TURBO CAPITAL INC.
For the six months ended January 31, 2016

Management's Discussion and Analysis

Date of Report: March 21, 2016

The following discussion and analysis of our financial condition and results of operations for the six months ended January 31, 2016 should be read in conjunction with our financial statements and related notes. The requisite financial data presented for the relevant periods has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

All dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information relevant to our company's activities can be found on SEDAR at www.sedar.com.

Disclaimer for Forward-Looking Information

Certain statements in this report are forward-looking statements, which reflect our management's expectations regarding our future growth, results of operations, performance, business prospects and opportunities such as our intended work programs on our existing property interests, our ability to meet financial commitments and our ability to raise funds when required. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this Management's Discussion and Analysis. These assumptions, which include management's current expectations, estimates and assumptions about our current property interests, the global economic environment, the market price and demand for mineral commodities and our ability to manage our property interests and operating costs, may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) a decreased demand or price for mineral commodities, (3) delays in the start of projects with respect to our property interests, (4) inability to locate and acquire additional property interests, (5) the uncertainty of government regulation and politics in North America regarding mineral exploration and mining, (6) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (7) other factors beyond our control.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. Except as required by law, we disclaim any intention or obligation to update or revise any forward-looking statements. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risk Factors" below.

Nature of Business

We are involved in the identification, acquisition and exploration of mineral properties that management deems as potentially viable to assist in the growth of the company. At January 31, 2016, we had mineral property interests located in Canada and in the USA.

Mineral Properties

Ontario Albany East Hydrothermal Graphite Prospect

On July 7, 2013, our company entered into a purchase agreement with two arm's length vendors (the "Albany Vendors") to acquire a 100% interest in certain mineral claims located in Ontario. In consideration, our company paid $10,000 cash and issued 2,000,000 common shares at a value of $160,000 to the Albany Vendors.

Our company contracted Prospectair Geosurveys Inc. to assist in the exploration and development of this property, including an airborne magnetic and electromagnetic survey. The survey was completed in December 2013. Our company will need to raise additional funds in order to continue exploration on this prospect. We may continue exploration activities if we are able to obtain sufficient financing. While we have been successful in securing financings in the past, there is no assurance that we will be able to do so in the future, and/or that we will be able to raise sufficient funds to meet our work commitments for all of our properties

As at January 31, 2016, we had spent a total of $22,761 in exploration expenditures on this property.

Nevada Clayton Valley West Lithium Prospect

During the six months ended January 31, 2016, our company entered into an agreement with an arm's-length vendor (the "Nevada Vendor") to acquire a 100% interest in six claim blocks in the Clayton Valley in Nevada, USA prospective for lithium. In consideration for these claims our company issued six million shares to the Nevada Vendor valued at $30,000.

A work program is currently being formulated for this property. While we have been successful in securing financings in the past, there is no assurance that we will be able to do so in the future, and/or that we will be able to raise sufficient funds to meet our work commitments for all of our mineral properties.

Quebec Gaspe Bay Aluminous Clay and Rare Earth Prospect

In June 2012, we acquired a 100% interest in additional claims (the "Staking Claims") for staking costs of $4,164. We owned a 100% interest in these claims.

During the year ended July 31, 2013, we decided not to renew certain of the Staking Claims and allowed them to lapse as they became due. Prior acquisition costs of $3,956 associated with these claims were written off.

Additional work plans would call to complete additional follow-up infill soil geochemical sampling, and conditions permitting, prospecting and geologic mapping to define the extent of the anomaly, which was located during the soil geochemical program conducted in 2012. Our company will need to raise additional funds in order to conduct this work. We may continue exploration activities if we are able to obtain sufficient financing. While we have been successful in securing financings in the past, there is no assurance that we will be able to do so in the future, and/or that we will be able to raise sufficient funds to meet our work commitments for all of our properties.

As at January 31, 2016, we had spent a total of $2,902 in exploration expenditures on the remaining Gaspe Bay Aluminous Clay and Rare Earth claims.

Yukon Quartz Claims

During the year ended July 31, 2010, we acquired a 100% interest in ninety five load quartz mineral claims covering an area of approximately 4,836 acres, located in the Yukon Territory.

During the year ended July 31, 2013, we decided not to continue with certain claims. In September 2013, we decided not to continue with certain other claims, and we allowed these claims to lapse. Accordingly, the related acquisition costs of $577,085 and exploration costs of $26,475 associated with these lapsed claims were written off as of July 31, 2013.

In September 2015, we decided not to continue with certain claims and allowed them to lapse when they became due. Prior acquisition costs of $86,563 and exploration costs of $7,720 associated with these claims were written off as of July 31, 2015.

Additional work plans would require our company to raise additional funds. We may continue exploration activities if we are able to obtain sufficient financing. While we have been successful in securing financings in the past, there is no assurance that we will be able to do so in the future, and/or that we will be able to raise sufficient funds to meet our work commitments for all of our properties.

As at January 31, 2016, we had spent a total of $1,930 in exploration expenditures on the remaining Yukon quartz claims.

Ontario Kenagami Hydrothermal Graphite Prospect

On November 13, 2013, our company entered into a purchase agreement with an arm's length vendor (the "Kenagami Vendor") to acquire a 100% interest in the Kenagami hydrothermal graphite prospect, consisting of four claims. The Kenagami Vendor currently holds a 100% interest in these claims.

On December 22, 2014, our company amended the purchase agreement with the Kenagami Vendor. The Kenagami Vendor agreed to defer the cash payment of $20,000 and the remaining 1,000,000 share issuance to September 25, 2016. Our company is now required to make a cash payment and issue common shares as follows:

	Cash	Common Shares
Upon Approval (issued at a value of $40,000)	$ -	1,000,000
On or before September 25, 2016	20,000	1,000,000
	$ 20,000	2,000,000

Our company contracted Prospectair Geosurveys Inc. to assist in the exploration and development of this property, including an airborne magnetic and electromagnetic survey. The survey was completed in December 2013. As disclosed in a news release on March 12, 2014, the airborne survey discovered a large TDEM conductive anomaly measuring approximately 800 metres by 500 metres. A follow up work program is being considered however, we would need to raise additional funds to allocate to this project. While we have been successful in securing financings in the past, there is no assurance that we will be able to do so in the future, and/or that we will be able to raise sufficient funds to meet our work commitments for all of our mineral properties.

As at January 31, 2016, we had spent a total of $4,400 in exploration expenditures on this property.

Overall Performance

We are a mineral exploration company engaged in the business of acquisition, exploration and, if warranted, development of mineral properties. We do not expect to generate any revenues in the foreseeable future or until a mineable reserve is defined and economically recoverable. We expect our company to continue to incur expenses as our company works to further explore and develop our mineral properties.

Our company has conducted limited exploration on some of our properties, due to, among other things, the availability of sufficient funds for the purposes of mineral exploration and development, access to the property due to climate conditions, the uncertainties associated with the prices of precious and base metals and other minerals, and the global economic climate. Our company is in the process of exploring our mineral properties and has not yet determined whether the properties contain reserves that are economically recoverable.

Our company's future performance is largely tied to the outcome of future exploration and the overall financial markets. The recoverability of minerals from our company's properties is dependent upon, among other things, the discovery of economically recoverable reserves, the ability of our company to obtain necessary financing to continue to explore and develop our properties and upon future profitable production. Uncertainty in credit markets, fluctuation in commodity prices and general economic downturns have led to increased difficulties in raising and borrowing funds. As a result, our company may have difficulty raising equity financing for the purposes of exploration and development of our company's properties, without diluting the interests of current shareholders of our company. See "Liquidity and Capital Resources" and "Risk and Uncertainties" for a discussion of risk factors that may impact our company's ability to raise funds.

Information about our company's commitments relating to our mineral properties is discussed above under "Nature of Business – Mineral Properties".

Our company did not generate any revenue during the six months ended January 31, 2016 and 2015. Our company's net comprehensive loss for the period decreased from $309,842 for the six months ended January 31, 2015 to $144,883 for the six months ended January 31, 2016, mainly due to decreases in consulting fees of $92,967 and in management fees of $61,500. Our company's cash decreased from $41,698 as at July 31, 2015 to $3,819 as at January 31, 2016, and our working capital deficiency increased from $1,365,401 as at July 31, 2015 to $1,512,236 as at January 31, 2016.

Our company's current assets have decreased to $18,335 as at January 31, 2016 from $60,009 as at July 31, 2015, due mainly to a decrease in cash. Our company's current liabilities have increased from $1,425,410 as at July 31, 2015 to $1,530,571 as at January 31, 2016, due to an increase in accounts payable and accrued liabilities. The value ascribed to our company's exploration and evaluation assets has increased from $266,891 as at July 31, 2015 to $299,103 as at January 31, 2016, due mainly to our acquisition of the Nevada Clayton Valley West lithium property.

Additional information about the risks and uncertainties relating to our company's business and financial performance is discussed below under "Risks and Uncertainties".

Summary of Quarterly Results

The following table sets out selected quarterly financial data for the eight most recently completed interim quarters:

	2016 Second	**2016 First**	**2015 Fourth**	**2015 Third**	**2015 Second**	**2015 First**	**2014 Fourth**	**2014 Third**
Revenues	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil
Operating expenses	$(36,992)	$(107,891)	$(124,136)	$(132,893)	$(181,368)	$(128,474)	$(139,630)	$(136,675)
Loss before other items	$(36,992)	$(107,891)	$(124,136)	$(132,893)	$(181,368)	$(128,474)	$(139,630)	$(136,675)
Loss per share (Basic and diluted)	$(0.000)	$(0.001)	$(0.001)	$(0.002)	$(0.003)	$(0.003)	$(0.003)	$(0.003)
Other items:								
Write-down of mineral properties	$Nil	$Nil	$(100,233)	$(167,743)	$Nil	$Nil	$Nil	$Nil
Net comprehensive loss	$(36,992)	$(107,891)	$(224,369)	$(300,636)	$(181,368)	$(128,474)	$(139,630)	$(136,675)
Basic and diluted loss per share	$(0.000)	$(0.001)	$(0.003)	$(0.004)	$(0.003)	$(0.003)	$(0.003)	$(0.003)

Summary of Results During Prior Eight Quarters

Net comprehensive loss was relatively stable from the third to fourth quarter of 2014, as there was an increase in office and miscellaneous expenses offset by a decrease in transfer agent and filing fees. Net comprehensive loss decreased by $11,156 from the fourth quarter of 2014 to the first quarter of 2015 mainly due to a decrease in professional fees. Net comprehensive loss increased by $52,894 from the first to the second quarter of 2015 mainly due to an increase in consulting and management fees. Net comprehensive loss increased by $119,268 from the second to the third quarter of 2015 mainly due to an increase in the write-down of exploration and evaluation assets offset by a decrease in management fees. Net comprehensive loss decreased by $76,267 from the third to the fourth quarter of 2015 mainly due to a decrease in the write-down of exploration and evaluation assets. Net comprehensive loss decreased by $116,478 from the fourth quarter of 2015 to the first quarter of 2016 mainly due to a decrease in professional fees and a decrease in the write-down of exploration and evaluation assets. Net comprehensive loss decreased by $70,899 from the first to the second quarter of 2016 mainly due to a decrease in consulting fees.

Discussion of Operations

Three Months Ended January 31, 2016 Compared to the Three Months Ended January 31, 2015

We did not generate any revenue for the three months ended January 31, 2016 and 2015. Net comprehensive loss as well as total operating expenses both decreased by $ 144,376 from $181,368 for the three months ended January 31, 2015 to $36,992 for the three months ended January 31, 2016 due mainly to a decrease in consulting fees (three months ended January 31, 2016: $9,833; three months ended January 31, 2015: $102,800) and in management fees (three months ended January 31, 2016: Nil; three months ended January 31, 2015: $39,000). These expenses represent the costs of administering a public company.

Six Months Ended January 31, 2016 Compared to the Six Months Ended January 31, 2015

We did not generate any revenue for the six months ended January 31, 2016 and 2015. Net comprehensive loss as well as total operating expenses both decreased by $164,959 from $309,842 for the six months ended January 31, 2015 to $144,883 for the six months ended January 31, 2016, due mainly to decreases in management fees (six months ended January 31, 2016: Nil; six months ended January 31, 2015: $61,500) and to consulting fees (six months ended January 31, 2016: $99,833; six months ended January 31, 2015: $192,800). These expenses represent the costs of administering a public company.

See "Nature of Business – Mineral Properties" for a discussion of our mineral properties on a property by property basis, including our plans for our mineral properties, the status of our plans, expenditures made and the anticipated timing and costs to take our mineral properties to the next stage of the project plan.

See "Overall Performance" for a discussion of the commitments, events, risks and uncertainties that we believe will materially affect our company's future performance and "Risks and Uncertainties" for a discussion of risk factors affecting our company.

Use of Proceeds

Financing	Previously Disclosed Use of Proceeds	Status of Use of
$415,000 *December 2014* *Non-Brokered* *Private Placement*	$150,000 in repayment of loans, $59,070 in related party payments, $67,000 in expenditures on existing properties, and $138,930 in general and administrative expenses, including accounting and audit fees, filing fees, and legal fees.	As of the date of this report, all the proceeds had been used as follows: $150,000 used in repayment of loans, $59,070 used in related party payments, $1,210 in expenditures on existing properties, and $204,720 used in general and administrative expenses.

In December 2014, our company closed a non-brokered private placement consisting of 41,500,000 units at $0.01 per unit for gross proceeds of $415,000. Each unit consisted of one common share and one share purchase warrant which entitles the holder to purchase one additional common share of our company at a price of $0.05 per share until December 18, 2019. In connection with the financing, our company incurred filing fees of $4,360 and legal fees of $748, paid aggregate finder's fees of $7,950 and issued 435,000 broker units. The broker units were valued at $0.01 per unit for a total of $4,350. Each broker unit consisted of one common share and one share purchase warrant which entitles the holder to purchase one additional common share of our company at a price of $0.05 per share until December 18, 2019.

Liquidity and Capital Resources

Liquidity

At January 31, 2016, we had $3,819 in cash and a working capital deficiency of $1,512,236 as compared to $41,698 in cash and a working capital deficiency of $1,365,401 at July 31, 2015.

Our company's current assets have decreased from $60,009 as at July 31, 2015 to $18,335 as at January 31, 2016 due mainly to a decrease in cash. Our company's current liabilities have increased from $1,425,410 as at July 31, 2015 to $1,530,571, due to an increase in accounts payable and accrued liabilities. In October 2014, our company entered into agreements with three arm's length lenders, whereby the lenders agreed to convert a total of $336,000 in consulting fees payable into loans payable, bearing no interest and are payable upon demand. During the year ended July 31, 2015, our company repaid a total of $150,000 to the three lenders. As at January 31, 2016, $186,000 (July 31, 2015: $186,000) of principal had not been repaid. The value ascribed to our company's exploration and evaluation assets has increased from $266,891 as at July 31, 2015 to $299,103 at January 31, 2016, due mainly to our acquisition of the Nevada Clayton Valley West lithium property.

In December 2014, our company closed a non-brokered private placement consisting of 41,500,000 units at $0.01 per unit for gross proceeds of $415,000.

Management believes that our company's cash will not be sufficient to meet our working capital requirements, including our existing commitments relating to our mineral properties, in either the short term or long term. See "Nature of Business – Mineral Properties" and "Overall Performance" for a discussion of our company's commitments relating to our mineral properties. As a mineral exploration company, our expenses are expected to increase as we explore our mineral properties further. Management does not expect our company to generate sustained revenues from mineral production in the foreseeable future.

Our company's ability to conduct the planned work programs on our mineral properties, meet our ongoing levels of corporate overhead and discharge our liabilities as they become due is dependent, in large part, on the ability of our management to raise additional funds as necessary. Management anticipates that additional equity financings will need to be conducted to raise additional funds which, if successful, will result in dilution in the equity interests of our company's current shareholders. Obtaining commercial loans, assuming those loans would be available, will increase our liabilities and future cash commitments. Although we have secured financings in the past, there is no assurance that we will be able to do so in the future on terms that our favourable to our company or at all. Our company's ability to raise additional funds in the future and its liquidity may be negatively impacted by a number of factors, including changes in commodity prices, market volatility and general economic downturns.

There is substantial doubt about our ability to continue as a going concern as the continuation of our business is dependent upon obtaining further long-term financing, successful exploration of our property interests, the identification of reserves sufficient enough to warrant development, successful development of our property interests and, finally, achieving a profitable level of operations. Due to the uncertainty of our ability to meet our current operating and capital expenses, our independent auditors added an explanatory paragraph to their audit report issued in connection with our annual audited financial statements for the year ended July 31, 2015 regarding their substantial doubt about our ability to continue as a going concern.

Capital Resources

We have the following commitments for capital expenditures with respect to our mineral properties as of January 31, 2016. The expenditures are optional and we may decide not to incur such payments in the event we do not decide to pursue further exploration with respect to such properties.

- *Quebec Gaspe Bay Aluminous Clay and Rare Earth Prospect:*
    - Two Gaspe Bay claims will expire on July 11, 2016. In order to renew these two claims for another two years, we are required to incur a minimum of $2,400 in exploration on these claims by May 9, 2016 or pay it in annual rental income to the Minister of Finance by July 11, 2016. Fees associated with these claims are $109 if pay by May 9, 2016 or it will be doubled to $218 if pay between May 9, 2016 and July 11, 2016.
- *Ontario Albany East Hydrothermal Graphite Prospect*:
    - These mineral claims are in good standing until July 5, 2016. In order to keep these claims in good standing, our company is required to incur a minimum of $10,400 in exploration expenditures on these claims by July 5, 2016.
- *Ontario Kenagami Hydrothermal Graphite Prospect*:
    - November 2013 purchase agreement and December 2014 amendment: As at January 31, 2016, our company is required to pay $20,000 in acquisition costs prior

to September 25, 2016. These mineral claims are in good standing until September 25, 2016. In order to keep these claims in good standing, our company is required to incur a minimum of $1,600 in exploration expenditures on these claims by September 25, 2016.

- *Yukon Quartz Claims*:
    - One Yukon Quartz claim is in good standing until July 3, 2016. In order to renew this claim for another year, we are required to pay an annual rent of $105 to the Government of Yukon by July 3, 2016 for the Yukon Quartz claims, unless we spend an amount greater than that in exploration beforehand. In addition, we are also required to pay the claim recording fees of $5 to the Government of Yukon by July 3, 2016.
    - Two Yukon Quartz claims are in good standing until October 3, 2016. In order to renew these claims for another year, we are required to pay an annual rent of $210 to the Government of Yukon by October 3, 2016 for the Yukon Quartz claims, unless we spend an amount greater than that in exploration beforehand. In addition, we are also required to pay the claim recording fees of $10 to the Government of Yukon by October 3, 2016.

If we elect to meet these capital expenditure requirements, it is expected that in addition to using funds currently available to our company, additional funds will need to be raised through equity financings, shareholder loans or otherwise. Our company's ability to raise additional funds is subject to a number of uncertainties and risk factors. See "Liquidity and Capital Resources – Liquidity".

See "Nature of Business – Mineral Properties" for a discussion of our company's capital expenditure commitments with respect to our mineral properties.

Operating Activities

During the six months ended January 31, 2016 and January 31, 2015, operating activities used cash of $35,669 and $185,738, respectively. The use of cash for the six months ended January 31, 2016 was mainly attributable to our loss for the period of $144,883, offset mainly by non-cash accounts payable and accrued liabilities of $105,159. The use of cash for the six months ended January 31, 2015 was attributable to our loss for the period of $309,842, offset by non-cash accounts payable and accrued liabilities of $125,192.

Investing Activities

During the six months ended January 31, 2016 and January 31, 2015, investing activities used cash of $2,210 and $4,000, respectively, due to investments in exploration and evaluation assets.

Financing Activities

During the six months ended January 31, 2016, we were provided no cash from financing activities. During the six months ended January 31, 2015, we were provided $251,942 from financing activities due to proceeds from issuance of share capital of $415,000 and proceeds from loan issuance of $10,000, offset by loan repayments of $160,000 and from share issue costs of $13,058.

Changes in Accounting Policies

Accounting standards issued but not yet effective

We have reviewed new and revised accounting pronouncements that have been issued but are not yet effective. We have not early adopted any of these standards and are currently evaluating the impact, if any, that these standards might have on our condensed interim financial statements.

IFRS 9 – Financial Instruments ("IFRS 9")

In November 2009, the IASB issued IFRS 9 Financial Instruments as the first step in its project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on an entity's business model and the contractual cash flow of the financial asset. Classification is made at the time the financial asset is initially recognized, namely when the entity becomes a party to the contractual provisions of the instrument.

IFRS 9 amends some of the requirements of IFRS 7 Financial Instruments: Disclosures, including added disclosures about investments in equity instruments measured at fair value in other comprehensive income, and guidance on financial liabilities and derecognition of financial instruments. The amended standard is effective for annual periods beginning on or after January 1, 2018.

Off-Balance Sheet Arrangements

Our company does not utilize off-balance sheet arrangements.

Related Parties Transactions

As at January 31, 2016, accounts payable and accrued liabilities include $297,136 (July 31, 2015: $291,652) payable to three directors and one former director of the Company and one public company with two common directors and a common officer for unpaid fees. We accrued $9,961 payable to Makena Resources Inc., a public company with common directors, for reimbursement of accounting expenses. We also accrued a total of $281,075 payable to a former director from May 2012 to April 2015 with respect to unpaid management fees. We also accrued $6,100 in aggregate to our three directors for 2015 directors' fees.

During the six months ended January 31, 2016, office and miscellaneous expenses included $3,000 which was for reimbursement of accounting overhead to Makena Resources. These amounts are unsecured, non-interest bearing and payable on demand.

These transactions are in the normal course of operations and were measured at the exchange amount, which is a reasonable amount agreed upon by our company and the particular related party or parties.

Financial Instruments and Other Instruments

Our company's financial instruments consist of cash, accounts payable and accrued liabilities, loans payable, and receivables. Unless otherwise noted, it is management's opinion that our company's current financial instruments will not be affected by interest rate risk, foreign exchange risk, credit risk and price risk. The fair value of these financial instruments approximates their carrying value, unless otherwise noted.

Proposed Transactions

Our company does not have any proposed transactions as of the date of this report.

Additional Disclosure for Venture Issuers without Significant Revenue

During the six months ended January 31, 2016 and 2015, our company incurred expenses including the following:

	2016	**2015**
Operating expenses	$144,883	$309,842
Capitalized exploration costs	$212	$1,575
Capitalized acquisition costs	$32,000	$Nil

Please refer to Note 6 *Exploration and Evaluation Assets* in the condensed interim financial statements for the six months ended January 31, 2016 for a description of the capitalized acquisition and exploration costs presented on a property-by-property basis.

Additional Disclosure of Outstanding Share Data

Common Shares

Our company has authorized an unlimited number of common shares without par value.

As at January 31, 2016 and March 21, 2016 we had 89,511,631 common shares issued and outstanding.

Stock options

As at January 31, 2016 and March 21, 2016, we had 2,556,000 share purchase options outstanding and exercisable entitling the holders thereof the right to purchase one common share for each option held as follows:

Number	Exercise Price	Expiry Date
328,500	$0.20	January 13, 2017
29,000	$0.20	October 11, 2017
2,198,500	$0.10	September 3, 2018
2,556,000		

Warrants

As at January 31, 2016 and March 21 2016, we had 52,062,595 share purchase warrants outstanding. Each warrant entitles the holder the right to purchase one common share as follows:

Number	Exercise Price	Expiry Date
4,604,095	$0.50	September 6, 2016
175,000	$0.60	September 6, 2016
5,348,500	$0.20	January 28, 2018
41,935,000	$0.05	December 18, 2019
52,062,595		

Risks and Uncertainties

Because of the unique difficulties and uncertainties inherent in mineral exploration ventures, we face a high risk of business failure.

Potential investors should be aware of the difficulties normally encountered by mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration program that we intend to undertake on our properties and any additional properties that we may acquire. These potential problems include unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates. The expenditures to be made by us in the exploration of our properties may not result in the discovery of any mineral deposits. Any expenditure that we may make in the exploration of any other mineral property that we may acquire may not result in the discovery of any commercially exploitable mineral deposits. Problems such as unusual or unexpected geological formations and other conditions are involved in all mineral exploration and often result in unsuccessful and/or expensive exploration efforts. If the results of our exploration do not reveal viable commercial mineralization, we may decide to abandon or sell some or all of our property interests.

Because of the speculative nature of the exploration of mineral properties, there is no assurance that our exploration activities will result in the discovery of any quantities of mineral deposits on our current properties or any other additional properties we may acquire.

We intend to continue exploration on our current properties and we may or may not acquire additional interests in other mineral properties. The search for mineral deposits as a business is extremely risky. We can provide investors with no assurance that exploration on our current properties, or any other property that we may acquire, will establish that any commercially exploitable quantities of mineral deposits exist. Additional potential problems may prevent us from discovering any mineral deposits. These potential problems include unanticipated problems relating to exploration and additional costs and expenses that may exceed current estimates. If we are unable to establish the presence of mineral deposits on our properties, our ability to fund future exploration activities will be impeded, we will not be able to operate profitably and investors may lose all of their investment in our company.

Because of the inherent dangers involved in mineral exploration and exploitation, there is a risk that we may incur liability or damages as we conduct our business.

The search for mineral deposits involves numerous hazards. As a result, we may become subject to liability for such hazards, including pollution, cave-ins and other hazards against which we cannot insure or against which we may elect not to insure. At the present time we have no coverage to insure against these hazards. The payment of such liabilities may have a material adverse effect on our financial position.

The potential profitability of mineral ventures depends in part upon factors beyond the control of our company and even if we discover and exploit mineral deposits, we may never become commercially viable and we may be forced to cease operations.

The commercial feasibility of an exploration program on a mineral property is dependent upon many factors beyond our control, including the existence and size of mineral deposits in the properties we explore, the proximity and capacity of processing equipment, market fluctuations of prices, taxes, royalties, land tenure, allowable production and environmental regulation. These factors cannot be accurately predicted and any one or a combination of these factors may result in our company not receiving any return on invested capital. These factors may have material and negative effects on our financial performance and our ability to continue operations.

Exploration and exploitation activities are subject to comprehensive regulation which may cause substantial delays or require capital outlays in excess of those anticipated causing an adverse effect on our company.

Exploration and exploitation activities are subject to foreign, federal, provincial, and local laws, regulations and policies, including laws regulating the removal of natural resources from the ground and the discharge of materials into the environment. Exploration and exploitation activities are also subject to foreign, federal, provincial, and local laws and regulations which seek to maintain health and safety standards by regulating the design and use of drilling methods and equipment. Properties may also be subject to complex Aboriginal claims.

Environmental and other legal standards imposed by foreign, federal, provincial, or local authorities may be changed and any such changes may prevent us from conducting planned activities or may increase our costs of doing so, which would have material adverse effects on our business. Moreover, compliance with such laws may cause substantial delays or require capital outlays in excess of those anticipated, thus causing an adverse effect on us, especially, foreign laws and regulations. Additionally, we may be subject to liability for pollution or other environmental damages that we may not be able to or elect not to insure against due to prohibitive premium costs and other reasons. Any laws, regulations or policies of any government body or regulatory agency may be changed, applied or interpreted in a manner which will alter and negatively affect our ability to carry on our business.

Because our property interests may not contain any mineral deposits and because we have never made a profit from our operations, our securities are highly speculative and investors may lose all of their investment in our company.

Our securities must be considered highly speculative, generally because of the nature of our business and our stage of explorations. We currently have exploration stage property interests which may not contain mineral deposits. We may or may not acquire additional interests in other mineral properties but we do not have plans to acquire rights in any specific mineral properties as of the date of this Management's Discussion and Analysis. Accordingly, we have not generated any revenues nor have we realized a profit from our operations to date and there is little likelihood that we will generate any revenues or realize any profits in the short term. Any profitability in the future from our business will be dependent upon locating and exploiting mineral deposits on our current properties or mineral deposits on any additional properties that we may acquire and subsequent development. The likelihood that any mineral properties that we may acquire or have an interest in will contain commercially exploitable mineral deposits is extremely remote. We may never discover mineral deposits in respect to our current properties or any other area, or we may do so and still not be commercially successful if we are unable to exploit those mineral deposits profitably. We may not be able to operate profitably and may have to cease operations, the price of our securities may decline and investors may lose all of their investment in our company.

As we face intense competition in the mineral exploration and exploitation industry, we will have to compete with our competitors for financing and for qualified managerial and technical employees.

Our competition includes large established mining companies with substantial capabilities and with greater financial and technical resources than we have. As a result of this competition, we may have to compete for financing and be unable to conduct any financing on terms we consider acceptable. We may also have to compete with the other mining companies for the recruitment and retention of qualified managerial and technical employees. If we are unable to successfully compete for financing or for qualified employees, our exploration programs may be slowed down or suspended, which may cause us to cease operations as a company.

We have a history of losses and have a deficit, which raises substantial doubt about our ability to continue as a going concern.

We have not generated any revenues during the six months ended January 31, 2016 and 2015. We will continue to incur operating expenses without revenues if and until we engage in commercial operations. Our accumulated loss as of January 31 2016 was $12,299,181 since inception. We had cash in the amount of $3,819 as at January 31, 2016. We estimate our average monthly operating expenses to be approximately $10,000 each month. We cannot provide assurances that we will be able to successfully explore and develop our property interests. These circumstances raise substantial doubt about our ability to continue as a going concern, which was also described in an explanatory paragraph to our independent auditors' report on our audited financial statements, July 31, 2015. If we are unable to continue as a going concern, investors will likely lose all of their investments in our company.

Our future is dependent upon our ability to obtain financing and if we do not obtain such financing, we may have to cease our exploration activities and investors could lose their entire investment.

There is no assurance that we will operate profitably or will generate any positive cash flow in the future. We will require additional financing in order to proceed with the exploration and, if warranted, development of our properties. We will also require additional financing for the fees we must pay to maintain our status in relation to the rights to our properties and to pay the fees and expenses necessary to operate as a public company. We will also need more funds if the costs of the exploration of our mineral claims are greater than we have anticipated. We will require additional financing to sustain our business operations if we are not successful in earning revenues.

We will also need further financing if we decide to obtain additional mineral properties. We currently do not have any arrangements for further financing and we may not be able to obtain financing when required. Our future is dependent upon our ability to obtain financing. If we do not obtain such financing, our business could fail and investors could lose their entire investment.

Our directors and officers are engaged in other business activities and accordingly may not devote sufficient time to our business affairs, which may affect our ability to conduct operations and generate revenues.

Our directors and officers are involved in other business activities. As a result of their other business endeavours, our directors and officers will exercise their fiduciary duties and duty of care but nonetheless may not be able to devote sufficient time to our business affairs, which may negatively affect our ability to conduct our ongoing operations and our ability to generate revenues. In addition, the management of our company may be periodically interrupted or delayed as a result of our officers' other business interests.

RISKS RELATING TO OUR COMMON STOCK

A decline in the price of our common stock could affect our ability to raise further working capital and adversely impact our ability to continue operations.

A prolonged decline in the price of our common stock could result in a reduction in the liquidity of our common stock and a reduction in our ability to raise capital. Because a significant portion of our operations have been and will be financed through the continued sale of equity securities, a decline in the price of our common stock could be especially detrimental to our liquidity and our operations. Such reductions may force us to reallocate funds from other planned uses and may have a significant negative effect on our business plan and operations, including our ability to continue our current operations. If our stock price declines, we can offer no assurance that we will be able to raise additional capital or generate funds from operations sufficient to meet our obligations. If we are unable to raise sufficient capital in the future, we may not be able to have the resources to continue our normal operations or become insolvent.

The market price for our common stock may also be affected by our ability to meet or exceed expectations of analysts or investors. Any failure to meet these expectations, even if minor, may have a material adverse effect on the market price of our common stock and our operations as a result.

Additional Information

We file annual and interim reports, information circulars and other information with certain Canadian securities regulatory authorities. The documents filed with the Canadian securities regulatory authorities are available at http://www.sedar.com.