Mezzotin Minerals Inc.

Management's Discussion and Analysis
For the Three and Nine Months Ended
September 30, 2016

This "Management's Discussion and Analysis" ("MD&A") has been prepared as at November 28, 2016 and should be read in conjunction with the unaudited condensed interim consolidated financial statements of Mezzotin Minerals Inc. (the "Company" or "MMI"), for the three and nine months ended September 30, 2016 and the audited consolidated financial statements for the years ended December 31, 2015 and 2014. The Company's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") which are generally accepted accounting principles in Canada for reporting issuers and are reported in Canadian dollars unless otherwise stated.

Unless otherwise stated, all financial analysis, data and information set out in this MD&A are unaudited.

Cautionary Note Regarding Forward-Looking Statements

This MD&A includes certain forward-looking statements that are based upon current expectations, which involve risks and uncertainties associated with the Company's business, and the economic environment in which the business operates. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements which are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. The forward-looking statements are not historical facts, but reflect the Company's current expectations regarding future results or events. Forward-looking statements contained in this MD&A are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations, including the matters discussed in the section "Risks and Uncertainties" below. Readers are cautioned that the foregoing lists of factors are not exhaustive. Although the Company has attempted to identify important factors that could cause actual events and results to differ materially from those described in the forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A.

The forward-looking information contained in this MD&A is provided as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

Overview of the Business

Mezzotin Minerals Inc. ("Mezzotin" or the "Company") was incorporated as Zoolander Corporation on October 27, 2005 by Certificate of Incorporation issued under the Business Corporations Act (Ontario). The Company acquired all of the issued and outstanding shares of Adsani Exploration (Proprietary) Limited ("Adsani"), a private company incorporated on February 24, 2000 under the laws of the Republic of South Africa, which included its wholly-owned subsidiary Mezzotin Investments (Private) Limited ("Mezzotin ZIM"), a private company incorporated on January 10, 2000 under the laws of Zimbabwe in exchange for the issuance of 20,000,000 common shares of the Company. The shareholders of the Company approved the name change to Mezzotin Minerals Inc. on September 10, 2013.

Mezzotin's common shares are listed on the TSX Venture Exchange under the symbol "MEZ". The Company's registered office and the principal place of business is located at 150 York Street, Suite 1600, Toronto, Ontario, M5H 3S5.

The Company is a Canadian-based mineral exploration company focused on the exploration for and development of mineral deposits in Africa. The Company is considered to be in the early stages and has not yet determined whether its properties contain mineral reserves that are economically recoverable. The recoverability of exploration and evaluation assets is dependent upon securing and maintaining title and beneficial interest in the property and the underlying mining claims, obtaining the necessary regulatory approvals and permits, the ability of the Company to obtain the necessary financing to complete the development of the mineral interests, and achieving future profitable production, or alternatively, upon the Company's ability to dispose of its interests on a profitable basis. As the Company's assets are located outside of Canada, they are subject to the risk of foreign laws and regulations, including increases in taxes and royalties, foreign currency exchange rate fluctuations, ownership interests and political uncertainty.

The Company holds exploration and mineral rights in Zimbabwe, known as the Sabi Star Property ("Sabi Star"). Sabi Star is comprised of 30 rare earth exploration permits covering a total of 2,348 hectares. The property is located in Eastern Zimbabwe approximately 150 kilometres from Harare, the capital of Zimbabwe, and approximately 250 kilometres from the border of South Africa. The property is located on the Odzi Gold Belt, a known mineralization belt having historically produced gold, copper, tin, tantalum, niobium and diamonds.

On December 30, 2015, the Company announced that its wholly owned Zimbabwean subsidiary Mezzotin Investments (Private) Limited has entered into a tribute agreement which will permit Max Mind Investments (Zimbabwe) (Private) Limited to mine its Sabi Star properties and in return will receive a royalty equal to 20% of the pre-tax profits. The agreement is for a period of five years and may be renewed for a further five-year period.

Further technical information regarding this property can be found in the National Instrument 43-101 Technical Report (NI 43-101 Report) filed March 31, 2011 on the Company's profile on SEDAR at www.sedar.com.

As at November 28th, 2016 the directors and officers of the Company were:

Paul Ekon	President, CEO and Director
Christine He	Director
Shawn Mace	Director
Jason Chen, PhD	Director
Lawrence Schreiner, CPA, CA	CFO

Highlights and Summary

In the three and nine months ended September 30, 2016 the Company incurred a net loss of $56,915 and $198,727, respectively, compared with a net loss of $145,166 and $265,223 in the corresponding periods of 2015. On a per share basis, in the three and nine months ended September 30, 2016 the Company incurred loss per share of $0.001 and $0.004, respectively, compared with a loss per share of $0.003 and $0.005 in the corresponding periods of the prior year.

On December 30, 2015, the Company announced that its wholly owned Zimbabwean subsidiary Mezzotin Investments (Private) Limited has entered into a tribute agreement which will permit Max Mind Investments (Zimbabwe) (Private) Limited to mine its Sabi Star properties and in return will receive a royalty equal to 20% of the pre-tax profits. The agreement is for a period of five years and may be renewed for a further five-year period.

In conjunction with the tribute agreement, The Company has secured a loan of US$500,000 from Max Mind Investments Limited, a Hong Kong based private investment company. The loan is for a period of five years and bears interest at LIBOR rate for overnight deposits. Interest will accrue and both the principal and interest will be repaid by the Royalty payments from the tribute agreement. As at September 30, 2016, the Company has received US$250,000 pursuant to the payment schedule of the loan agreement.

In August, 2016 the Company, after providing assurances with respect to certain ongoing disclosure requirements, received approval from the TSX with respect to the transaction.

All matters of a material nature are made available at www.sedar.com .

Sabi Star Exploration Report

In the three months ended March 31, 2016, exploration activities have focused on eight of the 30 claim areas at the Company's properties, and have involved mapping, trenching, sampling and analysis of trench sample results.

A total of 963 meters of trenches were excavated and a total of 346 - 40kg bulk samples were collected for analysis. Sample preparation was carried out at the Government Metallurgical Laboratory in Harare. Based on the results from the trenching and sampling, the property developer is planning more extensive diamond drilling over the next three months. It is expected that the diamond drilling phase will cost approximately US$116,000.

To March 31, 2016, the property developer has incurred costs of approximately US$111,000 on exploration on the Sabi Star properties.

In the three months ended June 30, the property developer carried out the first phase of the diamond drilling program in areas of interest identified when trenching. A total of 531 meters of drilling was conducted in 10 locations. The drilling cores have been processed and a total of 258 samples exported to a third party lab in South Africa for assessment. Further drilling will depend on the results of the lab tests.

In the three months ended June 30, 2016, the core drilling exercise was carried out at a cost of approximately US$71,000, excluding the shipping and assay costs.

In the three months ended September 30, 2016, there was limited activity on the site. There were delays getting the export license for the samples drilled last quarter. Max Mind is still waiting for the results of the assay before carrying out any further exploration. In the three months ended September 30, 2016, expenditures on the venture totaled US $25,300.

Discussion of Operating Results

The following table summarizes the Company's operating results for the three and nine months ended September 30, 2016 and 2015:

(Unaudited)	Three Months Ended Sept. 30		Nine Months Ended Sept. 30	
Operating expenses	**2016**	2015	**2016**	2015
Consulting fees	**$ 10,500**	$ 10,500	**$ 31,500**	$ 28,500
Professional fees	**12,693**	19,627	**45,907**	39,068
Salaries and wages	**5,789**	12,312	**17,598**	23,171
Regulatory and shareholder	**2,858**	2,946	**23,600**	12,141
General and administrative	**14,952**	16,737	**47,610**	57,489
Loss on disposal of equipment	**-**	71,137	**-**	71,137
Depreciation	**12,714**	14,126	**40,713**	41,294
Operating Loss	**(59,506)**	(147,385)	**(206,928)**	(272,800)
Rental income	**(2,936)**	(2,945)	**(8,925)**	(8,505)
Interest expense	**345**	726	**724**	928
Net loss	**$ (56,915)**	$ (145,166)	**$ (198,727)**	$ (265,223)

In the three and nine months ended September 30, 2016, the Company incurred losses of $56,915 and $198,727, respectively, compared with the $145,166 and $265,223, respectively, for the corresponding periods in the prior fiscal year. In the three months ended September 30, 2015, the Company recorded a loss on the disposal of equipment of $71,137.

The following analysis explains the costs incurred and differences, by category.

Consulting fees

In the three and nine months ended September 30, 2016 the Company incurred costs of $10,500 and $31,500, respectively (2015 - $10,500 and $28,500) for management services including accounting, CFO and corporate secretarial services. The fees are a fixed monthly amount and paid to a company controlled by an officer of the Company (see – "Related Party Transactions").

Professional fees

Professional fees include amounts paid for legal, audit and other professional services. The following table sets out the professional fees by category:

(Unaudited)	Three Months Ended Sept 30		Nine Months Ended Sept. 30	
Professional Fees	**2016**	2015	**2016**	2015
Legal	**$ 5,693**	$ 13,627	**$ 25,907**	$ 21,068
Audit	**7,000**	6,000	**20,000**	18,000
Total Professional Fees	**$ 12,693**	$ 19,627	**$ 45,907**	$ 39,068

In the three and nine months ended September 30, 2016 the Company recorded legal fees of $5,693 and $25,907, respectively, compared with $13,627 and $21,068, respectively, in the corresponding periods of the prior year. The legal fees relate to general corporate matters and are higher due to costs related to the Mind Max transaction.

Audit fees for the year are accrued on a quarterly basis and include fees for audit and tax preparation services.

Salaries and wages

Salaries and wages relate specifically to security and maintenance costs incurred at Mezzotin Investments in Harare, Zimbabwe. The personnel are responsible for the property and infrastructures on the Sabi Star properties.

For the three and nine months ended September 30, 2016 the Company incurred cost of $5,789 and $17,598, respectively compared with $12,312 and $23,171, respectively, in the corresponding periods of the prior year.

The salary costs have not been assumed by the property developer under the tribute agreement and will continue to be paid by the Company.

Regulatory and shareholder

This category of expense includes regulatory fees, filing fees, costs associated with the annual general meeting, press releases and transfer agent fees and board and committee fees.

In the three and nine months ended September 30, 2016, the Company incurred costs of $2,858 and $23,600, respectively, compared with $2,946 and $12,141, respectively in the corresponding periods of the prior year. The increased cost in the current year to date reflects a one-time payment of $9,565 to the chair of the audit committee for his services. No other directors have received any compensation.

General and administrative

General and administrative include office related costs such as rent, telephone, insurance, supplies as well as cost associated with general operations, repairs and maintenance at the properties. The following table sets out the costs in the major sub-categories:

(Unaudited)	Three Months Ended Sept. 30		Nine Months Ended Sept. 30	
General and Administrative	**2016**	2015	**2016**	2015
Rent, telephone, supplies	**$ 5,134**	$ (325)	**$ 15,882**	$ 13,897
Insurance	**4,975**	5,014	**14,998**	16,473
Equipment storage	**-**	3,919	**-**	13,212
Repairs and maintenance	**405**	2,518	**11,033**	5,666
Other costs	**4,438**	5,611	**5,697**	8,241
Total General and Administrative	**$ 14,952**	$ 16,737	**$ 47,610**	$ 57,489

Rent, telephone, supplies includes office rent in Toronto as well as rent in Harare. The rent in Harare is paid to a related party (see section "Related Party Transactions").

During the year ended December 31, 2015 the Company relocated equipment to a location where it will not incur ongoing storage charges.

Depreciation

In January 2015, the Company began recording depreciation on all its Property and Equipment assets. The depreciation charge is intended to reflect the deterioration over time of the assets.

In the three and nine months ended September 30, 2016 the Company recorded depreciation of $12,714 and $40,713, respectively compared to $14,126 and $41,294, respectively in the corresponding periods of the prior year.

Rental income

In the three and nine months ended September 30, 2016 the company recorded income of $2,936 and $8,925 compared with $2,945 and $8,505, respectively in the corresponding periods of the prior year, from the rental of a vehicle to a company whose officer is a director of the Company's subsidiary (see "Related Party Transactions"). The vehicle rental is on a month to month basis.

Deferred costs

In the three and nine months ended September 30, 2016 the Company did not defer any development charges. Under the terms of the tribute agreement, the developer company is responsible for all development charges as well as payment of land claim license fees which would otherwise be paid by the Company.

Quarterly Financial Information

The following table sets out the operating results for the last eight quarters:

	Revenue	Net Loss	Loss per share
September 30, 2016	Nil	$56,915	$0.001
June 30, 2016	Nil	$ 75,444	$0.002
March 31, 2016	Nil	$ 66,368	$0.001
December 31, 2015	Nil	$ 101,560	$0.002
September 30, 2015	Nil	$142,767	$0.003
June 31, 2015	Nil	$ 72,570	$0.001
March 31, 2015	Nil	$ 47,487	$ 0.001
December 31, 2014	Nil	$ 345,743	$ 0.007

In the three months ended September 30, 2016, the Company incurred a loss of $56,915. The loss reflects the ongoing costs of the business operation. With respect to the exploration program, Max Mind was waiting for the assay results to better focus their exploration program. In the three months ended September 30, 2016, Max Mind reported incurring costs of US$25,300.

In the three months ended June 30, 2016, the Company incurred a loss of $75,444. The loss is in line with the previous quarter and reflects, for the most part, the ongoing running costs of the business. In the three months ended June 30, 2016, Max Mind carried out the first phase of its drilling program at a cost of US$71,000. Max Mind is waiting for the assay results on the drilling samples to assess the next stage of drilling and testing.

In the three months ended March 31, 2016, the Company's loss reflects the general costs of running the Company. Max Mind Investments, have indicated they have invested US$111,000 in exploration costs up to March 31, 2016 and are looking at a diamond drilling program which is expected to cost US$138,000.

In the three months ended December 31, 2015, the Company entered into an agreement to assign the mineral rights to a third party and in consideration receive a royalty on the profits derived from the property. As part of the transaction, the third party has provided a loan to the Company of US$500,000 to be drawn at predetermined dates extending to March 30, 2017.

In the three months ended September 30, 2015, the Company recognized a loss of $69,491 on the disposal of a piece of heavy equipment. Depreciation on the remaining assets was $14,128 in the period

In the three months ended June 30, 2015, the Company commenced taking a depreciation charge against its equipment and vehicles to reflect the declining nature of this type of asset. Included in the loss for the period is a charge of $25,643 for depreciation of these assets.

In the three months ended March 31, 2015, the Company net loss reflects limited activity in the period.

In the three months ended December 31, 2014, the net loss includes an impairment charge of $297,221 related to the value of equipment and vehicles.

Liquidity and Capital Resources

As at September 30, 2016 the Company's cash reserves totalled $75,870. The Company had a working capital deficit of $156,200 compared with a deficit of $143,394 at December 31, 2015. Not included in the cash reserves or working capital is an additional loan amount of US$250,000 due from Max Mind prior to March 31, 2017 pursuant to the tribute and loan agreements.

The Company's financial liquidity has been supported primarily by its cash resources funded by the Max Mind loan. The Company is a development stage enterprise, does not generate any revenue and is not cash flow positive. As noted in the "Highlights and Summary" and "Long Term Debt" sections, on December 30, 2015 the Company entered a loan agreement which provides US$500,000 of working capital to be made available to the Company at scheduled intervals extending to March 31 2017. As at September 30, 2016, the Company had received US$250,000 of the loan and is scheduled to receive an additional US$250,000 prior to March 31, 2017.

The Company's ongoing ability to remain solvent will depend on a number of factors including but not limited to the rate of cash expenditure to fund ongoing operations, the realization of royalties pursuant to the Tribute Agreement, investments in non-cash working capital, and the Company's ongoing ability to raise capital to fund the development of the business. (see "Risks and Uncertainties").

The Company's investment practice may include investing cash balances in term deposits and bankers' acceptances. Any investment in short-term investments would be high quality instruments of financial institutions, providing the Company with very low levels of liquidity risk on its invested financial instruments.

Long Term Debt

The Company has secured a loan of up to US$500,000 from Max Minds Investments (Private) Limited, a Hong Kong based investment company. Under the terms of the loan, the Company will receive funds pursuant to a funding schedule with extends up to March 31, 2017. The loan will accrue interest from the date of the advances, at the LIBOR rate for overnight deposits. Interest is payable at the time and to the extent that royalty payments are received under the tribute agreement, but otherwise not payable until maturity which is which is five years from the date of the advances.

As of September 30, 2016, the Company had received US$250,000 of funds designated under the agreement.

The proceeds of the loan are broadly designated for general working capital of the Company. The funds are not intended to be used in the development of the Sabi Star properties pursuant to the tribute agreement.

Share Capital

The share capital of the company consists of an unlimited number of common shares. As of September 30, 2016, and the date hereof, there were 48,979,100 common shares issued and outstanding. No shares were issued in the three and nine months ended September 30, 2016.

As of September 30, 2016, there were no options pursuant to the Employee Stock Option Plan or warrants issued or outstanding.

Capital Commitments

The Company does not have any material commitments for capital assets as of September 30, 2016, or as of the date of this MD&A.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements as of the date of this MD&A.

Related Party Transactions

Related parties include the Board of Directors and officers of the Company and its subsidiaries including close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. Following is a summary of the related party transactions for the three and nine months ended September 30, 2016 and the corresponding amount in the prior year's quarter:

a) During the three and nine months ended September 30, 2016 the Company recorded Rental Income of $2,936 and $8,925, respectively (2015 – $2,945 and $8,505) related to the rental of a vehicle to a company where the director of the Company's subsidiary was an officer.
b) During the three and nine months ended September 30, 2016 the Company incurred costs of $2,936 and $8,925, respectively (2015 – $2,945 and $8,505) for office rent paid to a company where a Mezzotin ZIM Director was an officer. The rental costs are included in General and Administrative expenses.
c) During the three and nine months ended September 30, 2016 the Company incurred costs of $10,500 and $31,500 (2015 - $10,500 and $28,500) for executive and management services to a company controlled by an officer of the Company. The amounts are included in Consulting Fees.

Current/Proposed Transactions

On December 30, 2015, the Company announced that it had entered into a royalty arrangement and loan transaction with Hong Kong-based Max Mind Investments Limited ("Max Mind"), an arm's length private investment company.

Under a tribute agreement between Mezzotin Investments (Private) Limited ("MIPL"), a wholly-owned Zimbabwean subsidiary of the Company, Max Mind Investments (Zimbabwe) (Private) Limited ("Max Mind Zimbabwe"), a Zimbabwean subsidiary of Max Mind, and Max Mind, MIPL has agreed to permit Max Mind Zimbabwe to mine its Sabi Star project, covering approximately 2,348 hectares located on the Odzi Gold Belt in Eastern Zimbabwe, for tantalum and other minerals. MIPL will receive a royalty equal to 20% of the pre-tax net profit realized by Max Mind Zimbabwe from mining operations on the Sabi Star project. The agreement has an initial term of five years and may be renewed by Max Mind Zimbabwe for a further five-year term if then in compliance with the terms of the tribute agreement.

In conjunction with the tribute arrangement, Max Mind has agreed to lend Mezzotin US$500,000, of which US$250,000 has been advanced as of September 30, 2016, and two further advances of US$125,000 each on the nine and 15 month anniversaries of the date of the loan agreement. Interest will accrue on the loan amounts at the LIBOR rate for overnight deposits and is payable at the time and to the extent that royalty payments are received under the tribute arrangement, but otherwise not payable until maturity. The loan will mature and be repayable with accrued interest on the five-year anniversary of the advances. Mezzotin shall have the right to extend the maturity date for a further 2 years if mining operations have not yet commenced or have ceased under the tribute arrangement.

In August, 2016 the Company, after providing assurances with respect to certain ongoing disclosure requirements, received approval from the TSX with respect to the transaction.

Contingencies

The Zimbabwe Investment Authority ("ZIA"), through what management of the Company believes to be an unauthorized and administrative error, has served notice that it has cancelled Mezzotin ZIM's investment license. As a result of this action, the Company has been assessed for credits previously granted in the amount of $42,630. This amount has been recorded as a liability for reporting purposes. On September 5, 2016, the Zimbabwe Investment Authority issued a new license to Mezzotin ZIM. There remains uncertainty however with respect to the reinstatement of the tax credit that was rescinded. Consequently, the Company continues to record the liability until a final determination is made.

Financial Instruments

Fair Value of Financial Instruments

The Company has designated its cash as held for trading, which is measured at fair value. Fair value of marketable securities is determined based on transaction value and is categorized as Level 1 measurement. HST recoverable and other receivables are classified for accounting purposes as loans and receivables, which are measured at amortized cost which approximates fair value. Accounts payable and accrued liabilities and property options payable are classified for accounting purposes as other financial liabilities, which are measured at amortized cost which also approximates fair value. Fair value of accounts payable and accrued liabilities and property options payable are determined from transaction values which were derived from observable market inputs. Fair values of accounts payable and accrued liabilities and property options payable are based on Level 2 measurements.

A summary of the Company's risk exposures as it relates to financial instruments are reflected below:

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 is exposed to interest rate fluctuations on its Loan Payable, where interest is expressed in relation to the prevailing LIBOR rate.

Foreign Exchange Risk

The Company has exposure to foreign risk primarily with respect to the US Dollar. The Company's active subsidiary is located in Zimbabwe which in late 2015 announced the adoption of the Chinese Renminbi as its official currency. Because of restrictions in trade with respect to the Renminbi, commerce, and in particular international commerce is transacted in US Dollars. The Company's tribute agreement is expressed in US Dollars and royalties from the operation are designated to pay down the interest on the Company's US Dollar debt. The Company does not hedge its foreign exchange risks.

Liquidity Risk

The Company manages liquidity risk by ensuring that all near cash and short term investments are in secure, high quality instruments with short term maturity dates to ensure that it will be able to meet liabilities when due.

New Accounting Pronouncements

The International Accounting Standards Board has issued new and amended standards and interpretations with various implementation and effective dates. The following is a brief summary of the new standards:

New accounting standards adopted in year:

IAS 32, Financial Instruments: Presentation

The IASB published amendments to IAS 32 to provide clarifications on the requirements for offsetting financial assets and financial liabilities on the statement of financial position. The amendments are effective for annual periods beginning on or after January 1, 2014. The adoption of the amendments did not have a significant impact on the Company's consolidated financial statements.

IAS 36, Impairment of Assets

On May 29, 2013, the IASB made amendments to the disclosure requirements of IAS 36 requiring disclosure, in certain instances, of the recoverable amount of an asset or cash generating unit, and the basis for the determination of fair value less costs of disposal, when an impairment loss is recognized or when an impairment loss is subsequently reversed. The amendments to IAS 36 are effective for annual periods beginning on or after January 1, 2014 and were applied prospectively.

Annual Improvements 2010-2012 Cycle

In the 2010-2012 annual improvements cycle, the IASB issued amendments to four standards, including IFRS 8 - Operating segments and IAS 24 - Related party transactions. The amendments to IAS 24 (i) revise the definition of "related party" to include an entity that provides key management personnel services to the reporting entity or its parent, and (ii) clarify related disclosure requirements. The amendments to IFRS 8 require (i) disclosure of judgements made by management in aggregating segments, and (ii) a reconciliation of segment assets to the entity's assets when segment assets are reported. The amendments are effective for years beginning on or after July 1, 2014. These amendments did not have an impact on the Company's financial statements.

Pronouncements for future adoption:

IFRS 9, Financial Instruments

In July 2014, the IASB issued the final version of IFRS 9, setting out the requirements for recognizing and measuring financial assets, financial liabilities and some contracts to buy and sell non-financial items. IFRS 9 replaces IAS 39 - Financial Instruments: Recognition and Measurement. The new standard establishes a single classification and measurement approach for financial assets that reflects the business model in which they are managed and their cash flow characteristics. It also provides guidance on an entity's own credit risk relating to financial liabilities and has modified the hedge accounting model to better link the economics of risk management with its accounting treatment. Additional disclosures will also be required under the new standard. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company is currently evaluating the impact of IFRS 9 on the Company's consolidated financial statements.

IAS 16, Property, Plant and Equipment, and

IAS 38, Intangible Assets

In May 2014, the IASB amended IAS 16 and IAS 38 to clarify that a revenue-based approach to calculate depreciation and amortization generally is not appropriate as it does not reflect the consumption of the economic benefits embodied in the related asset. These amendments must be applied prospectively for annual periods beginning on or after January 1, 2016. The Company is currently evaluating the impact of amendments to IAS 16 and IAS 38 on the Company's consolidated financial statements.

IFRS 11, Joint Arrangements

In May 2014, the IASB amended IFRS 11 to provide guidance on the accounting for acquisitions of interests in joint operations in which the activity constitutes a business, as defined in IFRS 3 - Business Combinations. The amended standard requires the acquirer to apply all of the principles on accounting for business combinations in IFRS 3 and other IFRSs except for any principles that conflict with IFRS 11. These amendments must be applied prospectively for those acquisitions occurring in annual periods beginning on or after January 1, 2016. The amendments to IFRS 11 are not expected to have a significant impact on the Company's consolidated financial statements.

IFRS 15, Revenue from Contracts with Customers

In May 2014, the IASB issued IFRS 15 to establish principles to record revenues from contracts for the sale of goods or services, unless the contracts are in the scope of IAS 17 - Leases or other IFRSs. Under IFRS 15, revenue is recognized at an amount that reflects the expected consideration receivable in exchange for transferring goods or services to a customer, applying a five step methodology. The new standard also provides guidance relating to contract costs and for the measurement and recognition of gains and losses on the sale of certain nonfinancial assets such as property and equipment. Additional disclosures will also be required under the new standard. IFRS 15 must be adopted for annual periods beginning on or after January 1, 2018 using either a full retrospective approach for all periods presented in the period of adoption or a modified retrospective approach. The Company is currently evaluating the impact of IFRS 9 on the Company's consolidated financial statements.

IFRS 16, Leases

On January 13, 2016, the IASB issues IFRS 16, Leases ("IFRS 16"), according to which, all leases will be on the balance sheet of lessees, except those that meet the limited exception criteria. The standard is effective for annual periods beginning on or after January 1, 2019. The Company is currently assessing the impact of IFRS 16 on its financial statements

Annual Improvements 2012-2014 Cycle

In September 2014, the IASB issued Annual Improvements to IFRSs 2012-2014 Cycle (Amends IFRS 5, IFRS 7, IAS 19, and IAS 34). The improvement is effective for periods beginning on or after January 1, 2016. Early application is permitted. If an entity applies an amendment for an earlier period, it shall disclose that fact.

Risks and Uncertainties

An investment in the Company's shares should be considered highly speculative. An investor should carefully consider each of, and the cumulative effect of, the following risks and uncertainties.

Development Venture

The Company has agreed to permit a third party to mine its Sabi Star properties for a royalty of 20% of the pre-tax cash flows from the business. The Company has also borrowed operating working capital from a company related to its development partner whereby the interest and principal of the loan are to be repaid from the royalty payments. There is no certainty that the development of the property and the royalty payments will be either sufficient or timely with respect to the terms of the debt agreement.

Financing Requirements

While the Company has an agreement to allow a third party to mine its properties, beyond the terms of the agreement, the exploration and development of the Company's properties, including continuing exploration and development of the Sabi Star Property, may require substantial additional financing. Failure to obtain sufficient financing will result in a delay or indefinite postponement of exploration and or even a loss of a property interest. When such additional capital is required, the Company may pursue sources of such capital through various financing transactions or arrangements, including joint venturing of projects, debt financing, equity financing or other means. Additional financing may not be available when needed or if available, the terms of such financing might not be favourable to the Company and might involve substantial dilution to existing shareholders. The Company may not be successful in locating suitable financing transactions in the time period required or at all, may not obtain the capital required by other means and failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition and results of operations.

Historically Disadvantaged Aboriginal People

Zimbabwe has enacted legislation to assist people of aboriginal descent to overcome perceived historic economic disadvantages. The Indigenisation Act became law in Zimbabwe on April 17, 2008. The Indigenisation Act provides for all companies operating in Zimbabwe to arrange for 51% of their shares or interest therein to be owned by indigenous Zimbabweans, however, recent statements by the Zimbabwe government have indicated that companies will be required to relinquish a lower percentage.

On January 29, 2010, the Zimbabwe Government published regulations with respect to the Indigenisation Act that include the requirement for companies operating in Zimbabwe to provide specified information to the Minister of Youth Development, Indigenisation and Empowerment (the "Minister"), including an indigenisation implementation plan, by April 15, 2010. That information, together with responses from all sectors of the Zimbabwe economy, will be used as a basis for determining what amount less than 51% shall apply to any sector and subsector and the maximum period for achieving indigenization. The regulations require the Minister to complete the determinations by February 28, 2011. Mezzotin has filed the necessary documentation with the Minister. There is great uncertainty as to whether the legislation will be enforced in the current form and what impact it will have on companies like Mezzotin and/or the Company.

There is no guarantee that the legislation will be amended, requiring a dilution of the Company's interest in the Sabi Star Property in favour of previously disadvantaged persons. Were such a dilution required, there is no guarantee that the Company would be fully compensated for the interest given up.

Dilution Risk

In order to finance future operations and development efforts, the Company may raise funds through the issue of Company Shares or securities convertible into Company Shares. The constating documents of the Company will allow it to issue, among other things, an unlimited number of Company shares for such consideration and on such terms and conditions as may be established by the directors of the Company, in many cases, without the approval of shareholders. The size of future issues of Company shares or securities convertible into Company shares or the effect, if any, that future issues and sales of the Company shares will have on the price of the Company shares cannot be predicted at this time. Any transaction involving the issue of previously authorized but unissued Company shares or securities convertible into Company Shares would result in dilution, possibly substantial, to present and prospective shareholders of the Company.

Local Legal, Political and Economic Factors

The Company's operations are conducted in Zimbabwe and, as such, will be exposed to various levels of political, economic and other risks and uncertainties. These risks and uncertainties include, but are not limited to: terrorism; hostage taking; military repression; extreme fluctuations in currency exchange rates; labour unrest; the risks of war or civil unrest; expropriation and nationalization; renegotiation or nullification of existing concessions, licences, permits and contracts; illegal mining; changes in taxation policies; restrictions on foreign exchange and repatriation; and changing political conditions, currency controls and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. Zimbabwe has a history of political and economic instability. This instability could result in new governments or the adoption of new policies, laws or regulations that might assume a substantially more hostile attitude toward foreign investment, including the imposition of additional taxes. In an extreme case, such a change could result in the termination of contract rights and expropriation of foreign-owned assets.

Title to Properties

The Company holds its interest in the Sabi Star Property through Mezzotin Investments Pvt. ("Mezzotin"), which is an indirect wholly-owned subsidiary. The Company believes that Mezzotin presently holds all necessary licenses and permits required to carry on with activities which it is currently conducting under applicable laws and regulations and that Mezzotin is presently complying in all material respects with the terms of such licenses and permits. All of Mezzotin's claims are under the jurisdiction of the Government Assistant Mining Commissioner in Mutare, Zimbabwe and the Company believes that all of such claims have been pegged in accordance with the provisions of the Zimbabwe Mines and Minerals Act. Title reviews have been performed with respect to the Sabi Star Property. Although title reviews are often done according to industry standards prior to the purchase of a mining property, such reviews do not guarantee or certify that an unforeseen defect in the chain of title will not arise to defeat the claim of the Company which could result in the loss of a property interest.

The mining claims may be terminated in the event the Company fails to pay annual inspection fees or fails to conduct a development work program on the mining claims annually. Under the laws of Zimbabwe, mineral resources belong to the state and governmental concessions and prospecting licenses are required to explore for, exploit, and extract mineral reserves.

Nature of Exploration and Development

The business of exploring for minerals involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Major expenses may be required to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation.

Furthermore, resources and reserves are estimates based upon drilling results, past experience with mining properties, experience of the person making the resource/reserve estimates and many other factors. Resource/reserve estimation is an interpretative process based upon available data. The actual quality and characteristics of mineral deposits and metallurgical recovery rates cannot be known until mining takes place, and will almost certainly differ from the assumptions used to develop reserves. Further, reserves are valued based on current costs and current prices and consequently may be reduced with declines in, or sustained low, metal prices.

Insurance and Uninsured Risks

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, catastrophic equipment failures, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

Although Company will maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with a mining company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability.

Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards that may not be insured against or that Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Environmental Risks and Hazards

All phases of the Company's operations are subject to environmental regulation in Zimbabwe. Environmental legislation is evolving in a manner that will require 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 officers, directors and employees. There is no assurance that existing or future environmental regulation will not materially adversely affect the Company's business, financial condition and results of operations.

Exchange Controls

Foreign operations may require funding if their cash requirements exceed operating cash flow. To the extent that funding is required, there may be exchange controls limiting such funding or adverse tax consequences associated with such funding. In addition, taxes and exchange controls may affect the dividends received from foreign subsidiaries. Exchange controls may prevent transferring funds abroad.

Commodity Price Volatility

Any future profitability of the Company's operations will be dependent upon the market price of mineral commodities. Mineral prices, including the price of tantalum, fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, the world supply of mineral commodities and the stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of mineral commodities, including the price of tantalum, has fluctuated widely in recent years, and future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on the Company's business, financial condition and results of operations. In addition to adversely affecting the Company's reserve or resource estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Foreign Subsidiaries

The Company is a holding company that conducts operations through foreign subsidiaries and substantially all of its assets are held in such entities. Accordingly, any limitation on the transfer of cash or other assets between the parent Company and such entities, or among such entities, could restrict the Company's ability to fund its operations efficiently. Any such limitations, or the perception that such limitations may exist now or in the future, could have an adverse impact on the Company's valuation and stock price.

Governmental Regulation of the Mining Industry

All minerals and fossil fuels are vested in the State of Zimbabwe and may be acquired by companies and individuals through the pegging of claims or applications for Special Grants, Exclusive Prospecting Orders ("EPO") and Mining Leases. All of these are covered by the Mines and Minerals Act and the Mining Regulations. The Mines and Minerals Act was promulgated in 1961 and amendments require approval by Parliament. The Mining Regulations may be amended by the Minister of Mines. The Mines and Minerals Act is currently under review, with the Chamber of Mines having set up a committee to propose amendments Although the Company believes that the current activities at the Sabi Star Property are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner that could limit or curtail production or development of the Company's properties.

Additional disclosure for Venture Issuers without Significant Revenue

The requisite disclosure for Venture issuers without significant revenue has been addressed in the Discussion of Operations section.

Outstanding Shares

The following table outlines the equity securities of the Company and all other securities of the Company which are convertible into, exercisable or exchangeable for voting or equity securities as of the date of this MD&A:

	Number
Common shares outstanding	48,979,100
Issuable under warrants and options	nil
Total diluted common shares	48,979,100

Additional Information

Additional information including all material agreements relating to the Company, including the Company's 43-101 Technical Report can be found on SEDAR at www.sedar.com.