbite, phosphate and amblygonite-bearing mineral occurrences in pegmatite (LCT type) dyke swarms. Analysis of two grab samples with visible lepidolite-bearing pegmatite outcrop on the Begbie Group returned values of 0.77% and 1.96% Li_2O. A grab sample of visible lepidolite-bearing pegmatite outcrop on the Boulder Group assayed 3.70% Li_2O.**

**These results have not been confirmed and are of historical context only. There has been insufficient exploration to define a mineral resource, and it is uncertain if further exploration will result in the target being delineated as a mineral resource.

Geological mapping, sampling and prospecting to further define drill targets is planned to commence shortly.

Mr. R. A. (Bob) Lane, M.Sc., P.Geo., a consulting geologist is a Qualified Person as defined by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*, and has reviewed and approved the technical disclosure on the Property.

1.3 RESULTS OF OPERATIONS

<u>Nine months ended December 31, 2016 compared to nine months ended December 31, 2015</u>

The net loss for the nine months ended December 31, 2016 (the "Current Period") was $301,418 compared to a net loss for the nine months ended December 31, 2015 (the "Comparative Period") of $79,304. The increase in net loss of $222,114 was primarily due to the following:

- Professional fees increased by $40,865from $38,786 in the Comparative Period to $79,651 in the Current Period. The increase was primarily due to legal fees incurred with respect to the acquisition of the Kootenay Lithium Property, the Company's Annual General Meeting, a potential transaction and advice on general matters.

- Stock-based compensation increased by $105,539 from $25,873 in the Comparative Period to $131,412 in the Current Period. Albeit the Company issued less stock options in the Current Period, the estimated fair value of the stock options granted in the Current Period was higher; hence, resulting in a higher expense.

- Shareholder communications increased by $12,655 from $15,488 in the Comparative Period to $28,143 in the Current Period. The increase was primarily due to costs associated with the Company's name change, creation of a new website, news releases, and the Company's annual general meeting.

- Gain on settle of debt decreased from $129,121 in the Comparative Period to $nil in the Current Period. The Company did not settle debts with shares during the period ended December 31, 2016.

The increases noted above were offset by decreases in other operating expense line items which were consistent with the Company's activities and continued efforts to scale back and reduce overhead costs given the current and prolonged unfavorable market conditions to raise capital. Notable decreases were realized on the following expense items:

- Finance fees decreased by $25,000 from $25,000 in the Comparative Period to $nil in the Current Period.

- General administrative decreased by 11,444 from $37,626 in the Comparative Period to $26,182 in the Current Period.

- Consulting fees and benefits decreased by $33,907 to $35,805 in the Current Period from $69,712 in the Comparative Period.

Three months ended December 31, 2016 compared to three months ended December 31, 2015

The net loss and comprehensive loss for the three months ended December 31, 2016 was $85,234, as compared to the net loss and comprehensive loss for the three months ended December 31, 2015, of $67,409. The increase in net loss of $17,825 was primarily due to the same factors mentioned in the Current Period and Comparative Period discussion above without the factors relating to stock-based compensation and gain on settlement of debt.

1.4 SUMMARY OF QUARTERLY RESULTS

The Company's selected quarterly results for the eight most recently completed interim financial periods are below. The tables below provide the total exploration costs incurred in the eight quarters in the past two years on a project-by-project basis and administration costs and other income or expenses for the eight quarters in the previous two years:

	Kaslo Silver Property, British Columbia	**Nuevo Milenio Property, Mexico**	**Totals**
Fiscal 2015			
Third Quarter	(7,885)	54,961	47,076
Fourth Quarter	1,127	--	1,127
Fiscal 2016			
First Quarter	(3,777)	--	(3,777)
Second Quarter	760	--	760
Third Quarter	--	--	--
Fourth Quarter	1,127	--	1,127
Fiscal 2017			
First Quarter	260	--	260
Second Quarter	--	--	--
Third Quarter	--	--	--

Selected quarterly information for the eight quarters to December 31, 2016, is summarized as follows:

Statement of Operations Data	Three months ended March 31, 2016	Three months ended June 30, 2016	Three months ended September 30, 2016	Three months ended December 31, 2016
General and administrative expenses and other expenses	31,160	37,024	178,900	85,234
Exploration and evaluation costs	1,127	260	--	--
Net loss (income) and comprehensive loss (income)	37,153	37,284	178,900	85,234
Net loss (income) per common share	0.00	0.00	0.01	0.00

Statement of Operations Data	Three months ended March 31, 2015	Three months ended June 30, 2015	Three months ended September 30, 2015	Three months ended December 31, 2015
General and administrative expenses and other expenses	95,796	98,293	46,449	67,409
Exploration and evaluation costs	1,127	(3,777)	760	--
Gain on settlement of debt	--	(129,121)	--	--
Loss on sale of discontinued operations	(684,023)	--	--	--
Net loss (income) and comprehensive loss (income)	(587,100)	(34,605)	46,502	67,409
Net loss (income) per common share	(0.02)	0.00	0.00	0.00

1.5 LIQUIDITY AND CAPITAL RESOURCES

The Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements to accredited investors and institutions. The Company has issued common shares in each of the past few years, pursuant to private placement financings and the exercise of warrants and options.

At December 31, 2016, First Energy had a working capital deficiency of $397,558 compared to a working capital deficiency of $237,139 at March 31, 2016, and a deficit of $34,604,176 at December 31, 2016 compared to $34,302,758 at March 31, 2016.

Current assets increased by $115,434 to $130,097 as at December 31, 2016 from $14,663 at March 31, 2016 primarily due to the $101,200 received in December 2016 with respect to the January 24, 2017 non-brokered private placement.

Total liabilities increased by $275,853 to $527,655 at December 31, 2016 from $251,802 as at March 31, 2016. The increase was primarily a result of the further loans provided by the Company's President, higher accounts payable due to the Company's activities during the quarter ended December 31, 2016 and the recording of the $101,200 shares subscription payable.

On January 24, 2017, the Company closed the first tranche of its non-brokered private placement with the issuance of 5,945,714 units at a price of $0.07 per unit for gross proceeds of $416,200 of which, $101,200 was received as at December 31, 2016 and accordingly was recorded as share subscription payable. Each unit is comprised of one common share of the Company and one non-transferable common share purchase warrant exercisable to purchase one additional common share of the Company at a price of $0.08 for a period of two years expiring January 24, 2019.

Liquidity Outlook

Based on the Company's financial position as at December 31, 2016, the Company will need to complete additional external financing either through equity, debt or other forms of financing. As other opportunities become available to the Company and subject to the resumption of exploration work on the Company's project and results from such exploration program is determined, management may be required to complete additional financing.

This outlook is based on the Company's current financial position and is subject to change if opportunities become available based on exploration program results and/or external opportunities. At present, the Company's operations do not generate cash inflows and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control.

In order to finance the Company's future exploration programs and to cover administrative and overhead expenses, the Company will need to raise funds through equity sales, from the exercise of convertible securities, debt, deferral of payments to related parties, or other forms of raising capital. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the short and long term, but recognizes that there will be risks involved which may be beyond its control.

1.6 OFF STATEMENT OF FINANCIAL POSITION ARRANGEMENTS

There are no off statements of financial position arrangements.

1.7 TRANSACTIONS WITH RELATED PARTIES

Remuneration of directors and key management personnel of the Company was as follows for the six months ended September 30, 2016 and 2015:

	Nine months ended December 31, 2016	2015
Salaries, fees and benefits	**$ 35,000**	$ 69,712
Stock based compensation	**26,282**	22,304

Related party balances as at December 31, 2016 and March 31, 2016 were as follows:

Balances at:	December 31, 2016	March 31, 2016
Payables:		
Dauntless Developments Ltd. (a)	**$ 226,135**	$ 130,931
Directors and Officers (b)	**132,500**	97,500
Totals	**$ 358,635**	$ 228,431

(a) Dauntless Developments Ltd. ("Dauntless Developments") is a private companies controlled by the Company's President. Dauntless Developments provided the Company with non-interest bearing loans, with no specified terms of repayment.

(b) The directors' and officers' balances include fees and expenses owing to directors and officers.

1.8 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of financial statements requires management to use judgment in applying its accounting policies and estimates and assumptions about the future. Estimates and other judgments are continuously evaluated and are based on management's experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances. There have been no significant changes, except for the addition of use of judgment with respect to deferred tax assets, to the Company's critical accounting estimates for the nine months ended December 31, 2016 from those disclosed in Note 3 of the audited consolidated financial statements for the year ended March 31, 2016.

1.9 CHANGES IN ACCOUNTING POLICIES

The Company prepares its unaudited condensed interim consolidated financial statements in accordance with International Accounting Standards 34, Interim Financial Reporting ("IAS 34"), using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The accounting policies and methods of application applied by the Company in these condensed interim consolidated financial statements are the same as those applied in the Company's most recent annual consolidated financial statements as at and for the year ended March 31, 2016, except for those policies which have changed as a result of the adoption of new and amended IFRS pronouncements effective January 1, 2016.

New, Amended and Future IFRS Pronouncements

More detail on these new, amended and future IFRS pronouncements are provided in Note 3 of the interim consolidated financial statements for the nine months ended December 31, 2016.

1.10 INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements, and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

There was no change in the Company's internal controls over financial reporting ("ICFR") that occurred during the nine months ended December 31, 2016, and which materially affected, or is reasonably likely to materially affect, the Company's ICFR.

1.11 FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Fair Value

The Company classifies its cash, amounts receivable (excluding sales tax receivable) and reclamation bonds as loans and receivables. Accounts payable and accrued liabilities, amounts due to related parties and share subscription payable are classified as borrowings and other financial liabilities. As of December 31, 2016, the statement of financial position carrying amounts of these financial instruments closely approximate their fair values, except for accounts payable and accrued liabilities, amounts due to related parties where the fair value may be less than carrying amounts due to liquidity risks (Note 1 of the interim financial statements).

The Company classifies financial instruments recognized at fair value in accordance with a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The following provides the valuation method of the Company's financial instruments as at December 31, 2016 and March 31, 2016:

	Level	As at December 31, 2016	As at March 31, 2016
Loans and receivables	**1**	**$ 121,236**	$ 18,774
Other financial liabilities	**1**	**$ 527,655**	$ 251,802

Financial Risk Management

The Company's activities expose it to a variety of financial risks including credit risk, liquidity risk and market risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash, short-term investment, reclamation bonds and amounts receivable. The carrying amount of financial assets recorded in the consolidated financial statements, net of any allowances for losses, represents the maximum exposure to credit risk.

The Company deposits its cash with a high credit quality major Canadian financial institution as determined by ratings agencies. The Company does not invest in asset-backed deposits or investments and does not expect any credit losses. To reduce credit risk, the Company regularly reviews the collectability of its amounts receivable and establishes an allowance based on its best estimate of potentially uncollectible amounts. The Company historically has not had difficulty collecting its amounts receivable.

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company attempts to manage liquidity risk by maintaining a sufficient cash balance. As at December 31, 2016, the Company had cash of $103,236 to settle current liabilities of $527,655. Further information relating to liquidity risk is disclosed in Note 1.

Interest Rate Risk

The Company has no significant exposure at December 31, 2016 to interest rate risk through its financial instruments.

Currency Risk

The Company has no significant exposure at December 31, 2016 to currency risk through its financial instruments.

Financial assets and financial liabilities that bear interest at fixed rates are subject to fair value interest rate risk. In respect of financial assets, the Company's policy is to invest cash at floating rates of interest in order to maintain liquidity while achieving a satisfactory return. Fluctuations in interest rates impact the amount of return the Company may realize but interest rate risk is not significant to the Company. The Company had no cash equivalents at December 31, 2016.

Management of capital

The Company primarily considers shareholders' equity in the management of its capital. The Company manages its capital structure and makes adjustments to it based on funds available to the Company, in order to support exploration and development of mineral properties. The Board of Directors has not established quantitative capital structure criteria management, but will review on a regular basis the capital structure of the Company to ensure its appropriateness to the stage of development of the business.

The Company's objectives when managing capital are:

- To maintain and safeguard its accumulated capital in order to provide an adequate return to shareholders by maintaining sufficient level of funds, to support continued evaluation and maintenance of the Company's existing properties, and to acquire, explore and develop other precious metals, base metals and industrial mineral deposits;

- To invest cash on hand in highly liquid and highly rated financial instruments with high credit quality issuers, thereby minimizing the risk and loss of principal; and

- To obtain the necessary financing if and when it is required.

The properties in which the Company currently holds an interest are in the exploration stage and the Company is dependent on external financing to explore and take the project to development. In order to carry out planned exploration and development and pay for administrative costs, the Company will spend its existing working capital and attempt to raise additional amounts as needed.

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

In order to facilitate the management of capital and development of its mineral properties, the Company's management informs the Board of Directors as to the quantum of expenditures for review and approval prior to commencement of work. In addition, the Company may issue new equity, incur additional debt, enter into joint venture agreements or dispose of certain assets. When applicable, the Company's investment policy is to hold cash in interest bearing accounts at high credit quality financial institutions to maximize liquidity. In order to maximize ongoing development efforts, the Company does not pay dividends. The Company expects to continue to raise funds, from time to time, to continue meeting its capital management objectives.

There were no changes in the Company's approach to capital management during the nine months ended December 31, 2016 compared to the year ended to March 31, 2016. The Company is not subject to externally imposed capital requirements. Further information relating to management of capital is disclosed in Note 1 of the condensed interim financial statrements.

1.12 RISKS AND UNCERTAINTIES

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Only investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment should undertake such investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position.

The Company's financial condition, results of operations and businesses are subject to certain risks, certain of which are described below (and elsewhere in this MD&A):

Property risk

None of the Company's Canadian projects have reserves or demonstrated economic viability and there is no assurance that an economic or minable deposit will be found. If the Company acquires additional mineral properties, any material adverse development affecting the new mineral properties could also have a material adverse effect on the financial condition and results of operations.

Additional Funding Requirements

The Company is reliant upon additional equity financing in order to continue its business and operations, as it is in the business of mineral exploration and at present does not derive any income from its mineral assets. There is no guarantee that future sources of funding will be available to the Company. If the Company is not able to raise additional equity funding in the future, it will be unable to carry out its business.

Mineral Exploration

Mineral exploration involves a high degree of risk. Few properties that are explored are brought to production. Unusual or unexpected geological formations, formation pressures, structural weaknesses, fires, power outages, labour disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labour are some of the risks involved in mineral exploration and exploitation activities. The Company has relied on and will continue to rely on consultants and others for mineral exploration and exploitation expertise. Substantial expenditures are required to establish mineral reserves and resources through drilling. There can be no assurance that the funds required will be obtained on a timely basis or at all. The economics of exploiting mineral reserves and resources discovered by the Company are affected by many factors, many of which are outside the control of the Company, including the cost of operations, variations in the grade recovered, price fluctuations in the metal markets, costs of processing and other equipment, and other factors such as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. There can be no assurance that the Company's mineral exploration and exploitation activities will be successful.

Commodity Price Volatility

The price of various commodities that the Company is exploring for can fluctuate significantly, and is beyond the Company's control. The Company is specifically concerned with the prices of precious and base metals. While the Company would benefit from an increase in the value of precious and base metals, a decrease in the value of precious and base metals and other minerals could also adversely affect it.

Title to Mineral Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed or impugned. Although the Company has investigated its title to the mineral properties for which it holds an option or concessions or mineral leases or licences, there can be no assurance that the Company has valid title to such mineral properties or that its title thereto will not be challenged or impugned. For example, mineral properties sometimes contain claims or transfer histories that examiners cannot verify; and transfers under foreign law often are complex. The Company does not carry title insurance with respect to its mineral properties. A successful claim that the Company does not have title to a mineral property could cause the Company to lose its rights to explore, develop and mine that property, perhaps without compensation for its prior expenditures relating to the property.

Country Risk

The Company could be at risk regarding any political developments in the country in which it operates.

Uninsurable Risks

Mineral exploration activities involve numerous risks, including unexpected or unusual geological operating conditions, formation weaknesses, hydrogeological conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences and political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could negatively affect the Company's profitability and financial position and the value of its common shares.

Environmental Regulation and Liability

The Company's activities are subject to laws and regulations controlling not only mineral exploration and exploitation activities but also the possible effects of such activities upon the environment. Environmental legislation may change and make mining uneconomic or result in significant environmental or reclamation costs. Environmental legislation provides for restrictions and prohibitions and a breach of environmental legislation may result in the imposition of fines and penalties or the suspension or closure of operations. In addition, certain types of operations require the submission of environmental impact statements and approval thereof by government authorities. Environmental legislation is evolving in a manner that may mean stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their directors, officers and employees. Permits from a variety of regulatory authorities are required for many aspects of mineral exploitation activities, including closure and reclamation. Future environmental legislation could cause additional expense, capital expenditures, restrictions, liabilities and delays in the development of the Company's properties, the extent of which cannot be predicted. In the context of environmental permits, including the approval of closure and reclamation plans, the Company must comply with standards and laws and regulations that may entail costs and delays, depending on the nature of the activity to be permitted and how stringently the regulations are implemented by the permitting authority. The Company does not maintain environmental liability insurance.

Regulations and Permits

The Company's activities are subject to a wide variety of laws and regulations governing health and worker safety, employment standards, waste disposal, protection of the environment, protection of historic and archaeological sites, mine development and protection of endangered and protected species and other matters. The Company is required to have a wide variety of permits from governmental and regulatory authorities to carry out its activities. Changes in these laws and regulations or changes in their enforcement or interpretation could result in changes in legal requirements or in the terms of the Company's permits that could have a significant adverse impact on the Company's existing or future operations or projects. Obtaining permits can be a complex, time-consuming process. There can be no assurance that the Company will be able to obtain the necessary permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from continuing or proceeding with existing or future operations or projects. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or closure of operations or material fines, penalties or other liabilities.

Potential Dilution

The issue of common shares of the Company upon the exercise of the options and warrants will dilute the ownership interest of the Company's current shareholders. The Company may also issue additional options and warrants or additional common shares from time to time in the future. If it does so, the ownership interest of the Company's then current shareholders could also be diluted.

1.13 ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

The required disclosure on general and administrative expenses is presented in the schedule expenses by nature in Note 9 of the condensed interim financial statements.

There were no research and development costs, deferred development costs or other material costs, whether capitalized, deferred or expensed, that were not referred to above.

1.14 OUTSTANDING SHARE DATA

The following details the share capital structure as of March 1, 2017, the date of this MD&A:

Authorized Capital

Unlimited number of common shares without par value.

Issued and Outstanding Capital

44,517,273 common shares are issued and outstanding

Stock Options Outstanding

Number of Options	Exercise Price ($)	Expiry Dates
1,380,000	0.07	June 3, 2020
1,250,000	0.11	August 1, 2021

Warrants Outstanding

Number of Warrants	Exercise Price	Expiry Dates
5,000,000	$0.10	June 17, 2017
5,945,714	$0.08	January 24, 2019

Approval

The Board of Directors of Agave has approved the disclosure contained in the MD&A. A copy of this MD&A will be provided to anyone who requests it and can be located, along with additional information, on the SEDAR website at www.sedar.com.