BIG WIND CAPITAL INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED JUNE 30, 2017

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Big Wind Capital Inc. (formerly Toro Resources Corp.) (the "Company") and its subsidiary as prepared at October 30, 2017 constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended June 30, 2017. This discussion should be read in conjunction with the Company's audited financial statements for the year ended June 30, 2017.

This MD&A was written to comply with the requirements of National Instrument 51-102 Continuous Disclosure Obligations. The Company's consolidated financial statements have been prepared in accordance with and using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee (IFRIC").

This MD&A includes Selected Annual Information for the years ended June 30, 2017, 2016 and 2015. All dollar amounts included are expressed in Canadian dollars except where noted. Statements in this report that are not historically based fact are forward looking statements involving known and unknown risks and uncertainties which could cause actual results to vary considerably from these statements. Readers are cautioned not to place undue reliance on forward-looking statements. In the opinion of management all adjustments considered necessary for a fair presentation have been included. All amounts following are expressed in Canadian dollars unless otherwise stated.

Additional information regarding the Company and its activities is available on SEDAR at www.sedar.com or by requesting further information from the Company's head office located in Kelowna, British Columbia, Canada.

Overview and Overall Performance

The Company was incorporated under the provincial laws of British Columbia, Canada, on June 30, 2005. The Company's common shares are listed on the Canadian Securities Exchange ("CSE") under the symbol "BWC". The Company is in the business of acquiring mineral properties for exploration to determine whether these properties contain economically recoverable ore reserves. The recoverability of any amounts shown for mineral properties and related deferred costs is dependent upon the existence of economically recoverable reserves and the ability of the Company to obtain necessary financing by way of joint venture, equity financing, option agreements or by other means required to complete the development of the properties and upon future profitable production. To date, the Company is considered to be in the exploration stage and has yet to earn revenues.

During the current reporting period, the Company relinquished its claim on the Taxco Project; neither further payments nor liabilities are attributed to the project. A loss on the write down of exploration and evaluation assets of $12,500 was recognized in the quarter.

On June, 29, 2017, the Company entered into a letter of intent ("LOI") with Hill Top Security, Inc. ("HTSI") to acquire various interests in HTSI and its assets, including 100% of assets outside of those currently used by United States government. Pursuant to the LOI, the Company will acquire 25% interest in HTSI for aggregate cash payment of USD$660,000 (a 15% interest to be acquired from an existing shareholder of HTSI for cash payment of USD$160,000 and an additional 10% interest in HTSI to be acquired by investment USD$500,000 into HTSI). The Company will have exclusive right and option to acquire 100% of HTSI's assets other than the government purposed assets which will remain in HTSI, for an additional cash investment of USD$1,500,000 as well as issuing such number of common shares of the Company equal to 45% (post-issuance) of the issued and outstanding common shares of the Company. The Company will acquire up to 49% interest (an additional 24%) in HTSI, thus allowing HTSI to retain its U.S.-owned status. The acquisition of the assets will be determined based on securities, tax and corporate law considerations, including the possibility of an asset acquisition or license agreement. This transaction is also subject to Company completing an equity financing for gross proceeds of $1,500,000. The acquisition is subject to regulatory approval.

On June 9, 2016, the Company announced that it had entered into a claim purchase agreement to acquire a 100% interest in a large claim package, prospective for gold, in the La Ronge Gold Belt and the Flin Flon Greenstone Belt region of northern Saskatchewan (the "Project"). The Project is comprised 39 mineral claims in 7 project areas with a total land package of 31,731 hectares. During the year ended June 30, 2017, the Company decided not to pursue this project.

On January 5, 2017, an interest free loan for operating capital, in the amount of $25,000, was received by the Company from RD Capital Inc., a company owned by the CEO of the Company. There are no fixed terms of repayment attributed to the loan. The loan was repaid in full on March 23, 2017.

Exploration and Evaluation Assets

The following is an extract of the exploration and valuation expenditures continuity table from the June 30, 2017 audited financial statements.

	TAXCO	LA RONGE	TOTAL
	$	**$**	**$**
BALANCE, JUNE 30, 2015	**12,500**	**-**	**12,500**
ACQUISITION	-	285,000	285,000
BALANCE, JUNE 30, 2016	**12,500**	**285,000**	**297,500**
ACQUISITION	-	-	-
IMPAIRMENT	(12,500)	(285,000)	(297,500)
BALANCE, JUNE 30, 2017	**-**	**-**	**-**

Background Information

Gold deposits in Saskatchewan are found mainly in the Early Proterozoic volcanoplutonic regimes of the La Ronge and Flin Flon domains. Six of the project areas are located within the La Ronge Gold Belt and a 7th project is located in the Flin Flon Greenstone Belt located to the south-east (see Table 1 and Figure 1).

La Ronge Gold Belt Properties

The La Ronge Gold Belt hosts 13 known gold deposits including 5 former producing gold mines. Gold mineralization in the La Ronge Gold Belt is mostly structurally controlled, quartz-vein type and characteristically high-grade, often with average grades >10 g/t Au. Highlights of the 6 properties that are located within the La Ronge Gold Belt are as follows:

- The Hilda Pond property lies north and contiguous with claims owned by Kristo Gold (private company). The Kristo Gold claims host the past producing Anglo-Rouyn Cu-Zn-Au Mine.
- The Kidney Lake and McKenzie Lake properties are contiguous to the north and south of a large land package belonging to Golden Band Resources encompassing the past producing Komis & Star Lake deposits, and the EP, Golden Heart, Memorial, Tower East, Kaslo, Birch Crossing, Jojay, Alimak & Decade gold deposits.
- The McLennan Lake property lies 7km south of the past producing Star Lake Au mine. Access is excellent as the property straddles Highway 102 from La Ronge
- The Miles Lake property is contiguous to the west with a Golden Band land package that encompasses the past producing Contact Lake Gold mine

Taxco Property

During the year ended June 30, 2014, the Company entered into a preliminary agreement to acquire under an option agreement the Taxco property from 1002679 B.C. Ltd. The 915 hectare property is located 125 km southwest of Vanderhoof, 175 km southwest of Prince George, and approximately 150 km west of Quesnel, British Columbia. The Company commissioned an updated 43:101 report on the property in June of 2014 which has been accounted for as an acquisition cost.

The Company signed an option agreement on the Taxco property, having received the updated 43:101 report. An initial payment of $2,500 was made in June 2015 upon signing the agreement.

The Property is subject to a royalty in favor of 1002679 B.C. Ltd. equal to a 3% Net Smelter Royalty, one half of which may be purchased for a cash payment of $250,000. Under the terms of an amended agreement, BWC will hold 100% beneficial interest in the Taxco Property by making cash payments, issuing shares and carrying out exploration work as per the following anniversary dates:

	Cash Payment	Shares Issued	Expenditures
Nov. 15, 2016	$ 15,000	150,000	$ 50,000
Nov. 15, 2017	20,000	150,000	100,000
Nov. 15, 2018	50,000	200,000	250,000
	$ 85,000	$ 500,000	$ 400,000

During the quarter ended June 30, 2017, the Company relinquished its claim on the Taxco Project. No further payments nor liabilities are attributed to the project. A loss on the write down of exploration and evaluation assets of $12,500 was recognized in the year.

Financial Results for the Twelve Months Ended June 30, 2017

During the twelve months ended June 30, 2017, the Company incurred a net loss of $492,397 (June 30, 2016 - $190,510). As at June 30, 2017, the Company had cash of $138,026 (June 30, 2016 - $19,437) and a working capital deficiency of $83,968 (June 30, 2016 - $79,071).

Total G&A expenses of $195,203 for the year ended June 30, 2017 showed an increase over the comparative year June 30, 2016 ($187,995). The increase was due primarily due to higher professional fees regarding the HTSI acquisition discussed previously.

In addition, the Company recognized an impairment expense of $297,500 which contributed to the increase in comprehensive loss for the year. The Company decided not to pursue certain mineral projects in the year.

Management continues to evaluate its' financing alternatives and to explore alternative sources of financing in the form of debt, equity or a combination thereof in what has proven to be continually challenging equity markets for the resource sector in general and the junior exploration companies in particular. Management will continue to monitor spending and assess results on an ongoing basis and appropriate changes will be implemented where appropriate.

Financial Results for the Three Months Ended June 30, 2017

During the three months ended June 30, 2017, the Company incurred a net loss of $142,378 (June 30, 2016 - $48,460). Overall loss increased due to impairment expense being recognized and also an increase legal fees relating to the HTSI acquisition.

Management continues to evaluate its' financing alternatives and to explore alternative sources of financing in the form of debt, equity or a combination thereof in what has proven to be continually challenging equity markets for the resource sector in general and the junior exploration companies in particular. Management will continue to monitor spending and assess results on an ongoing basis and appropriate changes will be implemented where appropriate.

Selected Annual Information

For the year ended June 30,		**2017**		2016		2015
Net loss and comprehensive loss	**$**	**(492,397)**	$	(190,510)	$	(274,142)
Total assets		**147,450**		324,231		43,742
Total liabilities		**231,418**		105,802		724,992
Shareholders Equity (Deficiency)		**-83,968**		218,430		(681,250)
Basic and diluted loss per common share		**($0.02)**		($0.02)		($0.06)

Summary of Quarterly Results

Quarter Ended		**June 30, 2017**		March 31, 2017		December 31, 2016		September 30, 2016
Total Assets	**$**	**147,450**	$	260,493	$	295,866	$	316,061
Working capital (deficiency)		**83,968**		151,354		(1,068)		(120,784)
Net loss for the period		**(142,378)**		(237,398)		(70,908)		(41,713)
Basic and diluted loss per common share	**$**	**(0.01)**	$	(0.01)	$	0.01	$	(0.01)

Quarter Ended		June 30, 2016		March 31, 2016		December 31, 2015		September 30, 2015
Total Assets	$	324,231	$	66,270	$	20,743	$	35,682
Working capital		(79,071)		16,701		(798,722)		(736,246)
Net lossfor the period		(48,460)		(24,578)		(62,476)		(54,996)
Basic and diluted loss per common share	$	(0.01)	$	(0.01)	$	(0.01)	$	(0.01)

Related Party Transactions

In addition to those related party transactions disclosed elsewhere in the consolidated financial statements, the Company incurred the following transactions and balances:

a) Key management includes the CEO and CFO, who have authority and responsibility for planning, directing, and controlling the activities of the Company. During the year ended June 30, 2017 and 2016, the Company incurred the following expenses paid or payable to key management personnel and directors, and to companies with a common director or officer:

	YEARS ENDED JUNE 30, 2017	2016
Amounts paid or payable to key management personnel:		
Management fees	**$ 145,833**	$ **147,500**
Loan interest	**-**	**2,500**
	145,833	**150,000**
Amounts paid or payable to other related parties:		
Office expenses	**570**	**720**
Rent	**1,800**	**2,400**
Travel	**1,803**	**-**
Meals and entertainment	**4,105**	**-**
	8,278	**3,120**
	$ 154,111	$ **153,120**

b) Included in accrued liabilities is $226,625 (June 30, 2016 – $74,375) payable to executives of the Company, and related corporations with related directors and executives.

c) In April 2016, RD Capital Inc. loaned the Company $25,000. The amount is non-interest bearing with no fixed terms of repayment. In January 2017, an additional $25,000 was loaned to the Company from RD Capital with the same terms. In March 2017, the Company repaid RD Capital $50,000 in order to repay the loans.

d) On April 26, 2013, the Company secured an interim loan of $100,000 with interest of 5% per annum, calculated monthly, from RD Capital Inc. a company controlled by Dev Randhawa, Chairman and CEO. On May 21, 2013 the Company issued 400,000 pre-consolidation common shares to RD Capital Inc. as a loan bonus. The 400,000 pre-consolidation common shares were valued at $20,000. This loan was due on demand and was secured by a promissory note. The loan was repaid through a debt settlement agreement on March 21, 2016.

E) On March 21, 2016, debt settlement agreements were completed with key management personnel. 11,800,000 shares valued at $0.05 per share were issued to the CEO to settle debt comprised of $100,000 loan payable and $490,000 of accrued management fees. 3,800,000 shares valued at $0,05 per share were issued to the CFO to settle debt of $190,000 of accrued management fees.

Outstanding Share Data

As at the date of this document, the Company had 30,439,727 common shares issued and outstanding, 3,000,000 share purchase options issued and outstanding, and 3,800,000 share purchase warrants issued and outstanding.

Private Placement and Warrants

On March 20, 2017, the Company completed a non-brokered private placement 3,800,000 units ("Units") at a price of $0.05 per Unit for aggregate gross proceeds of $190,000. Each Unit is comprised on one common share ("Share") and on Share purchase warrant of the Company ("Warrant"). Each Warrant will entitle the holder to purchase one Share at an exercise price of $0.07 per Share for a period of 12 months. The Units are subject to a four month hold period expiring on July 18, 2017. The proceeds from the financing will be used for working capital purposes. The company is looking at opportunities for gold and silver in Canada, the US and Mexico.

Share Based Compensation

On July 17, 2017 the Company granted 3,000,000 stock options to various officers, directors and consultants. The options are exercisable at $0.45 per share and expire on July 17, 2019, and follow a vesting schedule whereby 10% of the options vest immediately and the remaining options vest in equal portions on the dates that are three, six, nine, twelve, fifteen and eighteen months after grant date.

Liquidity and Capital Resources

The Company is engaged in the acquisition, exploration and development of mineral properties and has yet to determine whether its properties contain mineral resources that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets, including acquisition costs and related exploration and evaluation costs, are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production. The Company expects to rely upon equity financing and/or joint venturing project development as primary sources of funding.

The accompanying consolidated financial statements for the twelve months ended June 30, 2017 have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The consolidated financial statements for the year ended June 30, 2017 do not give effect to any adjustments that would be necessary should the Company not be able to continue as a going concern. The Company's ability to continue as a going concern is dependent upon successful completion of additional financing and upon its ability to attain profitable operations. There can be no assurances that this capital will be available in amounts or on terms acceptable to the Company, or at all. This creates material uncertainty which casts significant doubt about the Company's ability to continue as a going concern.

The Company is actively pursuing joint venture partners and has minimized its exploration activities and over-all operations in an effort to conserve cash.

Contractual Obligations and Commitments

The Company has no significant contractual obligations or commitments with any parties respecting executive compensation, consulting arrangements, rental premises or other general matters. The company no longer has any obligations due on the Taxco property as previously disclosed in the consolidated financial statements under Note 5 - *Exploration and Evaluation Assets*.

Financial Instruments

The Company's financial instruments consist of cash, amounts receivable, accounts payable and accrued liabilities and are measured at amortized cost. The fair values of these financial instruments approximate their carrying values unless otherwise noted.

Critical Accounting Estimates

The preparation of consolidated financial statements in conformity with IAS 3 requires management to make judgments, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

Accounts that require significant estimates as the basis for determining the stated amounts include exploration and evaluation assets and share-based compensation. The assessment of any impairment of exploration and evaluation assets is based on the estimated recovery of future exploitation or sale where the activities have not reached a stage which permits a reasonable assessment of existence of reserves. Share-based compensation expense is calculated using Black-Scholes valuation model which requires significant judgment as to considerations such as stock option lives and stock volatility.

Significant Accounting Policies

A summary of the Company's significant accounting policies is included in Note 3 of the audited consolidated financial statements for the year ended June 30, 2016.

Risks and Uncertainties

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to; environmental, social, political, financial, economic and fluctuation of metal prices. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practicable.

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties below are not listed in order of importance nor are they inclusive of all the risks and uncertainties the Company may be subject to as other risks may apply.

(1) The mineral property interests of the Company are in the exploration stage only and consequently, exploration of the Company's mineral property interests may not result in any discoveries of commercial bodies of mineralization.

The property interests owned by the Company are in the exploration stages only, are without known bodies of commercial mineralization and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. The Company's mineral exploration activities may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations.

(2) Government expropriation may result in the total loss of the Company's mineral property interests.

Even if the Company's mineral property interests are proven to host economic reserves of copper or other precious or non-precious metals, governmental expropriation may result in the total loss of the Company's mineral property interests without any compensation to the Company.

(3) Governmental regulation may have negative impacts on the Company.

The Company's assets and activities are subject to extensive American federal and state, laws and regulations governing various matters, including, but not limited to:

- environmental legislation and protection;
- management and use of toxic substances and explosives;
- management of natural resources;
- exploration, development of mines, production and post-closure reclamation;
- exports;
- price controls;
- taxation;
- mining royalties;
- onerous development criteria;

- restrictions on the movement of capital into and out of USA which could impact the Company's ability to repatriate funds and therefore, pay dividends;
- labour standards and occupational health and safety, including mine safety; and
- historic and cultural preservation.

The costs associated with compliance with these laws and regulations are substantial and possible future laws and regulations, changes to existing laws and regulations or more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expenses, capital expenditures, restrictions on or suspensions of the Company's operations and delays in the development of its properties.

Moreover, these laws and regulations may allow governmental authorities and private parties to bring lawsuits against the Company based upon damage to property and injury to persons resulting from the environmental, health and safety impacts of the Company's past and current operations, or possibly even those actions of parties from whom the Company acquired its properties, and could lead to the imposition of substantial fines, penalties or other civil or criminal sanctions. It is difficult to strictly comply with all regulations imposed on the Company. The Company retains competent and well trained individuals and consultants in jurisdictions in which it does business; however, there is no certainty that the Company will continuously be compliant with all applicable laws.

(4) Failure to comply strictly with applicable mining laws, regulations and local practices may have a material adverse impact on the Company's operations or business.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure could result in loss, reduction or expropriations of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests. Any such loss, reduction or imposition of partners could have a material adverse impact on the Company's operations or business. Further, the increasing complexity of mining laws and regulations may render the Company incapable of strict compliance.

(5) The exploration and future development of the Company's property interests is subject to extensive environmental laws and regulations.

The Company's exploration activities are subject to extensive laws and regulations governing the protection of the environment, waste disposal, workplace safety, mine development and protection of endangered and protected species. The Company's ability to obtain permits and approvals and to successfully operate in particular communities may be adversely impacted by real or perceived detrimental events associated with the Company's activities or those of other mining companies affecting the environment, human health and safety of the surrounding communities. Delays in obtaining or failure to obtain government permits and approvals may
adversely affect the Company's ability to explore or develop its properties. The Company has made, and expects to make in the future, significant expenditures to comply with such laws and regulations and to the extent possible, create social and economic benefit in the surrounding communities. Future changes in applicable laws, regulations and permits or changes in their enforcement or regulatory interpretation could have an adverse impact on the Company's financial condition.

(6) The Company may not be able to obtain or renew permits that are necessary to its operations.

In the ordinary course of business, the Company is required to obtain and renew governmental permits for existing operations and any ultimate development, construction and commencement of new mining operations. Obtaining or renewing the necessary governmental permits is a complex and time-consuming process involving numerous jurisdictions and often involving public hearings and costly undertakings on the Company's part. The duration and success of the Company's efforts to obtain and renew permits are contingent upon many variables not within its control, including the interpretation of applicable requirements implemented by the permitting authority. The Company may not be able to obtain or renew permits that are necessary to its operations, or the cost to obtain or renew permits may exceed what the Company believes it can recover from a given property once in production. Any unexpected delays or costs associated with the permitting process could delay the development or impede the exploration or development of the Company's mineral properties, which could adversely impact the Company's operations.

(7) The Company has no significant source of operating cash flow and failure to generate revenues in the future could cause the Company to go out of business.

The Company has no revenues from ongoing operations and has recorded losses since inception. Based upon current plans, the Company expects to incur operating losses in future periods due to continuing expenses associated with the holding and exploration of the Company's mineral property interests. The Company has limited financial resources and its ability to achieve and maintain profitability and positive cash flow is dependent upon the Company being able to:

- locate a profitable mineral property;
- generate revenues in excess of expenditures; and
- reduce exploration and administrative costs in the event revenues are insufficient.

Additional funds raised by the Company through the issuance of equity or convertible debt securities will cause the Company's current shareholders to experience dilution. Such securities may grant rights, preferences or privileges senior to those of the Company's common shareholders. There is no certainty the Company will be able to raise funds in the event it needs to do so.

The Company does not have any contractual restrictions on its ability to incur debt and accordingly, the Company could incur significant amounts of indebtedness to finance its operations. Any such indebtedness could contain covenants, which would restrict the Company's operations.

(8) The mineral exploration industry is intensely competitive in all its phases and the Company competes with many companies possessing greater financial resources and technical facilities.

The mineral exploration industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical abilities than itself for the acquisition of mineral concessions, claims, leases, other mineral interests, and equipment required to conduct its activities as well as for the recruitment and retention of qualified employees. In addition, there is no assurance that even if commercial quantities of minerals are discovered, a ready market will exist for their sale. Factors beyond the control of the Company may affect the marketability of any minerals discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, international economic and political trends, expectations of inflation, currency exchange fluctuations (specifically, the U.S. dollar relative to other currencies), interest rates and global or regional consumption patterns, speculative activities, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals 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 losing its invested capital.

(9) Substantial expenditures are required to be made by the Company to establish mineral reserves and the Company may not either discover minerals in sufficient quantities or grade or may not have the necessary required funds.

Substantial expenditures are required to establish mineral reserves through drilling and the estimation of mineral reserves or mineral resources in accordance with the Canadian Institute of Mining (CIM) Guidelines.

Although substantial benefits may be derived from the discovery of a major mineralized deposit, the Company may not discover minerals in sufficient quantities or grades to justify commercial operation and the funds required for development may not be obtained on a timely basis. Estimates of mineral reserves and mineral resources can also be affected by environmental factors, unforeseen technical difficulties and unusual or unexpected geological formations. In addition, the grade of mineral ultimately mined may differ from that indicated by drilling results. Material changes in mineral reserve or mineral resource estimates, grades, stripping ratios or recovery rates may affect the economic viability of any project.

(10) The lack of available infrastructure may adversely affect the Company's operations and profitability.

Mining, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay development of the Company's projects. If adequate infrastructure is not available in a timely manner, there can be no assurance that the development of the Company's projects will be commenced or completed on a timely basis, if at all; the Company's operations will achieve anticipated results; or the construction costs and ongoing operating costs associated with the development of any of the Company's advanced stage exploration projects will not be higher than anticipated. In addition, unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations and profitability.

(11) The Company currently has limited insurance covering its assets or operations and as a consequence, could incur considerable costs.

Mineral exploration involves risks which, even with a combination of experience, knowledge and careful evaluation, mineral exploration companies may not be able to overcome. Operations in which the Company has a direct or indirect interest may be subject to all the hazards and risks normally incidental to exploration of precious and non-precious metals, any of which could result in work stoppages, damage to property, and possible environmental damage. The Company presently has limited commercial liability insurance. As a result, the Company could incur significant costs that could have a materially adverse effect upon its financial condition and even cause the Company to cease operations. To date, the Company has not experienced any material losses due to hazards arising from its operations.

(12) The Company's mineral property interests may be subject to prior unregistered agreements or transfers and as such title to some of the Company's mineral property interests may be affected.

Although the Company has sought and received such representations as it has been able to achieve from vendors in connection with the acquisition of or options to acquire an interest in its mining properties and has conducted limited investigations of legal title to each such property, the mining properties in which the Company has an interest may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects.

(13) The price of base and precious metals has fluctuated widely in recent years and may adversely affect the economic viability of any of the Company's mineral properties.

The Company's revenues, if any, are expected to be in large part derived from the mining and sale of copper and other precious and non-precious metals. The price of those commodities has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control, including: international economic and political trends; expectations of inflation, currency exchange fluctuations; interest rates; consumption patterns; speculative activities; and increased production due to new mine developments and improved mining and production methods. The effect of these factors on the price of copper, base and precious metals and therefore, the economic viability of any of the Company's mining properties, cannot be accurately predicted but may adversely affect the Company's operation and its ability to raise capital.

(14) The business of exploration for minerals involves a high degree of risk; as a result, few properties that are explored are ultimately developed into producing mines.

The Company's exploration activities are subject to a high degree of risk due to factors that, in some cases, cannot be foreseen or anticipated. The operations of the Company may be disrupted by a variety of risks and hazards which may be beyond the control of the Company. These risks include, but are not limited to, labour disruptions, the inability to obtain adequate sources of power, water, labour, suitable or adequate machinery and equipment and consultants or other experts. In addition, the Company may be unable to acquire or obtain such things as water rights and surface rights which may be critical for the continued advancement of exploration activities on its mineral property rights.

(15) The possible issuance of additional shares may impact the value of the Company's common shares.

The Company is authorized to issue an unlimited number of common shares without par value. The Company may issue more common shares in the future. The Sale of substantial numbers of common shares (including shares issuable upon the exercise of stock options, the conversion of notes and the exercise of warrants), or the perception that such sales could occur, could materially adversely affect prevailing market prices for the common shares and the ability of the Company to raise equity capital in the future.

(16) The Company's future performance is dependent on key personnel. The loss of the services of any of the Company's executives or directors could have a material adverse effect on the Company's business.

The Company's performance is substantially dependent on the performance and continued efforts of the Company's executives and its board of directors. The loss of the services of any of the Company's executives or directors could have a material adverse effect on the Company business, results of operations and financial condition. The Company has limited resources and is currently unable to compete with larger organizations with respect to compensation and perquisites.

Disclosure of Internal Controls

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

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings (NI 52-109), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of: (i**)** controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP and IFRS. The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

IFRS Standards, Amendments and Interpretations

The IASB issued a number of new and revised International Accounting Standards, IFRS amendments and related interpretations which are effective for the Company's financial year beginning on or after July 1, 2016. No new or revised standards or amendments are expected to have any significant impact to the Company's financial statements.