

# **STOCKPORT EXPLORATION INC.**

## **Management Discussion and Analysis**

### **Quarterly Report – January 31, 2017**

*This Management Discussion and Analysis (“MD&A”) of Stockport Exploration Inc. (the “Company” or “Stockport”) provides analysis of the Company’s financial results for the three-month period ended January 31, 2017. The following information should be read in conjunction with the audited consolidated financial statements and the notes to the audited consolidated financial statements for the year-ended October 31, 2016, which are prepared in accordance with International Financial Reporting Standards (“IFRS”). All amounts are expressed in Canadian dollars unless otherwise noted.*

*This discussion includes certain statements that may be deemed “forward-looking statements”. All statements in this discussion, other than statements of historical facts, that address anticipated operating costs, possible future resource property expenditures, reserve potential, exploration drilling, exploitation activities and events or developments that the Company expects are considered forward-looking because we have used what we know and expect today to make a statement about the future. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, and actual results or developments may differ materially from those in the forward-looking statements. Forward-looking statements usually include words such as may, expect, plan, anticipate, budget, believe or other similar words. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continued availability of capital and financing and general economic, market or business conditions. The Company does not update or revise forward-looking information even if new information becomes available unless legislation requires us to do so. Investors should not place undue reliance on forward-looking statements. Additional details of the specific risks associated with the operations of the Company and such forward-looking statements are set out below under “Risks and Uncertainties”. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.*

#### **1.1 Date of Report**

This report is prepared as of March 23, 2017.

#### **1.2 Nature of Business and Overall Performance**

Stockport is a junior exploration company listed on the TSX Venture Exchange (“TSX-V”). Since 2011, Stockport has been focused on its Kenyan Concessions following the completion of an agreement with East African Pure Gold Limited (“EAPG”) and B&M Mining Company Limited (“B&M”) to earn an interest in three mineral exploration licenses in Kenya. During this time, Stockport has expanded its Kenyan property portfolio to cover an area of approximately 2,000 square kilometres (“km<sup>2</sup>”), under license or application, located within the Lake Victoria greenstone belt of southwestern Kenya (the “Nyanza Project”). Stockport has focused its exploration activities on the Special License (“SPL”) 214 and SPL 258 concessions.

As of the date of this report and in addition to the Kenyan concessions, the Company also owns or controls an interest in the KM61 and Seymour Lake properties in Canada and has not yet determined whether these properties contain ore reserves that are economically recoverable. The KM61 molybdenum-copper-silver project is the most advanced project and is considered to be an important long-term asset to the Company. KM61 is host to an indicated molybdenum resource of 66.6 million tonnes at 0.053% Mo, 0.09% Cu, and 2.6 g/t Ag (0.063% molybdenum equivalent) and an inferred resource of 38.9 million tonnes at 0.054% Mo, 0.09% Cu, and 2.7 g/t Ag (0.065% molybdenum equivalent) (National Instrument 43-101 (“NI 43-101”) compliant), and contains lithium targets.

During the three-month period ended January 31, 2017, the Company had a net gain before income taxes of \$0.1 million, a difference of \$0.2 million over the net loss of \$0.1 million during the three-month period ended January 31, 2016. The increase in the gain was primarily the result of a gain on sale of the Company’s marketable securities during the current quarter of \$0.3 million, offset by a change in the fair value of the Company’s convertible debenture liability of approximately \$50,000.

During the year-ended October 31, 2015, the Company received proceeds from an operating line of credit of \$250,000 by a company owned by certain directors of Stockport. Interest on the operating line of credit is payable monthly at prime plus 1%. As at October 31, 2016, the balance of the outstanding line of credit was \$211,468. The balance of the line of credit, including all accrued interest, was paid in full during the current quarter.

During the year-ended October 31, 2016, the Company continued work on its two-phased Nyanza pilot project in Kenya. The intent of the program was to test surface mineralization and contribute to the exploration knowledge of the Company's SPL 214 Kenyan concession. During the second quarter of the year-ended October 31, 2016, the Company suspended the operation of the Nyanza project. As a result, the Company wrote-down the accumulated costs associated with the pilot project of \$1.8 million. Subsequent to the write-down of the project, the Company received a deposit for the sale of the project's plant equipment to an unrelated third party for \$32,665 (US \$25,000), although the sale of the equipment was not completed. The Company also recorded a corresponding change in the estimated fair value of its convertible debentures in the amount of \$1.6 million to reflect the estimated fair value of the liability as at the year-ended October 31, 2016. During the three-month period ended January 31, 2017, the operations of the Nyanza project remained suspended.

On January 5, 2016, the Company entered a cash and share option agreement with Ardiden Limited ("Ardiden") of Australia to acquire 100% of the Company's Seymour Lake concessions for gross proceeds of \$1.0 million. \$75,000 in cash was received upon signing of the agreement, and a further \$75,000 in cash and \$250,000 of Ardiden shares were received at the end of the due diligence period completed within 150 days following the agreement execution date (see section 1.16). Following the due diligence period, the Company will be paid a further \$350,000 in quarterly installments of \$25,000 per quarter. The first of the \$25,000 installments was received during the year-ended October 31, 2016 and the second was received during the three-month period ended January 31, 2017. The third installment was received subsequent to the end of the period. Amounts received were recorded as a recovery of resource property expenditures.

On June 22, 2016, the Company entered into a cash and share option agreement with Sovereign Gold Company Limited ("Sovereign") of Australia to acquire 100% of the Company's KM61 concession claims for gross proceeds of \$1.4 million. The option excludes the mineralized area known as the KM61 Project. The Company received \$100,000 upon signing of the agreement and a further \$75,000 after 75 days, which were recorded as a recovery of resource property expenditures. During the quarter-ended October 31, 2016, Sovereign notified the Company that it would not continue with the option agreement and Stockport retained 100% of the Crescent Lake rights (see section 1.16).

### 1.3 Selected Annual Information

The presentation and functional currency of the Company is the Canadian dollar. The information below is expressed in thousands of Canadian dollars, except per share amounts, and prepared in accordance with IFRS:

<b>Fiscal Year</b>	<b>2016</b> \$	<b>2015</b> \$	<b>2014</b> \$
Net loss	3,640	840	2,022
Basic & diluted net loss per share	0.041	0.010	0.025
Total assets	4,851	9,428	8,986
Total liabilities	2,174	3,448	2,626
Cash dividends per common share	-	-	-

The Company expects to record losses until such time as an economic resource is identified, developed and exploited on one or more of the Company's properties. The Company's net losses in the future may be significantly impacted by any impairment write-downs or abandonments of any resource properties. The Company has not paid dividends in the past three years of operation. During the year-ended October 31, 2016, the Company wrote down its KM61 resource property to \$1,100,000, which was the net present value of the future cash flows associated with the Sovereign cash and share option agreement to acquire the property (see section 1.16), using a discount rate of 20%. Also during the year-ended October 31, 2016, the Company wrote down the accumulated costs associated with its pilot project in Kenya of \$1,779,288. The write-downs were offset by a change in the fair value of the Company's convertible debenture liability of \$1,609,676. During the year-ended October 31, 2015, the Company wrote down its Seymour Lake resource property to \$775,000, which was the net present value of the future cash flows associated with the Ardiden cash and share option agreement to acquire the property (see section 1.16), using a discount rate of 20%. During the year-ended October 31, 2014, the Company concluded that

indicators of impairment existed on its Mexico resource properties, including no recent exploration work and no significant exploration work planned in Mexico for the future. As a result, a write-down of \$0.9 million to the Mexico resource properties was recorded for the year-ended October 31, 2014.

The Company continues to hold a 100% interest in the KM61 property, located in northwestern Ontario, contiguous with the Seymour Lake project. Certain claims on the KM61 property, including the mineralized zone, are subject to a 0.5% net smelter royalty (“NSR”). Of the remaining claims on the KM61 property, certain portions are subject to a 3% NSR, and the balance of the claims are not subject to any royalties. The Company can repurchase 50% of the 0.5% NSR for \$250,000 and/or 50% of the 3% NSR for \$1 million.

#### **1.4 Results of Operations**

The Company has continued the suspension of the operation of its pilot project at the Nyanza property in Kenya. As a result, certain operational costs of the Company’s presence in Kenya have been expensed to the statement of comprehensive loss rather than capitalized to resource properties.

##### **Three-month period ended January 31, 2017**

During the three-month period ended January 31, 2017, the Company had a net gain of \$106,326. The gain resulted primarily from the sale of marketable securities by the Company during the quarter of \$258,151. This income was offset by a change in the fair value of the Company’s convertible debenture liability of \$50,282. The Company’s operating expenses during the period were \$99,884, which represents a decrease of approximately \$31,000 from the prior year. The decrease related to a decrease of approximately \$17,000 in management service fees and \$42,000 in management salaries and fees. Management service fees decreased due to a revised agreement with Numus Financial Inc. (“Numus”) for the provision of management services, also including general and administration charges such as utilities, accounting services and consulting services during the year (see section 1.11). Management salaries and fees decreased due to salary changes. These reductions were offset by an increase of \$34,000 in professional service fees, primarily associated with the suspension of activity in Kenya, the fees associated with the Company’s Technical Consultant during the quarter, and certain legal fees associated with a lawsuit filed against the Company by Amida Capital Partners (“Amida”), a private company. Amida was seeking a finder’s fee on Stockport’s share and option agreement with Sovereign. This lawsuit was dismissed and settled, with full release to Stockport, for settlement funds payable to Amida of \$2,500.

During the current quarter, the Company recognized an accretion expense of \$7,500 related to the convertible note financing completed on February 25, 2015 (see section 1.15). Interest expense increased approximately \$10,000 from the prior year. Until the write-down of the pilot project, interest on the Company’s convertible notes had been capitalized to the pilot project. During the current period, interest of \$1,364 related to the Company’s operating line of credit, which was paid off in full during the quarter, and interest of \$11,154 related to the convertible notes. Interest income of \$3,800 was recorded during the quarter, representing the difference between the option payments received from Ardiden during the period and the net present value of the payments previously determined at the time of the option agreement. For the three-month period ended January 31, 2017, the Company also incurred non-cash amortization expense of \$139. Amortization expense of \$256 was capitalized in the current quarter, as it related to capital assets used in exploration activities in Kenya as the Company continues to evaluate its properties.

The Company incurred a currency exchange gain of \$14,559 relating to its foreign currency transactions, compared to a foreign exchange loss of \$4,556 during the same period of the prior year. The currency exchange gain during the current year is due to fluctuations of the Company’s foreign currencies relative to the value of the Canadian dollar.

## 1.5 Summary of Quarterly Results

Expressed in thousands of Canadian dollars, except per share amounts:

	Fiscal 2017	Fiscal 2016				Fiscal 2015		
	Q1 Jan-17	Q4 Oct-16	Q3 Jul-16	Q2 Apr-16	Q1 Jan-16	Q4 Oct-15	Q3 Jul-15	Q2 Apr-15
Net income (loss)	\$ 106	\$ (294)	\$ (2,900)	\$ (301)	\$ (145)	\$ (415)	\$ (150)	\$ (163)
Basic & diluted net income (loss) per share	\$ 0.001	\$ (0.003)	\$ (0.029)	\$ (0.003)	\$ (0.002)	\$ (0.005)	\$ (0.002)	\$ (0.002)
Total assets	\$ 4,675	\$ 4,851	\$ 5,262	\$ 7,863	\$ 9,514	\$ 9,428	\$ 9,530	\$ 9,205
Total liabilities	\$ 2,050	\$ 2,174	\$ 2,320	\$ 2,316	\$ 3,672	\$ 3,448	\$ 3,322	\$ 2,961

## 1.6 Liquidity, Capital Resources and Going Concern

As of January 31, 2017, the Company had negative working capital of \$1.2 million, similar to the negative working capital of \$1.2 million at October 31, 2016. During the three-month period ended January 31, 2017, the Company used cash of approximately \$55,000 to fund operating activities and repaid its operating line of credit for cash of approximately \$211,000. Cash of approximately \$33,000 was spent on the Company's resource property expenditures, primarily on the Company's Kenyan exploration concessions, which was offset by cash of \$25,000 received pursuant to the Company's cash and share option agreement with Ardiden (see section 1.16). The Company also received proceeds of approximately \$417,000 on the sale of marketable securities during the quarter.

The Company's objective is to maintain legal title to its key mineral properties and to advance exploration activities and/or acquire new mineral projects of strategic significance. Failure to continue to operate as a going concern could result in the loss of its interest in its resource properties and/or the indefinite suspension of its exploration activities. The Company's financial statements and management's discussion and analysis do not reflect the adjustments to the carrying values of assets that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

In light of the Company's continued financial constraints, management maintains a number of cost management strategies to minimize the Company's day-to-day cash operating costs. The Company believes that the Kenyan concessions continue to be an asset of strategic significance. Although the Company has suspended its pilot project, it plans to continue to evaluate its exploration programs but acknowledges that a land package of this significance will require additional funding to explore. The Company's priority is to advance these exploration activities and/or acquire new mineral projects while maintaining legal title to its key mineral properties. Management is evaluating alternatives to secure additional financing so that the Company can continue to operate as a going concern. Nevertheless, there is no assurance that these initiatives will be successful or sufficient.

## 1.7 Proposed Changes to Mining Legislation in Kenya

The Kenyan Government has passed new mining legislation. Significant changes include the following:

- a new royalty structure;
- an increase in the annual license fee, ground rents and fees for mining licenses; and
- changes to the current size and rights of license categories.

The Company is reviewing the changes to the mining legislation to determine the impact on its Kenyan operations. Stockport does not anticipate that the proposed legislation will have a significant impact on its exploration activities, with the exception of the increase in various royalties and fees. The Company's primary concessions (SPL 214 and SPL 258) were renewed for a two-year period in 2016. The Company is in the process of finalizing renewal of these concessions for the current two-year term.

## 1.8 Off-Balance Sheet Arrangements

At January 31, 2017, the Company had no off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

## **1.9 Disclosure Controls and Procedures and Internal Controls Over Financial Reporting**

### ***Disclosure Controls and Procedures***

Disclosure controls and procedures have been designed by the Company to ensure that financial information disclosed by the Company in the MD&A and in the audited consolidated financial statements of the Company is properly recorded, processed, summarized and reported to its officers and the Board of Directors. The Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) believe such controls and procedures as at January 31, 2017 are effective in providing reasonable assurance that material items requiring disclosure are identified and reported in a timely manner.

### ***Internal Control Over Financial Reporting***

The Company’s management, with the participation of its CEO and CFO, has designed, established and is maintaining a system of internal control over financial reporting. Under the supervision of the CFO as at January 31, 2017, the Company’s internal control over financial reporting is a process designed to provide reasonable assurance that the financial information prepared by the Company for external purposes is reliable and has been recorded, processed and reported in an accurate and timely manner and in accordance with IFRS. The Company’s controls include policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company’s assets that could have a material effect on the annual financial statements or interim financial statements.

There were no changes in the Company’s internal control over financial reporting during the year-ended October 31, 2016 that materially affected or are reasonably likely to materially affect the Company’s internal control over financial reporting.

The Company’s management, including the CEO and CFO, believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

## **1.10 Critical Accounting Estimates**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the amounts reported in the financial statements and notes. Critical accounting estimates used in the preparation of the consolidated financial statements include the Company’s estimate of recoverable value of its mineral properties and related deferred expenditures, the value of the Company’s convertible debentures liability, the value of share-based compensation, and the valuation of any deferred income tax assets and liabilities. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company’s control.

The Company’s recoverability of the recorded value of its mineral properties and associated deferred expenses is based on market conditions for minerals, underlying mineral resources associated with the properties and future costs that may be required for ultimate realization through mining operations or by sale. The Company is in an industry that is dependent on a number of factors, including environmental, legal and political risks, the existence of economically recoverable reserves, and

the ability of the Company to obtain necessary financing to complete the development and future profitable production or the proceeds of disposition thereof.

At the end of each reporting period, the Company assesses each of its mineral resource properties to determine whether any indication of impairment exists. Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is considered to be the higher of the fair value less costs to sell and value in use. The impairment analysis requires the use of estimates and assumptions, such as long-term commodity prices, discount rates, future capital requirements, exploration potential and operating performance. Fair value of mineral assets is generally determined as the present value of estimated future cash flows arising from the continued use of the asset, which includes estimates such as the cost of future expansion plans and eventual disposal, using assumptions that an independent market participant may take into account. Cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. If the Company does not have sufficient information about a particular mineral resource property to meaningfully estimate future cash flows, the fair value is estimated by management through the use of, where available, comparison to similar market assets and, where available, industry benchmarks. Actual results may differ materially from these estimates.

The Company's convertible debenture liability is valued at each reporting date. The valuation is complex, as there is no active trading market for the input items and is based on significant unobservable inputs. The valuation considers factors such as limited available market information, market trading prices, management's assumptions of expected cash flows related to the instruments, including reasonably possible alternative assumptions, maturity dates and expected return of capital on a discounted basis. Future cash flows includes a combination of various components, including the projection of the price of gold, recovery percentage, throughput rates, and operating costs.

The factors affecting share-based compensation include estimates of when stock options might be exercised and the stock price volatility. The timing for exercise of options is out of the Company's control and will depend upon a variety of factors, including the market value of the Company's shares and the financial objectives of the share-based instrument holders.

Deferred income tax assets and liabilities are computed based on differences between the carrying amounts of assets and liabilities on the balance sheet and their corresponding tax values. Deferred income tax assets also result from unused loss carry-forwards and other deductions. The valuation of deferred income tax assets is adjusted, if necessary, by use of a valuation allowance to reflect the estimated realizable amount.

### **1.11 Transactions with Related Parties**

During the year-ended October 31, 2015, the Company received proceeds from an operating line of credit of \$250,000 by a company owned by certain key management of Stockport. Interest on the operating line of credit was payable monthly at prime plus 1%. As at October 31, 2016, the Company had an outstanding line of credit amount of \$211,468 and accrued interest payable of \$1,307 on the line of credit balance outstanding. During the three-month period ended January 31, 2017, the Company paid off the line of credit in full, including all accrued interest.

During the three-month period ended January 31, 2017, the Company incurred management service fees of \$9,000 and rent of \$3,500 to a company owned by certain key management (year-ended October 31, 2016 – management service fees of \$69,000 and rent of \$18,000). The management service fees are incurred on a cost recovery basis and include general and administration charges such as utilities, accounting services and investor relations services of the Company.

On February 25, 2015, the Company completed a \$295,000 bridge loan financing by the issuance of unsecured convertible promissory notes. Certain directors of the Company contributed \$195,000 towards the financing. As at January 31, 2017, accrued interest on the Notes in the amount of \$52,923 was payable to related parties (October 31, 2016 - \$45,550).

As at January 31, 2017, total amounts payable to officers, directors and companies owned thereby were \$984,885 (October 31, 2016 - \$1,170,575), including an outstanding line of credit amount of \$nil (October 31, 2016 - \$211,468) and \$195,000 (October 31, 2016 - \$195,000) of the principal amounts received from related parties pursuant to the convertible note financing, which have a balance sheet carrying value of \$173,515 (October 31, 2016 – carrying value of \$168,560).

## **1.12 Risks and Uncertainties**

The Company's financial instruments consist of cash, marketable securities, sales taxes recoverable, and accounts payable. Management does not believe these financial instruments expose the Company to any significant credit risks, with the exception of the fact that a significant portion of the Company's cash is on deposit with a major Canadian chartered bank, and all of the sales taxes recoverable are with either the government of Kenya or Canada. A portion of the Company's transactions occur in United States, Kenyan and Mexican currencies. Accordingly, the related financial assets and liabilities are subject to fluctuations in the respective exchange rates. The Company has cash; accordingly, the Company's interest income is susceptible to fluctuations in interest rates. The convertible debentures were issued on October 31, 2013, and the convertible notes were issued on February 25, 2015. The payments required on the convertible debentures and the convertible notes are subject to a number of factors and fair value estimates. The fair market values of the Company's financial instruments, with the exception of the marketable securities, approximate their carrying values, unless otherwise noted.

The Company's activities are primarily directed towards the exploration for and the development of mineral deposits. The exploration for and the development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge cannot eliminate. While the discovery of a mineral deposit may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which are highly cyclical and unpredictable; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of metals, and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital or abandoning or delaying the development of a mineral project. There is no certainty that the expenditures made by the Company towards the search for and evaluation of mineral deposits will result in discoveries of commercial quantities of such metals.

In addition to the normal and usual risks of exploration and mining, the Company often works in remote locations that lack the benefit of infrastructure and easy access. The Company's non-Canadian interests are located in Kenya and Mexico, countries with social, political and economic policies that differ from Canada's. Although the Company believes the current conditions in these countries are stable and conducive to conducting business, there is no assurance that such conditions will continue to prevail. Government policies may change to discourage foreign investment or mining activities; nationalization or local equity requirements of mining industries may occur; and other unforeseen limitations, restrictions or requirements may be implemented. There can be no assurance that the Company's assets will not be subject to nationalization, expropriation, requisition or confiscation, whether legitimate or not, by any authority or body. There can also be no assurance that adverse developments such as terrorism, military repression, civil unrest, crime, extreme fluctuations in currency exchange rates, or high inflation will not occur.

The prices of metals fluctuate widely and are affected by many factors outside of the Company's control. The relative prices of metals and future expectations for such prices have a significant impact on the market sentiment for investment in mining and mineral exploration companies. The Company relies on equity financing for its long-term working capital requirements and to fund its exploration programs. The Company does not have sufficient funds to put any of its resource interests into production from its own financial resources. There is no assurance that such financing will be available to the Company, or that it will be available on acceptable terms.

## **1.13 Outstanding Share Data**

### **a) Common Shares**

The Company has authorized an unlimited number of common shares without par value.

- At January 31 and March 23, 2017, the Company had issued and outstanding 88,653,128 common shares with a recorded value of \$22,597,563.

b) Warrants

- At January 31 and March 23, 2017, the Company had 9,039,750 warrants outstanding valued at \$75,349. 2,843,750 warrants are exercisable at \$0.06 and expire on July 3, 2017. 5,000,000 warrants are exercisable at \$0.06 and expire on October 27, 2017. 1,196,000 warrants are exercisable at \$0.10 and expire on October 31, 2018.

c) Stock Options

- At January 31 and March 23, 2017, the Company had 5,675,000 stock options outstanding, exercisable into common shares of the company at a weighted-average exercise price of \$0.07, expiring between September 30, 2017 and July 11, 2021.

#### 1.14 Convertible Debenture Financing

On October 31, 2013, the Company completed a private placement convertible debenture financing consisting of 1,196 units at a price of \$1,001 per unit, for aggregate gross proceeds of \$1,197,196. The proceeds of the financing were used to fund expenditures, including a two-phased exploration and potential surface gold recovery program at the Company's Nyanza Project in Kenya:

- Phase I - sampling, metallurgy, permitting and plant equipment procurement; and
- Phase II – capital investment and plant operation for the surface gold recovery program. Until the Company advanced to Phase II, 75% of the gross proceeds, being \$897,897, were held in trust with a Kenyan law firm. At the Company's discretion, it was entitled to advance to Phase II with the completion of a successful Phase I.

During the third quarter of the year-ended October 31, 2014, the Company elected to proceed with Phase II. As a result, the convertible debenture holders are now entitled to receive:

- a repayment of the convertible debenture in the amount of 100% of the investment (\$1,000 per unit) based on 75% of free cash flow generated from the surface gold recovery project;
- a preferred share in Stockport Mining Kenya Limited ("SMK"). \$1 per unit has been allocated to the cost of the preferred share. The preferred share will pay a premium entitlement of 110% of the original investment (\$1,100 per unit) from 75% of free cash flow generated from the gold recovery project and is then redeemed by SMK; and
- if the amount of the debenture plus the 110% premium entitlement is not paid within the five year maturity date of October 31, 2018, then the amount of debt and premium entitlement, less any repayments to that date, will be converted into common shares of the Company at a conversion price of \$0.50 per share.

Under the terms of this financing, the Company also issued 1,000 warrants with each unit. The 1,196,000 warrants are exercisable at the commencement of Phase II at a price of \$0.10 per share and expire on October 31, 2018. An initial value of \$30,000 was assigned as the fair value of the warrants.

Details of amounts repayable related to the convertible debenture are as follows:

	January 31, 2017	October 31, 2016
	\$	\$
Phase I	299,299	299,299
Phase II	897,897	897,897
Total financing proceeds after Phase I and Phase II	1,197,196	1,197,196
Premium entitlement (110%)	1,316,916	1,316,916
Total amount to be repaid by October 31, 2018	2,514,112	2,514,112

Estimated fair value of amount to be repaid	175,987	125,705
Less: Current portion of convertible debentures	—	—
	<u>175,987</u>	<u>125,705</u>

As a result of the Company suspending the operation of its pilot project and its write-down, the Company recorded a corresponding change in the estimated fair value of its convertible debentures in the amount of \$1,609,676 during the year-ended October 31, 2016. As at January 31, 2017 and October 31, 2016, the Company has estimated the fair value of its convertible debenture liability based upon its full settlement obligation to issue 5,028,223 common shares at the maturity date of October 31, 2018. The Company estimated the fair value of its obligation to issue these shares based on the market trading price of \$0.035 per as at January 31, 2017 (\$0.025 per share as at October 31, 2016).

At the date of financing of October 31, 2013, the Company assessed the fair value of the liability at \$967,127. At that date, the Company was not obligated to fund a premium entitlement obligation. At October 31, 2014, the Company had an obligation for the premium entitlement, and the fair value of the convertible debenture liability was assessed as \$1,831,306. The proceeds and issue costs of the convertible debenture financing and subsequent fair value remeasurements were as follows:

	\$
<b>On issuance</b>	
Proceeds	1,197,196
Allocated to equity portion of convertible debentures	(75,000)
Warrants	<u>(30,000)</u>
	1,092,196
Less issue costs, including legal expenses, listing fees and finder's Fees (3% in cash and 4% in shares)	<u>(125,069)</u>
<b>Liability component of convertible debentures – October 31, 2013</b>	967,127
Change in fair value of convertible debenture liability - 2014	<u>864,179</u>
<b>Liability component of convertible debentures – October 31, 2014</b>	1,831,306
Change in fair value of convertible debenture liability - 2015	<u>(95,925)</u>
<b>Liability component of convertible debentures – October 31, 2015</b>	1,735,381
Change in fair value of convertible debenture liability - 2016	<u>(1,609,676)</u>
<b>Liability component of convertible debentures – October 31, 2016</b>	125,705
Change in fair value of convertible debenture liability - 2017	<u>50,282</u>
<b>Liability component of convertible debentures – January 31, 2017</b>	<u>175,987</u>

The equity portion of convertible debentures expired with the Company's decision to advance to Phase II. As a result, the equity portion of convertible debentures amount of \$75,000 was transferred to Contributed Surplus during the year-ended October 31, 2014.

### 1.15 Convertible Notes

On February 25, 2015, the Company completed a \$295,000 bridge loan financing from various directors and other private investors of the Company by the issuance of unsecured convertible promissory notes. The Notes were issued with an interest rate of 12% per annum, payable quarterly commencing August 25, 2015, and will be repayable by the Company on or before the maturity date of March 27, 2018. Effective October 20, 2015, certain terms of the Notes were amended to meet the requirements of the TSX-V, including an increase in the interest rate from 12% to 15% per annum.

The principal amount of the Notes is convertible into common shares of the Company at the election of the holder at the rate of \$0.05 of principal converted per share. If the Notes are not repaid within three days of the maturity date, they will be

automatically converted into common shares of the Company at the Conversion Price. If interest is not paid each quarter, any accrued interest can be converted, at the option of the holder, into shares at \$0.05 or the five-day volume weighted-average price (“VWAP”) preceding the date of conversion, whichever is higher. The holders of the Notes have not yet elected to convert any unpaid accrued interest to common shares of the Company.

The Company has assessed the respective value of the Notes and the conversion component. The Notes have been initially recorded at a value of \$205,000, and the equity component of the Notes has been valued at \$90,000. The initial recorded value of the Notes, in the amount of \$205,000, will be accreted to the face value of the Notes over the term of three years. During the period ending January 31, 2017 and the year-ended October 31, 2016, the change in the recorded value of the Notes was as follows:

Total value of the Notes, October 31, 2015	\$ 225,000
Accretion expense – for the year-ended October 31, 2016	<u>30,000</u>
Total value of the Notes, October 31, 2016	\$ 255,000
Accretion expense – for the period ended January 31, 2017	<u>7,500</u>
Total value of the Notes, January 31, 2017	<u>\$ 262,500</u>

In preparing the allocation of value between the Notes and the equity component of the Notes, the Company estimated an interest rate of 25% for a similar debt instrument with no conversion option. If the Company had used an interest rate of 20%, the recorded value of the equity component of the Notes would have been \$30,000 lower. If the Company had used an interest rate of 30%, the recorded value of the equity component of the Notes would have been \$40,000 higher.

#### **1.16 Deferred Resource Property Expenditures**

Peter Webster, P.Geo., of Mercator Geological Services Limited, is the qualified person responsible for the technical information included in this report.

During the period ended January 31, 2017, the Company incurred deferred exploration expenditures of \$17,031, primarily incurred on the Kenyan concessions as the Company continues to evaluate its exploration concessions in Kenya. A recovery of \$21,200 was recorded to the Company’s Seymour Lake project as a result of funds received from Arviden related to the cash and share option agreement on the property. Minimal costs of \$1,200 were incurred on the Company’s KM61 project, related to ongoing care and maintenance.

#### **Kenya**

The Company has an agreement with EAPG and B&M to earn an interest in three mineral exploration concessions located in Kenya (SPL 214, SPL 258 and SPL 231) (“Nyanza Project”). Under the terms of the agreement, the Company has:

- A first option to earn a 70% interest on completing exploration expenditures of US \$600,000 and making cash payments of US \$300,000 to EAPG and B&M which were due in August 2016. The Company is currently negotiating to extend the due date of the property payments. The required exploration expenditures have been incurred, cash payments of US \$28,000 have been made to date, and \$32,000 of expenditures have been settled on the payments owing.
- A second option to earn a further 10% interest, for a cumulative 80% interest, by exercising the first option and incurring cumulative exploration expenditures of US \$4.0 million.
- Within 90 days of completion of the second option, EAPG and B&M can deliver a one-time joint election to fund its 20% share of exploration costs, or EAPG and B&M can grant the Company a further option to acquire an additional 10% interest by funding additional exploration expenditures of US \$10.0 million. The Company will remain the operator on the concessions and is not obligated to incur additional exploration expenditures.
- Within 90 days of completion of a positive feasibility study and receipt of a production notice from the Company for each project, EAPG and B&M can deliver a one-time joint election to fund its 10% or 20% share

of the construction costs, or EAPG and B&M can grant the Company a further option to acquire an additional 5% interest by funding additional costs of US \$10.0 million. The Company is not obligated to advance a project, covered by a feasibility study, to production.

- The Company maintains a 100% right to any surface mineralization to a depth of one metre below saprolite.

### Nyanza Project

#### SPL 214

SPL 214 covers an area of approximately 15 km<sup>2</sup> in the Rongo area, Migori District, Kenya. SPL 214 is subject to a 2% NSR, which was granted to African Queen and African Queen's partner, Abba Mining Company Limited, as part of an agreement announced by the Company on November 28, 2011. The agreement related to confirmation of B&M's interest to certain mineral claims within the Nyanza Project and included the acquisition of certain project-related data by the Company. The Company has reimbursed African Queen US \$500,000, including US \$200,000 paid in December 2011 through the issuance of 949,658 common shares of the Company. The final cash payment of US \$150,000 was made during the first quarter of fiscal 2013.

Stockport's initial exploration program on the Nyanza Project began in 2011 and continues to date. The initial program included soil sampling, geophysics and an initial drill program of 3,000 metres ("m") of diamond drilling, including approximately 1,200 m of drilling completed in nine drill holes during Q1 2012. The results of the drilling on SPL 214 intersected a vein system over a strike length of approximately 140 m, and initially indicate what is interpreted as a stacked quartz vein system over a total width of approximately 50 m.

Early in 2012, the Company completed approximately 30 line kilometres ("km") of induced polarization ("IP") geophysical surveying and collected 88 quartz pebble samples over the SPL 214 area. The IP survey was successful in delineating four discrete resistivity high anomalies in the central and western part of the grid, and partly detecting several anomalous areas on the east side of the grid. These resistivity highs are thought to be caused by intense quartz veining or silicification associated with gold mineralizing systems. The IP survey also detected a strong chargeability high located approximately 50 m west of the drilling completed at SPL 214, suggesting that the intercepted veins may actually occur on the flank of the mineralizing system and that the core is located further west. The preliminary interpretation of gradient IP data for SPL 214 shows a series of northwest-trending lineations that correlate with several previously-mapped vein trends. Previously-reported anomalous rock samples and artisanal workings also show a direct correlation with these vein trends and IP lineations.

Geologists have completed a systematic sampling program of artisanal workings and exposed quartz veins within SPL 214. These include both bedrock and grab samples at numerous shaft locations. Of the 35 samples collected, 15 samples returned gold values that ranged from 1.37 grams per tonne ("g/t") to 31.97 g/t. These significant quartz vein sample results show a direct correlation between the dominant northwest-trending vein and IP lineations, and define a zone that is approximately 4.0 km long by 2.0 km wide. A detailed interpretation of the IP data has commenced, and this information will be merged with detailed mapping and sampling results to identify new exploration targets on SPL 214, which would be subject to additional financing.

During 2013 and 2014, additional ground sampling took place on SPL 214. This program was part of the Phase I program as outlined in section 1.14 related to the convertible debenture financing completed on October 31, 2013. The Company is testing the theory that a dispersion halo exists in the near surface overburden above bedrock, associated with mapped northwest-trending quartz veins, and that the potential exists for a near surface gold recovery program. Test pits are being dug through the overburden that typically measures approximately 3.0 m in thickness. At each test site, the Company is exposing the overburden, which includes soil and regolith from surface to bedrock (where possible) and sampling quartz stones from weathered bedrock veins and fine fraction soil and regolith from targeted layers to test for gold mineralization. To date, the Company has identified five possible mineralized zones that will be considered in evaluating the potential for a surface mineralization recovery program.

The first target, Kasidho, is defined by an area of anomalous gold results that measures approximately 300 m x 150 m in surface dimension. The Company completed 17 sampling pits in the Kasidho area, and these targeted a quartz rubble band within the regolith that ranges in measured true thickness from 0.3 m to 1.9 m. Individual samples recovered from these intervals average 0.2 m in length, and logged quartz rubble content of the samples ranges between 10% and 60%. Several

selected samples of quartz rubble material showing visible gold were collected from pits at Kasidho and constitute grab samples of quartz material. These returned gold values of 325.6 g/t, 185.6 g/t, 59.5 g/t, 32.8 g/t and 39.1 g/t. The second target, Ahero, is located 500 m to the north of Kasidho. Currently, Ahero is defined by anomalous gold results over a surface area measuring approximately 550 m x 400 m. The Company completed 44 sampling pits in the Ahero area, and similar to the previous Phase I sampling at Kasidho, targeted quartz rubble bands within the regolith that range in measured true thickness from 0.1 m to 1.0 m. Individual samples from within pits containing a quartz rubble band were sampled over an average interval length of 0.2 m. Quartz rubble material at Ahero has been logged at a density of 3% to 60% and presents as rounded, sub rounded and angular quartz. Highlighted samples returned gold values of 127.2 g/t, 95.3 g/t, 31.4 g/t, and 16.2 g/t.

In April 2014, the Company initiated a detailed sampling program of artisanal workings within SPL 214. A total of 82 samples were collected from targets at Ahero, Farm 2, Kashido, Kodundo, Komito and Garissa. All samples reported gold assay values in excess of 1.15 g/t, and seven samples report assays in excess of 4.09 g/t, with the highest reported value of 5.15 g/t gold.

The Company completed negotiations with small-scale artisanal mining operators to operate a pilot project at SPL 214. The agreement with artisanal mineral and land owners included documented support to the Government of Kenya for Stockport's pilot program. Additional agreements were reached by the Company to secure artisanal tailings as part of the pilot project.

Consistent with other Phase I objectives, the Company completed metallurgy testing from a bulk sample of 100 Kg of quartz stone bearing regolith material. Results of the metallurgy testing indicated that overall gold recovery via scrubbing, impact crushing and fine milling was 66.5% of the ore head. The Company completed activities and discussions with the Kenyan Mining Commission pertaining to fulfilling the requirements under the Mining Act of Kenya and related regulations that would allow Stockport to begin a pilot surface gold project. These activities included undertaking and providing notification of pegging of a proposed area of claim as outlined in Kenyan Mining Commission regulation. The Company met the requirements for pilot test recovery, as defined as a mining location as outlined in Kenyan mining commission regulations.

The Company worked to advance a small-scale extractive program, utilizing a tank leach circuit, targeting artisanal tailings with the ability to expand to process quartz rubble. In reference to the project, the Company applied for and received National Environment Management Authority (NEMA) approval relating to the operation, entered into a land lease agreement pertaining to tank leach circuit operation and tailings facility, and received Kenyan Government Department of Lands approval for change of land use to mineral processing. The Company purchased leach tanks and supporting equipment. This equipment is on site at the SPL 214 concession, and commissioning began in June 2015. Following the initial commissioning activities in mid 2015, the Company suspended operations to complete an analysis of operations and to complete some upgrades to the recovery operation. Further commissioning tests were completed in December 2015, and the Company recommenced operations in the first quarter of 2016.

In 2016, management determined the pilot test plant had produced sufficient recovery data for continued exploration purposes, however continued operating costs would not warrant additional investment. In addition, new mining legislation, lack of availability of higher grade material and illegal mining activities, caused the Company to suspend the operation of its pilot project at the Nyanza property in Kenya. As a result, the Company has written-down the accumulated costs associated with the pilot project, net of proceeds of \$32,665 for certain plant equipment, for a net write-down of \$1.7 million. The pilot plant produced exploration and recovery test data that will contribute to the Company's understanding of the SPL 214 property. In the coming months, Stockport expects to complete additional analysis of the SPL 214 property, including merging results from the pilot plant data and previous IP programs to assist in evaluating further exploration programs.

#### SPL 258 and SPL 231

Reconnaissance work began in Kenya during the fourth quarter of 2012 and continued during 2013. The objective of the program is to develop additional priority targets on SPL 258 and SPL 231. The following three early-stage targets have been identified to date.

##### *258 Central*

Reconnaissance mapping and sampling outlined new artisanal workings within the central part of SPL 258, approximately 1.0 to 3.0 km northwest of previous drilling at Nyahera West. Three zones have been identified in the area of 258 Central, one of which is represented by a 2.5 km x 700 m structural corridor that is defined by a strong resistivity response from the

gradient array IP survey. The structural corridor occurs within dacitic rocks along a contact with diorite porphyry and quartz porphyry. Quartz vein structural measurements show a primary vein orientation trend of 120 to 140 degrees and a secondary cross vein trend of between 20 to 40 degrees. Primary vein dips are 40 to 70 degrees to the west, and secondary veins primarily dip 60 to 70 degrees to the northwest. The structural corridor outlined by the resistivity anomaly also correlates with a gold-in-soil anomaly.

A sampling program completed by the Company during 2013 produced assay results demonstrating all samples were anomalous in gold, with 30 of the 34 samples returning over 1.0 gram per tonne (g/t) gold, including nine samples returning over 12 g/t gold. Samples were taken from either float, chipped across quartz vein widths exposed at surface, or obtained from material uncovered by artisanal workings. Initial sampling was performed over a 2.0 km x 550 m area along a dominant northwest strike ("Zone 1"), with a second sampling performed approximately 800 m to the southwest of Zone 1 over an area of 2.0 km x 500 m ("Zone 2"). The thickness of vein samples over both zones ranged from 0.05 to 1.0 m and is thought to represent true thickness of the individual veins sampled. The Company is continuing to map and sample the full structure with an intention to identify drill targets and undertake a small drilling program, which would be subject to additional financing.

#### *258 West*

The reconnaissance program has also identified a new target in the western part of SPL 258, and initial grab samples in the area of artisanal workings have returned significant results, including 10.7 g/t gold, 10.0 g/t gold, 9.9 g/t gold, and 3.4 g/t gold. The target lies within a previously-mapped anomalous gold area of approximately 1.2 km x 1.0 km. Veins are approximately 1.0 m in width, stacked approximately 10 m apart, and have been mapped at surface over a strike of approximately 13 m. The Company intends to expand mapping and sampling activities to outline target areas suitable for an RC drilling program, which would be subject to additional financing.

#### *231 Central*

Located within concession SPL 231, a banded iron formation has been identified at 231 Central, and an initial eight samples taken over an area of approximately 100 m x 150 m returned iron percentages ranging from 26% - 40% iron. Minor quartz veining was also observed, and more work is needed to fully evaluate this occurrence. The Company intends to enlarge the mapping and sampling area, as well as follow up on the quartz veins and expand the assay process with iron specific methods.

### **KM61**

The Company holds a 100% interest in the KM61 molybdenum-copper-silver project, located near Armstrong, Ontario. An independent NI 43-101 Mineral Resource Estimate for the Main Zone at KM61 was completed in December 2008, with an indicated resource of 66.6 million tonnes at 0.053% Mo, 0.09% Cu, and 2.6 g/t Ag (0.063% molybdenum equivalent) and an inferred resource of 38.9 million tonnes at 0.054% Mo, 0.09% Cu, and 2.7 g/t Ag (0.065% molybdenum equivalent). Please refer to the Company's NI 43-101 Technical Report filed on SEDAR on January 22, 2009 for further details. The KM61 property also includes a number of lithium targets.

The property is subject to a 0.5% NSR over five claims, including the mineralized zone. The majority of two additional claims are also subject to the 0.5% NSR, with relatively small portions subject to a 3% NSR. The remaining KM61 claims are not subject to any royalty. The Company can repurchase 50% of the 0.5% NSR for \$250,000 and/or 50% of the 3% NSR for \$1,000,000.

On June 22, 2016, the Company entered into a cash and share option agreement with Sovereign Gold Company Limited ("Sovereign") of Australia to acquire 100% of the Company's KM61 concession claims for gross proceeds of \$1.4 million. The option excludes the mineralized area known as the KM61 Project. The Company received \$100,000 upon signing of the agreement and a further \$75,000 in 75 days, which were recorded as a recovery of resource property expenditures. During the term of the agreement, Stockport retained 100% of the Crescent Lake rights should Sovereign fail to complete any requirements of the option agreement. Stockport also maintained a 2% NSR on all minerals related to the property.

During the year ended October 31, 2016, the Company wrote-down the value of its KM61 property to \$1,100,000, which was the net present value of the future cash flows, using a discount rate of 20%, associated with the Sovereign cash and

share option agreement to acquire the property. As of October 31, 2016, if the discount rate was 5% higher or lower, the write-down of resource property expense would increase or decrease by \$60,000.

Sovereign retained the right to abandon or accelerate payments at any time throughout the due diligence or option period and notified the Company during the fourth quarter of the year that it would not continue with the option agreement.

### **Seymour Lake**

The Company holds a 100% interest in the Seymour Lake lithium-tantalum-beryllium property, located near Armstrong, Ontario. Certain portions of the Seymour Lake property are subject to a 3% NSR, of which 1.5% can be repurchased by the Company for \$1,000,000.

On January 5, 2016, the Company entered into a cash and share option agreement with Ardiden Limited (“Ardiden”) of Australia to acquire 100% of the Company’s Seymour Lake concessions for gross proceeds of \$1.0 million. The Company received \$75,000 upon signing of the agreement and received a further \$75,000 in cash and \$250,000 of Ardiden shares at the end of the due diligence period completed within 150 days following the agreement execution date.

Following the due diligence period, the Company will be paid a further \$350,000 in quarterly installments of \$25,000 per quarter, the first of which was received during the quarter ended October 31, 2016, the second received during the three-months ended January 31, 2017, and the third of which were received subsequent to the end of the period. After 24 months from the exercise date, a further \$250,000 of Ardiden shares will be issued to the Company.

During the option period, Ardiden reserves both the right to accelerate all payments to the Company or withdraw from the agreement. Should Ardiden fail to complete any of the option agreement requirements, the Company will retain 100% of its Seymour Lake concession rights. The Company also maintains the option to purchase a 1.5% NSR for payment of \$1,000,000 on or before January 24, 2024.

All amounts received from Ardiden are recorded as a recovery of resource property expenditures at their net present value, with the difference between the amount received and the net present value of \$3,800 recorded as interest income.

### **1.17 Other Information**

Additional information regarding the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company’s website at [www.stockportexploration.com](http://www.stockportexploration.com).