ARROWSTAR RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2017

REPORT DATE
April 12, 2018

This Management Discussion and Analysis (the "MDA") provides relevant information on the operations and financial condition of Arrowstar Resources Ltd. (the "Company") for the year ended December 31, 2017.

The Company's activities are primarily directed towards acquisition and exploration of exploration and evaluation assets. The realization of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves and future profitable production or proceeds from the disposition of these assets. The carrying values of exploration and evaluation assets do not necessarily reflect their present or future values.

All monetary amounts in this MDA and in the consolidated financial statements are expressed in Canadian dollars, unless otherwise stated. Financial results are being reported in accordance with International Financial Reporting Standards ("IFRS").

The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that these filings do not contain any untrue statement of material fact of 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 is it was made, with respect to the period covered by these filings, and these consolidated financial statements together with other financial information included in these filings, The Board of Directors' approves the consolidated financial statements and MDA and ensures that management has discharged its financial responsibilities. The Board's review is accomplished principally through the Audit Committee, which meets periodically to review all financial reports, prior to filing.

The MDA should be read in conjunction with the Company's consolidated financial statements and notes thereto for the year ended December 31, 2017 which can be found on SEDAR at www.sedar.com.

RESULTS OF OPERATIONS

Nature of Business

The Company is a publicly traded mineral exploration company, whose common shares are listed on the TSX Venture Exchange ("TSX-V") under the symbol "AWS". The Company's principal business activity is the exploration and evaluation of mineral properties located in USA.

The head office and principal address of the Company is 2300 – 1177 West Hastings Street, Vancouver, BC, V6E 2K3, Canada. The registered and records offices of the Company are located at 2300 – 550 Burrard Street, Vancouver, BC, V6C 2B5, Canada.

Exploration Properties

Secret Pass

During the period ended September 30, 2017 the Company terminated the Tin Cup Option Agreement. As a result, the Company wrote off cumulative costs to date on the Secret Pass Property of $343,657 as an impairment loss. The Company had entered into an Assignment Agreement with Performance Acquisitions LLC ("Performance") who had entered into an option agreement, the "Tin Cup Option Agreement" with NJB Mining Inc. ("NJB") pursuant to which Performance has the option (the "Option") to acquire a one hundred percent (100%) right, title and interest in and to the Secret Pass Concessions situated in the State of Arizona, USA. Performance has assigned all its rights and obligations (the "Assignment") in the Tin Cup Option Agreement to a wholly-owned USA subsidiary of the Company. The Company would have paid consideration of five million common shares to Performance.

Arrowstar had prepared a National Instrument 43-101 ("NI 43-101) compliant Technical Report for the Secret Pass Gold Project, Mohave County, Arizona. The purpose of the report was to demonstrate that the historical exploration data, drill core and RC drilling samples, geophysics, geochemical and metallurgical reports confirm that the project merits additional exploration work as set out in the budget to verify previously defined mineralization and to explore for additional mineralization and resources. The NI 43-101 has been filed on SEDAR.

Concurrent Financing

On June 21, 2016 the Company issued 6,900,000 units at a price of $0.05 per unit for gross proceeds of $345,000. Each unit consists of one common share and one transferrable share purchase warrant with each Warrant entitling the holder to purchase an additional common share for a period of two (2) years at a price of $0.085 per share in the first year of exercise and $0.12 per share in the second year of exercise.

Debt Settlement Agreements

On May 13, 2016 the Company received TSX Venture Exchange approval on the settlement of $698,245, on debt owed to creditors, by issuing 4,060,000 common shares of the Company. The shares were valued on the trading price of the date of issuance of $0.045 per share. The Company also settled $51,145 on debt owed to creditors by paying cash of $4,500.

SELECTED ANNUAL INFORMATION

The following selected financial data have been prepared in accordance with IFRS unless otherwise noted and should be read in conjunction with the Company's consolidated financial statements. The following table sets forth selected financial data for the Company for and as of the end of the last three completed financial years.

Financial Year Ended	**December 31, 2017**	**December 31, 2016**	**December 31, 2015**
Net gain (loss)	($529,190)	$90,786	($285,895)
Gain (loss) per share – basic and diluted	(0.02)	0.01	(0.03)
Exploration and evaluation assets	-	303,657	-
Total assets	9,155	315,120	29,656
Working capital (deficiency)	(427,717)	(242,184)	(888,395)

The Company's net loss of $285,895 in the year ended December 31, 2015 was mainly attributed to the operating activities. The Company's net gain in the year ended December 31, 2016 of $90,786 was attributed to a gain on settlement of accounts payable of $565,899 (2015 - $87,697). A review of general and administrative expense is reviewed below under Financial Results of Operation. Total assets in the year ended December 31, 2016 was $315,120 and was attributed to an increase in exploration and assets of $303,657 as a result of a financing of $345,000 completed during the year. The Company's net loss of $529,190 in the year ended December 31, 2017 was mainly attributed to the write-off of $339,825, the carry value, of the Secret Pass Property in Arizona.

SUMMARY OF QUARTERLY RESULTS

The following selected financial data have been prepared in accordance with IFRS and should be read in conjunction with the Company's consolidated financial statements. The following is a summary of selected financial data for the Company for its eight completed financial quarters ended December 31, 2016.

Quarter Ended Amounts in 000's	Dec. 31, 2017	Sept. 30, 2017	June 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sep. 30, 2016	Jun 30, 2016	Mar. 31, 2016
Net gain (loss)	$(37)	$(57)	$(393)	$(42)	$(90)	$(71)	$276	($24)
Gain (loss) per share – basic and diluted	(0.00)	(0.00)	(0.02)	(0.00)	(0.00)	(0.01)	0.02	(0.00)
Total assets	9	9	12	321	315	357	454	13
Working capital	(428)	(390)	(333)	(283)	(242)	(113)	12	(912)

General and administrative expenses remained consistent from period to period. During the period ended June 30, 2016 the Company recorded a gain of $276,626 as a result of debt settlement on accounts payable of $565,899 and recorded share based compensation of $154,272. Total assets in the quarter ended June 20, 2016 increased as a result of an increase in expenditures in exploration and assets. Working capital during the quarter ended June 30, 2016 increases substantially due to the financing that was completed of $345,000 and the debt settlement on accounts payable of $698,245. During the period ended June 30, 2017 the Company recorded a write-off of $339,825 attributed to the Secret Pass Property.

Financial Results of Operations

During the year ended December 31, 2017, the Company incurred a net gain (loss) of ($529,190) (2016 – $90,787)

The following discussion explains the variations in key components of these numbers but, as with most junior mineral exploration companies, the results of operations are not the main factor in establishing the financial health of the Company. Of far greater significance are the mineral properties in which the Company has, or may earn, an interest, its working capital and how many shares it has outstanding. Quarterly results can vary significantly depending on whether the Company has abandoned any properties or granted any stock options.

Year ended December 31, 2017 compared to year ended December 31, 2016

The Company's general and administrative costs were $192,735 (2016 - $476,663), and reviews of the major items are as follows:

- Consulting fees of $45,731 (2016 - $166,174) consists of CEO fees of $Nil (2016 - $54,200), CFO fees of $42,000 (2016 - $24,500), investor relations of $3,731 (2016 - $35,000), business development of $Nil (2016 - $36,125) and other of $Nil (2016 - $16,348);

- Insurance of $19,906 (2016 - $20,746), consistent with the prior year as a result of insurance requirements on the Secret Pass property agreement;

- Professional fees of $99,966 (2016 - $57,685) and consisting of accounting and audit of $23,795 (2016 - $14,310) and legal of $76,171 (2016 - $43,375);

- Property investigation of $Nil (2016 - $14,152) for properties reviewed during the prior year or expenditures prior to acquisition;

- Regulatory fees of $12,719 (2016 - $23,692), decreased as a result of the Companies debt settlement, property agreement and private placement activities in the prior year.

- Share-based compensation of $Nil (2016 - $154,272) for options issued during the period.

Other items showed a gain (loss) of $336,455 (2016 – $567,449). Due to their nature, these transactions relate to events that do not necessarily generate comparable effects on the Company's operating results. Significant areas of change include:

- Gain on settlement of accounts payable of $7,602 (2016 - $565,899). During the prior period the Company settled $698,245, on debt owed to creditors, by issuing 4,060,000 common shares of the Company. The shares were valued on the trading price of the date of issuance of $0.045 per share. The Company also settled $49,689 on debt owed to creditors by paying cash of $4,500 in the prior year.
- Property impairment of $339,825 (2016 - $Nil) for the write down of the Secret Pass property.

Three Months ended December 31, 2017 compared to three months ended December 31, 2016

The Company's general and administrative costs were $44,546 (2016 - $90,091), and reviews of the major items are as follows:

- Consulting fees of $10,500 (2016 - $84,700) consisted of CEO fees of $Nil (2016 - $ 54,200), business development of $Nil (2016 - $20,000) and other of $10,500 (2016 - $10,500);

- Insurance of $2,714 (2016 - $7,207), decreased as a result of insurance requirements on the Secret Pass property agreement decreasing after a property impairment;

- Professional fees of $28,223 (2016 - $10,341) and consisting of accounting and audit of $6,150 (2016 - $2,996) and legal of $22,073 (2016 - $7,435); and

- Regulatory fees of $1,142 (2016 - $3,851), has decreased from prior year due to lower activity.

Year ended December 31, 2016 compared to year ended December 31, 2015

The Company's general and administrative costs were $476,663 (2015 - $373,042), and reviews of the major items are as follows:

- Consulting fees of $166,174 (2015 - $207,664) consists of CEO fees of $54,200 (2015 - $151,664), CFO fees of $24,500 (2015 - $42,000), investor relations of $35,000 (2015 - $Nil), business development of $36,125 (2015 - $Nil) and other of $16,348 (2015 - $14,000);

- Insurance of $20,746 (2015 - $10,868), increased as a result of insurance requirements on the Secret Pass property agreement;

- Professional fees of $57,685 (2015 - $68,329) and consisting of accounting and audit of $14,310 (2015 - $15,872) and legal of $43,375 (2015 - $52,457);

- Property investigation of $14,152 (2015 - $19,011) for properties reviewed during the year or expenditures prior to acquisition;

- Regulatory fees of $23,692 (2015 - $21,823), increased as a result of the Companies debt settlement, property agreement and private placement activities; and

- Share-based compensation of $154,272 (2015 - $1,964) for options issued during the period.

Other items showed a gain (loss) of $567,449 (2015 – $87,147). Due to their nature, these transactions relate to events that do not necessarily generate comparable effects on the Company's operating results. Significant areas of change include:

- Gain on settlement of accounts payable of $565,899 (2015 - $87,697). During the period the Company settled $698,245, on debt owed to creditors, by issuing 4,060,000 common shares of the Company. The shares were valued on the trading price of the date of issuance of $0.045 per share. The Company also settled $49,689 on debt owed to creditors by paying cash of $4,500.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2017, the Company has a working capital deficit of $427,717 (December 31, 2016 – $242,184).

As a result of economic conditions, globally, there is uncertainty in capital markets and the Company anticipates that it and others in the mineral resource sector will have limited access to capital. Although the business and assets of the Company have not changed, investors have increased their risk premium and their overall equity investment has diminished. The Company continually monitors its financing alternatives and expects to finance its fiscal 2018 operating overhead and acquisition and exploration expenditures through a private placement.

The quantity of funds to be raised and the terms of any equity financing that may be undertaken will be negotiated by management as opportunities to raise funds arise. There can be no assurance that such funds will be available on favorable terms, or at all.

On February 20, 2015, the Company issued 2,480,500 units at a price of $0.06 per unit for gross proceeds of $148,830 of which $139,800 was received and recorded as subscriptions received in advance as of December 31, 2014. Each unit consists of one common share and one share purchase warrant exercisable at a price of $0.15 for a period of five years.

On May 13, 2016, the Company received TSX Venture Exchange approval on the settlement of $698,245, on debt owed to creditors, by issuing 4,060,000 common shares of the Company at $0.045. The Company also settled $51,145 on debt owed to creditors by paying cash of $4,500.

On June 21, 2016, the Company issued 6,900,000 units at a price of $0.05 per unit for gross proceeds of $345,000. Each unit consists of one common share and one transferrable share purchase warrant with each Warrant entitling the holder to purchase an additional common share for a period of two (2) years at a price of $0.085 per share in the first year of exercise and $0.12 per share in the second year of exercise.

The Company entered into loan agreements with Panopus PLC ("Panopus"), a company controlled by Phil Thomas, CEO and director of the Company. The loans are summarized as follows:

- On January 3, 2017, Panopus extended a USD$7,500 unsecured loan to the Company repayable within six months. On maturity the Company is required to repay the principal plus interest of US$563.
- On January 27, 2017, Panopus extended a $20,000 unsecured loan to the Company repayable within six months. On maturity the Company is required to repay the principal plus interest of $1,500.
- On March 29, 2017, Panopus extended a non-interest bearing $17,000 unsecured loan to the Company repayable within six months. On maturity the Company is required to repay the principal plus interest of $1,275.

The Company has no long-term debt obligations.

SHARE CAPITAL

(a) As of the date of the MDA the Company has 22,924,921 issued and outstanding common shares. The authorized share capital is unlimited no par value common shares.

(b) As at the date of the MDA the Company has 1,300,000 incentive stock options outstanding.

(c) As at the date of the MDA the Company has 9,380,500 outstanding share purchase warrants.

RELATED PARTY TRANSACTIONS

During the three and twelve months ended December 31, 2017, the Company entered into the following transactions with related parties and paid or accrued the following amounts, excluding share-based payment charges in connection therewith:

Name	Relationship	Purpose of transaction	Three Months Ended	Twelve Months Ended
Phil Thomas	CEO, President & a Director of the Company	Deferred exploration – geological	$ Nil	$ Nil
Phil Thomas	CEO, President & a Director of the Company	Consulting	$ Nil	$ Nil
Promaid Services Ltd.	Personal services company controlled by the CFO and Director of the Company	Consulting	$ 10,500	$ 42,000

Accounts payable and accrued liabilities as at December 31, 2017 included $114,170 (December 31, 2016 - $69,081) owed to directors and companies controlled by a director or officer. During the year ended December 31, 2017, the Company settled debt of $573,442, owed to directors and companies controlled by a director or officer, by issuing 3,190,000 common shares of the Company. The shares were valued on the trading price of the date of issuance of $0.045per share.

The Company entered into loan agreements with Panopus PLC ("Panopus"), a company controlled by Phil Thomas, CEO and director of the Company. The loans are summarized as follows:

- On January 3, 2017, Panopus extended a USD$7,500 (CDN$9,912) unsecured loan to the Company repayable within six months. On July 3, 2017 the loan was extended for additional six month term. On maturity the Company is required to repay the principal plus interest of US$563.
- On January 27, 2017, Panopus extended a $10,000 unsecured loan to the Company repayable within six months. On July 27, 2017 the loan was extended for additional six month term. On maturity the Company is required to repay the principal plus interest of $1,500.
- On March 29, 2017, Panopus extended a $17,000 unsecured loan to the Company repayable within six months. On September 29, 2017 the loan was extended for an additional six months term.
- On November 17, 2017, Panopus extended a $2,010 non-interest bearing unsecured loan to the Company repayable within six months.

The balance of principal and interest on the loans as at December 31, 2017 is $42,445.

During the year ended December 31, 2017, an officer of the Company advanced $10,000 to the Company. The advance is non-interest bearing with no set repayment terms.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements except those disclosed in Business Highlights.

INVESTOR RELATIONS

On September 20, 2016, the Company terminated the investor relations agreement with Lawrence Koyle which was to provide investor relations services to the Company. The agreement was for an initial term of one year which may have been extended by mutual consent. Mr. Koyle was to be paid $5,000 per month and receive 200,000 stock options at .125 cents as part of the Company's incentive option plan which expired on October 20, 2016.

PROPOSED TRANSACTIONS

The Company has no proposed transactions.

UPCOMING ACCOUNTING PRONOUNCEMENTS

Certain new standards, interpretations and amendments to existing standards are not yet effective as of December 31, 2017, see note 2 of the December 31, 2017 consolidated financial statements for details.

RISKS AND UNCERTAINTIES

The Company's principal activity is resource property exploration and development. Companies in this industry are subject to many and varied kinds of risks, but not limited to, environmental, mineral prices, political, and economic.

The Company will take steps to verify the title to any properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties. These procedures do not guarantee the Company's title. Property titles may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

The Company has no significant sources of operating cash flow and no revenue from operations. Additional capital will be required to fund the Company's exploration program. The sources of funds available to the Company are the sale of equity capital or the offering of an interest in its project to another party. There is no assurance that it will be able to obtain adequate financing in the future or that such financing will be advantageous to the Company.

The property interests to be owned by the Company or in which it may acquire an option to earn an interest are in the exploration stages only, are without known bodies of commercial minerals and have no ongoing operations. Mineral exploration involves a high degree of risk and few properties, which are explored, are ultimately developed into production.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous materials and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties in which it previously had no interest. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liabilities to the Company.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

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 fair value of cash and marketable securities are measured at Level 1 of the fair value hierarchy. The carrying value of receivables, exploration and evaluation advances, and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

Financial risk factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and receivables. Management believes that the credit risk concentration with respect to financial instruments included in receivables is remote and has deposited cash in high credit quality financial institutions.

Liquidity risk

As of December 31, 2017, the Company had cash balance of $219 (2016 - $1,226) to settle current liabilities of $432,872 (2016 - $249,647). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. Amounts exposed to market risk include marketable securities of $1,700 (2016 - $2,100).

Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade demand investments issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to assets and liabilities that are denominated in US Dollars. Amounts exposed to foreign currency risk include cash of US$22 as of December 31, 2017 (December 31, 2016 -US$95).

Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's profit or loss due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on profit or loss and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in value may be significant.

CAPITAL MANAGEMENT

The Company defines capital that it manages as shareholders' equity, consisting of issued common shares, stock options and warrants.

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

The property in which the Company currently has an interest is in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital restrictions. There were no changes to the Company's approach to capital management during the year.

FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and U.S. securities legislation. These statements relate to future events or the future activities or performance of the Company. All statements, other than statements of historical fact, are forward-looking statements. Information concerning mineral resource/reserve estimates and the economic analysis thereof contained in preliminary economic analyses or prefeasibility studies also may be deemed to be forward-looking statements in that they reflect a prediction of the mineralization that would be encountered, and the results of mining that mineralization, if a mineral deposit were developed and mined. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate, plans and similar expressions, or which by their nature refer to future events. These forward looking statements include, but are not limited to, statements concerning:

- the Company's strategies and objectives, both generally and in respect of its specific mineral properties or exploration and evaluation assets;
- the timing of decisions regarding the timing and costs of exploration programs with respect to, and the issuance of the necessary permits and authorizations required for, the Company's exploration programs;
- the Company's estimates of the quality and quantity of the resources and reserves at its mineral properties;
- the timing and cost of planned exploration programs of the Company and the timing of the receipt of result thereof;
- general business and economic conditions;
- the Company's ability to meet its financial obligations as they come due, and to be able to raise the necessary funds to continue operations; and
- the Company's expectation that it will be able to add additional mineral projects of merit to its existing property portfolio.

Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Inherent in forward looking statements are risks and uncertainties beyond the Company's ability to predict or control, including, but not limited to, risks related to the Company's inability to raise the necessary capital to be able to continue in business and to implement its business strategies, to identify one or more economic deposits on its properties, variations in the nature, quality and quantity of any mineral deposits that may be located, variations in the market price of any mineral products the Company may produce or plan to produce, the Company's inability to obtain any necessary permits, consents or authorizations required for its activities, to produce minerals from its properties successfully or profitably, to continue its projected growth, and other risks identified herein under "Risk Factors".

The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results are likely to differ, and may differ materially, from those expressed or implied by forward looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove incorrect, including, but not limited to, assumptions about:

- the level and volatility of the price of commodities;
- general business and economic conditions;
- the timing of the receipt of regulatory and governmental approvals, permits and authorizations necessary to implement and carry on the Company's planned exploration;
- conditions in the financial markets generally;
- the Company's ability to attract and retain key staff;
- the accuracy of the Company's resource/reserve estimates (including with respect to size and grade) and the geological, operational and price assumptions on which these are based;
- the nature and location of the Company's mineral exploration projects, and the timing of the ability to commence and complete the planned exploration programs; and
- the ongoing relations of the Company with its regulators.

These forward looking statements are made as of the date hereof and the Company does not intend and does not assume any obligation, to update these forward looking statements, except as required by applicable law. For the reasons set forth above, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.

Historical results of operations and trends that may be inferred from the following discussion and analysis may not necessarily indicate future results from operations. In particular, the current state of the global securities markets may cause significant reductions in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations.

INTERNAL CONTROLS OVER FINANCIAL REPORTING ("ICFR")

In connection with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI52-109.

APPROVAL

The Board of Directors of the Company has approved the disclosures in this MDA.

Additional information on the Company available through the following source: www.sedar.com.