Dated: June 4, 2015

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

This Management's Discussion and Analysis ("MD&A") covers the financial statements of Tanzania Minerals Corp. (the "Company") as at February 28, 2015, and for the year then ended (the "Financial Statements"). This MD&A should be read in conjunction with the audited annual financial statements and notes thereto for the year ended February 28, 2014 (the "Annual Financial Statements"). The information contained in this report is current to June 4, 2015, and has been reviewed by the Company's auditors.

The accompanying annual consolidated financial statements have been prepared by management and are in accordance with International Financial Reporting Standards ("IFRS") and all amounts are expressed in Canadian dollars unless otherwise noted. Other information contained in this document has also been prepared by management and is consistent with the data contained in the Annual Financial Statements.

The Company's certifying officers are responsible for ensuring that the Financial Statements and MD&A 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 was made. The Company's officers certify that the Financial Statements and MD&A fairly present, in all material respects, the financial condition, result of operations and cash flows, of the Company as the date hereof.

The Board of Directors approves the Financial Statements and MD&A, and ensures that the Company's officers have discharged their financial responsibilities. The Board's review is accomplished principally through the Audit Committee, which reviews and approves all financial reports prior to filing.

FORWARD-LOOKING STATEMENT

Certain statements in this report may constitute forward-looking statements that are subject to risks and uncertainties. A number of important factors could cause actual outcomes and results to differ materially from those expressed in these forward-looking statements. Consequently, readers should not place any undue reliance on such forward-looking statements. In addition, these forward-looking statements relate to the date on which they were made.

CORPORATE OVERVIEW

The Company is in the business of exploration and evaluation of mineral properties in Tanzania, Africa through its wholly owned subsidiary, Tansmin Resources (Tanzania) Limited ("Tansmin"). The Company was incorporated under the laws of British Columbia on June 29, 2007. The Company is in the process of exploring and evaluating its mineral properties and has not yet determined whether these properties contain ore reserves which are economically recoverable.

The Company, through Tansmin holds the Mrangi prospecting licence (PL 4439/07) located in the Musoma – Mara Greenstone Belt. This belt hosts significant gold mining operations. It is located 50 kilometres south west of Musoma, 40 kilometres west south west of the Kiabakari mine and 67 kilometres west of the Buhemba mine and hosts both oxide and sulphide gold mineralization in structurally complex zones. The Company has rights to 14 prospecting licenses covering 1,184 square kilometres in the Lake Victoria Goldfield.

SUMMARY

On August 9, 2012, the Company entered into an option agreement with Karoo Exploration Corp. ("Karoo") a company with three directors in common with the Company, whereby Karoo can acquire a 100% interest in certain mineral claims located in the Songea and Lindi regions of southern Tanzania (the "Option"). In order to acquire the interest, Karoo must:

(a) Issue 2,000,000 common shares to the Company as follows:

i. 1,000,000 common shares on or before the one year anniversary of the closing date of the agreement ("Closing Date"). Karoo and the Company have agreed to extend the issuance of these shares to August 9, 2014 without amending the Agreement; these shares were issued to the Company during the period ended November 30, 2014, and have a fair value of $20,000.
ii. an additional 500,000 common shares on or before the two year anniversary of the Closing Date. Karoo and the Company agreed to extend the issuance of these shares to the third year anniversary, and
iii. an additional 500,000 common shares on or before the three year anniversary of the Closing Date. Karoo and the Company have agreed to extend the issuance of these shares to the fourth year anniversary.

(b) Incur exploration expenditures totaling $750,000 as follows:

i. $150,000 on or before the one year anniversary of the Closing Date (completed);
ii. an additional $250,000 on or before the two year anniversary of the Closing Date. During the current period, Karoo and the Company agreed to extend to the third year anniversary of the Closing Date, and
iii. an additional $350,000 on or before the three year anniversary of the Closing Date. During the current period, Karoo and the Company agreed to extend to the fourth year anniversary of the Closing Date.

Upon exercise of the Option, the Company will retain a 2% Net Smelter Royalty ("NSR"). One half of the NSR and a right of first refusal on the other half can be purchased by Karoo for $2,000,000. The other half can be purchased by Karoo for $5,000,000.

During the term of the Option, the Company will have the right to nominate two individuals to the Board of Directors of Karoo.

On June 25, 2014, the Company entered into an amended promissory note with Karoo in the principal amount of $86,520 which is owing for expenditures incurred by the Company on behalf of Karoo. This amount accrues annual interest of 2.5% starting June 25, 2014, payable quarterly until the note is paid in full. On November 18, 2014, Karoo issued 250,000 common shares with a 4 month hold period at a value of $5,000 to extend the principal repayment date on the amended note payable by one year to June 25, 2015.

On October 21, 2014, the Company has entered into an asset purchase agreement with Twigg Gold Ltd. ("Twigg") for a 75% and 90% interest in the Igurubi and Msasa gold projects, respectively for consideration of US $350,000 and 7,000,000 common shares upon the completion of its due diligence on both projects and reaching a definitive agreement.

This agreement may be terminated by the written explicit mutual consent of the parties at any time prior to the closing date. The Company has the right to terminate this agreement at any time prior to closing, provided that:

(a) there is a material breach of any warranty made by Twigg under this agreement, the Company has given written notice of such termination to Twigg (which has not been remedied by Twigg within 30 days from such notice having been served by the Company)

(b) the Company has provided written notice of such termination to Twigg, and has paid a $50,000 cash payment to Twigg.

On November 10, 2014 announced that the Company will commence work at Igurubi as provided for by the terms of the definitive agreement subject to transaction approval by the exchange and subsequent closing. The initial part of the programme will focus on the review and expansion of the work compiled by the previous owner in order to deliver an aggressive plan to explore and develop the project.

On November 10, 2014, the Company announced the appointment of Mr. Sidney Soronow, LL.B. to the Board of Directors. Also, the Company announced that it had granted incentive stock options to directors, officers and insiders of the Company to purchase up to 3,150,000 common shares of the Company at a price of $0.05 per share, exercisable for a period of five years.

On November 24, 2014, the Company announced that it had been provisionally granted two additional licences, HQ-P258715 and HQ-P28716, contiguous to the recently acquired Igurubi gold property. The acquisition increases the Igurubi project area by 117.46 km^2 for a total project area of 228.32 km^2.

On February 10, 2015, the Company announced that the Company focused its exploration work on licences HQ-P258715 and HQ-P28716 which included reconnaissance geological mapping locating artisanal workings, and ground-truthing previous operator's field observations. A total of 2,822 soil samples were collected from soil lines, equivalent to 125 line kms, adopting a 50 m by 200 m grid pattern covering the southeastern extension of the Igurubi mineralized structure.

On March 11, 2015, the Company announced exploration work on Igurubi licences PL 7867/2012, PL 2212/2003, PL 7426/2011, and HQ-P28716 is continuing in the form of geological mapping, locating artisanal workings, collecting verification mineralized samples, and shallow soil samples. To date, a total of 4,862 soil samples have been collected from four of the five licences that comprise the Igurubi property.

Thirty soil lines, equivalent to 145 line kms, adopting a 50 m by 200 m grid pattern covering the southeastern extension of the Igurubi mineralized structure on PL 7426/2011 and HQ-P28716. An additional 22 soil lines, totalling 96.5 line km, adopting a 50 by 400 m grid pattern were also sampled over the existing mineralization on PL 2212/2003, PL 7426/2011 and possible extensions into PL 7867/2012. All of the samples were analyzed by a handheld XRF instrument to determine their multi-element geochemical signature. Based on anomalous concentrations of copper, arsenic and bismuth a subset of the samples were submitted to an accredited assay lab for low-detection level gold analysis.

Additionally, twenty-four rock (grab) samples were collected from artisanal shafts and workings in order to determine gold abundance in the various mineralized samples (sulphide- or hematite-dominated) and host rock (barren or wallrock). The samples were analysed at SGS Laboratories in Mwaza for gold, and the summary results are present below.

Summary results of gold concentration (in ppm) of artisanal workings:

Rock Description	n	Mean (ppm)	StdDev	Min (ppm)	Max (ppm)
Barren	6	0.06	0.07	0.01	0.19
Wallrock	4	0.87	0.84	0.09	2.02
Sulphide-dominated	7	5.93	13.94	0.04	37.5
Hematite-dominated	7	8.55	13.46	1.14	37.5

The gold concentrations are in good agreement with previous operators and the observations and XRF trace metal geochemistry have been used to refine the Company's exploration model at Igurubi.

On March 30, 2015, the Company announced that the TSX Venture Exchange accepted the agreement for expedited filing whereby the Company may acquire a 75% interest in the Igurubi project and 90% interest in the Msasa project located in Tanzania. The consideration payable to the Vendor consists of U.S. $350,000 cash and 7,000,000 common shares of the Company.

The Company continues to work with Twigg Gold Ltd. to bring the closing conditions of the transaction to completion and bring the transaction to a close.

RESULTS OF OPERATIONS

For the three months ended February 28, 2015

The following analysis of the Company's operating results in the three months ended February 28, 2015, includes a comparison against the previously completed three months ended February 28, 2014.

Revenue:

The company has no revenue, as there are no active business operations.

Expenses:

Consulting fees for the three months ended February 28, 2015 were $85,236 compared to $428,391 for the three months ended February 28, 2014. The decrease in costs is reflective of the Company's one time severance payment to the former CEO in the previous period.

General and administration costs for the three months ended February 28, 2015 were $94,055 compared to $76,541 for the three months ended February 28, 2014. The increase in costs is reflective of the Company's increase of payroll and related expenses for Tanzania office and workers in the current period.

Professional fees for the three months ended February 28, 2015 were $24,121 compared to $33,372 for the three months ended February 28, 2014. The decrease in costs is reflective of no legal fees for the Company in the current period.

Property examination for the three months ended February 28, 2015 was $17,148 compared to $71,590 for the three months ended February 28, 2014. The decrease in costs is reflective of the additional costs incurred on a proposed property transaction from the previous period.

Travel and promotion for the three months ended February 28, 2015 were $17,009 compared to $67,851 for the three months ended February 28, 2014. The decrease in costs in the current period is reflective of the decreased travel and related expenses by executives.

Share-based compensation for the three months ended February 28, 2015 was $Nil compared to $Nil for the three months ended February 28, 2014.

Loss for the period

The net loss for the three months ended February 28, 2015 was $248,047 as compared to a net loss of $665,787, for the three months ended February 28, 2014. This represents a decrease in net loss of $417,740 and is primarily due to the items discussed above.

For the year ended February 28, 2015

The following analysis of the Company's operating results in the year ended February 28, 2015, includes a comparison against the previously completed year ended February 28, 2014.

Revenue:

The company has no revenue, as there are no active business operations.

Expenses:

Consulting fees for the year ended February 28, 2015 were $412,658 compared to $715,116 for the year ended February 28, 2014. The decrease in costs is reflective of the Company's one time severance payment to the former CEO in the previous year.

General and administration costs for the year ended February 28, 2015 were $362,146 compared to $385,338 for the year ended February 28, 2014. The decrease in costs is reflective of the Company's decrease of payroll and related expenses for Tanzania office and workers in the current year.

Professional fees for the year ended February 28, 2015 were $168,633 compared to $139,103 for the year ended February 28, 2014. The increase in costs is reflective of the Company's legal fees associated to the Twigg Gold Ltd. property acquisition in the current year.

Property examination for the year ended February 28, 2015 was $28,247 compared to $291,338 for the year ended February 28, 2014. The decrease in costs is the Company's transferring expenses originally paid by the Company which relate to a property transferred to Karoo Exploration Corp. These amounts are owed by Karoo Exploration Corp., a related party.

Travel and promotion for the year ended February 28, 2015 were $89,775 compared to $125,776 for the year ended February 28, 2014. The decrease in costs in the current year is reflective of the decreased travel and related expenses by executives.

Share-based compensation for the year ended February 28, 2015 was $111,140 compared to $Nil for the year ended February 28, 2014. The current year had an option grant of 3,150,000 options at $0.05.

Loss for the year

The net loss for the year ended February 28, 2015 was $1,166,994 as compared to a net loss of $1,633,664, for the year ended February 28, 2014. This represents a decrease of net loss of $466,670 and is primarily due to the items discussed above.

SELECTED ANNUAL INFORMATION

	Year ended February 28, 2015	Year ended February 28, 2014	Year ended February 28, 2013
Interest income	$10,657	$32,082	$52,563
Net loss	$(1,166,994)	$(1,633,664)	$(1,571,297)
Basic & diluted loss per share	$(0.02)	$(0.02)	$(0.02)
Total assets	$4,687,968	$5,434,822	$6,957,220
Total long-term liabilities	$-	$-	$-
Cash dividends	$-	$-	$-

SUMMARY OF QUARTERLY RESULTS

	4th Quarter Ended February 28, 2015	**3rd Quarter Ended November 30, 2014**	**2nd Quarter Ended August 31, 2014**	**1st Quarter Ended May 31, 2014**
(a) Revenue	$ -	$ -	$ -	$ -
(b) Net loss for period	$(248,046)	$(428,492)	$(248,123)	$(242,333)
(c) Net loss per share[1]	$(0.003)	$(0.006)	$(0.003)	$(0.003)
(d) Total assets	$4,687,968	$4,686,717	$4,844,220	$5,127,929
(e) Total liabilities	$30,737	$67,611	$39,238	$82,553

	4th Quarter Ended February 28, 2014	**3rd Quarter Ended November 30, 2013**	**2nd Quarter Ended August 31, 2013**	**1st Quarter Ended May 31, 2013**
(a) Revenue	$ -	$ -	$ -	$ -
(b) Net loss for period	$(665,787)	$(356,652)	$(351,536)	$(259,689)
(c) Net loss per share[1]	$(0.009)	$(0.005)	$(0.005)	$(0.004)
(d) Total assets	$5,434,822	$6,114,785	$6,581,182	$6,643,334
(e) Total liabilities	$72,388	$119,486	$244,692	$96,387

[1] Numbers have been rounded to the next decimal for presentation purposes.

The Company is in the business of exploration and evaluation of mineral properties, and therefore has had no revenue to report since inception. The Company's operating costs consist primarily of corporate consulting, professional fees and travel costs.

LIQUIDITY

The Financial Statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. The Financial Statements do not reflect adjustments that may be necessary if the going concern assumption were not appropriate. If the going concern basis were not appropriate, adjustments may be necessary to the carrying amounts and/or classification of assets and/or liabilities and the reported expenses in these consolidated financial statements. Such adjustments could be material.

As at February 28, 2015, the Company has accumulated losses of $12,190,044 since its inception, and expects to incur further losses in pursuit of its mineral exploration opportunities. The Company has cash and cash equivalents of $251,304 as at February 28, 2015, and its working capital of $254,697 is considered to be sufficient to meet its short term business requirements.

The Company's ability to continue as a going concern in the long term is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. The Company is a junior exploration company without operating revenues and therefore, the Company must utilize its current cash reserves, funds obtained from the exercise of warrants and stock options and other financing transactions to maintain the Company's capacity to meet working capital requirements and ongoing exploration program, or to fund any further development activities. See "Risk Factors" of this MD&A.

As at the date of this report, the Company's cash position is sufficient to cover initial exploration initiatives and administrative expenses for the next fiscal year, however, the Company will require additional financing in order to continue its exploration, and if warranted development, of the Company's mining endeavors. The Company does not expect to generate material revenue from mining operations or to achieve self-sustaining commercial mining operations for several years. Consequently, the Company may seek future financing by means of private placements or debt financing in order to fund its exploration activities. There is no guarantee that additional financing will be available or that it will be available on terms acceptable to management of the Company. No assurance can be given that the Company will be successful in raising the funds required to realize on the Company's exploration programs. These factors all cast doubt about the liquidity of the Company and its ability to continue as a going concern.

CAPITAL RESOURCES

The Company defines capital as consisting of equity, being comprised of issued capital stock, reserves, deficit and accumulated other comprehensive income. The Company's objectives when managing capital are primarily to support the creation of shareholder value, but also to ensure that the Company is able to meet its financial obligations as they become due. The Company has not declared or paid any dividends on its common shares.

The mineral exploration opportunities in which the Company currently has interests are in the exploration stage; as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed.

The Company's officers and senior management take full responsibility for managing the Company's capital and do so through periodic meetings and regular review of financial information. The Company's Board of Directors is responsible for overseeing this process.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and equivalents, receivables, due from related party, investment and accounts payable and accrued liabilities. The fair value of the Company's receivables, due from related party, and accounts payable and accrued liabilities approximate the carrying value, which is the amount on the consolidated statements of financial position dates due to their short-term maturities or ability of prompt liquidation. The Company's other financial instruments, cash and cash equivalents, and the investment, under the fair value hierarchy are based on level one quoted prices in active markets for identical assets or liabilities.

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk as the majority of its cash is held at a large Canadian bank.

The Company's receivables consist mainly of input tax credits receivable from the Government of Canada, and amounts due from related parties, and as a result the Company does not believe it is subject to significant credit risk.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at February 28, 2015, the Company had cash and cash equivalents of $251,304 to settle current liabilities of $30,737. Management believes the Company has sufficient funds to meet its obligations as they become due.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

The Company has cash and cash equivalents balances and no interest bearing debt. The interest earned on cash and cash equivalents is insignificant, and the Company does not rely on interest received to fund its operations. As a result, the Company is not at a significant risk to fluctuating interest rates.

b) Currency risk

The Company's operations are in Canada and Tanzania. The international nature of the Company's operations results in foreign exchange risk as transactions are denominated in foreign currency.

The operating results and the financial position of the Company are reported in Canadian dollars. The fluctuations of the operating currencies in relation to the Canadian dollar will, consequently, have an impact upon the reported results of the Company and may also affect the value of the Company's assets and liabilities.

Sensitivity Analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible".

As at February 28, 2015, the majority of the Company's net US dollar financial assets are held by Tansmin, which has a US dollar function currency. Therefore a 10% change in the Canadian dollar versus the US dollar exchange rate would not have a significant impact on net loss.

The Company also has an insignificant amount of net assets denominated in the Tanzanian shilling. A 10% change in the Tanzanian shilling versus the Canadian dollar would also not have a significant impact on net loss. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

c) Price risk

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

SHARE CAPITAL

Authorized: Unlimited common shares without par value
Unlimited preferred shares without par value

Issued and Outstanding:

The Company has the following common shares issued and outstanding:

Security Description	February 28, 2015	June 4, 2015
Common shares	72,153,197	72,153,197
Stock Options	7,050,000	7,050,000
Warrants	8,182,000	8,182,000

TRANSACTIONS WITH RELATED PARTIES

Related parties and related party transactions impacting the accompanying financial statements are summarized below and include transactions with the following individuals or entities:

Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of

Directors and corporate officers.

Remuneration attributed to key management personnel can be summarized as follows:

	Years ended	
	February 28, 2015	**February 28, 2014**
Consulting and professional fees	$ 405,000	$ 686,500
Share-based compensation	85,560	-
	$ 490,560	$ 686,500

Other related parties

Other related parties include Encanto Potash Corp., a company with a common director; Karoo Exploration Corp. which has three directors, a chief executive officer, an executive of business development and a former chief financial officer in common with the Company; and 6362959 Manitoba Ltd., a company owned by the former CEO of the Company.Transactions entered into with related parties other than key management personnel include the following:

a) Paid or accrued office rent of $14,400 (February 28, 2014 - $14,400) to Encanto Potash Corp.

b) Paid or accrued office rent of $23,700 (February 28, 2014 - $1,600) to 6362959 Manitoba Ltd.

c) The Company removed $13,185 from its exploration and evaluation assets, as this equipment was transferred to Karoo Exploration Corp. The value of this equipment is included in amounts due to related party.

As at February 28, 2015, $8,300 (February 28, 2014, $8,325) was included in accounts payable due to the Corporate Secretary of the Company, to Ryan Walchuck, the VP of Corporate Development of the Company, James Walchuck, the Director of the Company, and Encanto Potash Corp., a company with a director of the Company who is CEO, May Lake Consulting Corp., a company owned by the CFO of the Company, and 6362959 Manitoba Ltd., a company owned by the former CEO of the Company.

As at February 28, 2015, $86,914 (February 28, 2014, $24,645) was included in due from related party and is due from Karoo Exploration Corp. which includes $46,370 recovered from property examination costs. This amount accrues annual interest of 2.5% starting June 25, 2014, payable quarterly. On November 18, 2014, Karoo Exploration Corp. issued 250,000 common shares at a value of $5,000 to extend the principal repayment date to June 25, 2015, on the note payable by one year with 4 month hold period.

The amounts due to related parties are non-interest bearing, unsecured and have no fixed terms of repayment.

COMMITMENTS

The Company has the following commitments with respect to the lease of its office in Dar es Salaam, Tanzania:

Fiscal Year End	**Office lease payments**
2016	$ 24,000
2017	2,000
	$ 26,000

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

SUBSEQUENT EVENT

On October 21, 2014, the Company announced that it had entered into an asset purchase agreement with Twigg Gold Ltd. ("Twigg") for a 75% and 90% interest in the Igurubi and Msasa, gold projects, respectively.

On March 30, 2015, the Company announced that the TSX Venture Exchange accepted the agreement for expedited filing whereby the Company may acquire a 75% interest in the Igurubi project and 90% interest in the Msasa project located in Tanzania. The consideration payable to Twigg consists of US $350,000 cash and 7,000,000 common shares of the Company.

The Company continues to work with Twigg to bring the closing conditions of the transaction to completion and bring the transaction to a close. This agreement may be terminated by the written explicit mutual consent of the parties at any time prior to the closing date. The Company has the right to terminate this agreement at any time prior to closing, provided that:

(c) there is a material breach of any warranty made by Twigg under this agreement, the Company has given written notice of such termination to Twigg (which has not been remedied by Twigg within 30 days from such notice having been served by the Company)

(d) the Company has provided written notice of such termination to Twigg, and has paid a $50,000 cash payment to Twigg.

ACCOUNTING POLICIES

For a summary of the Company's significant accounting policies and new standards adopted during the year, see Note 4 to the Annual Audited Financial Statements for the year ended February 28, 2015.

New accounting pronouncements

Effective March 1, 2014 the following standard was adopted but had no material impact on the financial statements.

- IFRS 2 (Amendment): The amendment clarifies vesting conditions by separately defining a performance condition and a service condition, both of which were previously incorporated within the definition of a vesting condition. The amendment is effective on a prospective basis for share-based payment transactions for which the grant date is on or after July 1, 2014.

- IAS 32 (Amendment): Standard amended to clarify requirements for offsetting financial assets and financial liabilities, effective for annual periods beginning on or after January 1, 2014

- IAS 36 (Amendment): The standard was amended to address the disclosures required regarding the recoverable amount of impaired assets or cash generating units (CGUs) for periods in which an impairment loss has been recognized or reversed.

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC. The following have not yet been adopted by the Company and are being evaluated to determine their impact.

- IFRS 7: Amended to require additional disclosures on transition from IAS 39 and IFRS 9, effective for annual periods beginning on or after January 1, 2015

- IFRS 9: New standard that replaced IAS 39 for classification and measurement, effective for annual periods beginning on or after January 1, 2018

RISKS AND UNCERTAINTIES

Resource exploration and evaluation is characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations of metal prices, the proximity and capacity of milling facilities, mineral markets, processing reagents and equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environment protection, the combination of which factors may result in the Company not receiving an adequate return on investment capital.

Exploration and Evaluation Efforts May Not Be Successful

There is no certainty that the expenditures to be made by the Company in the exploration of its properties as described herein will result in the discovery of mineralized material in commercial quantities. Most exploration projects do not result in the discovery of commercially mineable ore deposits and no assurance can be given that any particular level of recovery of ore reserves will in fact be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated by drilling results. Short term factors relating to ore reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. There can be no assurance that minerals recovered in small scale tests will be duplicated in large scale tests under on-site conditions or in production scale. Material changes in ore reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

Lack of Cash Flow

None of the Company's properties have advanced to the commercial production stage and the Company has no history of earnings or cash flow from operations. The Company does not expect to generate material revenue from mining operations or to achieve self-sustaining commercial mining operations for several years. The Company has paid no dividends on its shares since inception and does not anticipate doing so in the foreseeable future. Historically, the only source of funds available to the Company is through the sale of its securities. Future additional equity financing would cause dilution to current shareholders.

No Proven Reserves and Resources

The properties in which the Company has an interest or the right to earn an interest are in the exploratory stage only and are without a known body of ore in commercial production.

No Guarantee of Clear Title to Mineral Properties

While the Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties and properties in which it has the right to acquire or earn an interest are in good standing, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects.

Uncertainty of Obtaining Additional Funding Requirements

Programs planned by the Company may necessitate additional funding, which could cause a dilution of the value of the investment of the shareholders of the Company. The recuperation value of mining properties indicated in the statement of financial position depends on the discovery of mineralization that can be profitably exploited and on the Company's capacity to obtain additional funds in order to realize these programs.

The Company's exploration activities can therefore be interrupted at any moment if the Company is incapable of obtaining the necessary funds in order to continue any additional activities that are necessary and that are not described in the exploration programs outlined in the Company's geological report for its properties.

Mineral Prices May Not Support Corporate Profit
The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of mineral resources are developed, a profitable market will exist for the sale of same. Factors beyond the control of the Company may affect the marketability of any substances discovered. The price of minerals is volatile over short periods of time, and is affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining techniques.

Competition
The mining industry is intensively competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests as well as for the recruitment and retention of qualified employees.

Environmental Regulations
The current and future operations of the Company, including further exploration, development activities and commencement of production on its properties, require permits from various Provincial, Federal and State governmental authorities.

Such operations are subject to various laws governing land use, the protection of the environment, production, exports, taxes, labor standards, occupational health, waste disposal, toxic substances, mine safety and other matters. There can be no assurance, however, that all permits which the Company may require for construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions.

Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violation of applicable laws or regulations.

Environmental Impact
The Company does not believe that there are any significant environmental obligations requiring material capital outlays in the immediate future and anticipates that such obligations will only arise when full scale development commences. As the Company's project is still in the exploration and evaluation stage and

no significant environmental impact has occurred to date, the Company does not currently consider that expenditures required meeting any ongoing environmental obligations at the projects material to its results or to financial condition to the Company at this time. However, these costs may become material in the future and will be reported in the Company's filings at that time.

Uncertainty of Reserves and Mineralization Estimates
There are numerous uncertainties inherent in estimating proven and probable reserves and mineralization, including many factors beyond the control of the Company. The estimation of reserves and mineralization is a subjective process and the accuracy of any such estimates is a function of the quality of available data and of engineering and geological interpretation and judgment. Results of drilling, metallurgical testing and production and the evaluation of mine plans subsequent to the date of any estimate may justify revision of such estimates. No assurances can be given that the volume and grade of reserves recovered and rates of production will not be less than anticipated. Assumptions about prices are subject to greater uncertainty and metal prices have fluctuated widely in the past. Declines in the market price of base or precious metals also may render reserves or mineralization containing relatively lower grades of ore uneconomic to exploit. Changes in operating and capital costs and other factors including, but not limited to, short-term operating factors such as the need for sequential development of ore bodies and the processing of new or different ore grades, may materially and adversely affect reserves.

Operating Hazards and Risks Associated with the Mining Industry
Mining operations generally involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Hazards such as unusual or unexpected formations and other conditions are involved.

Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of precious and base metals, any of which could result in work stoppages, damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage. The Company may become subject to liability for cave-ins and other hazards for which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration activities.

The Ability to Manage Growth
Should the Company be successful in its efforts to develop its mineral properties or to raise capital for other mining ventures it will experience significant growth in operations. If this occurs management anticipates that additional expansion will be required in order to continue development. Any expansion of the Company's business would place further demands on its management, operational capacity and financial resources. The failure to manage growth effectively could have a material adverse effect on the Company's business, financial condition and results of operations.

Lack of Dividend Policy
The Company does not presently intend to pay cash dividends in the foreseeable future, as any earnings are expected to be retained for use in developing and expanding its business. However, the actual amount of dividends received from the Company will remain subject to the discretion of the Company's Board of

Directors and will depend on results of operations, cash requirements and future prospects of the Company and other factors.

Possible Dilution to Present and Prospective Shareholders
The Company's plan of operation, in part, contemplates the accomplishment of business negotiations by the issuance of cash, securities of the Company, or a combination of the two, and possibly, incurring debt. Any transaction involving the issuance of previously authorized but unissued common shares, or securities convertible into common shares, would result in dilution, possibly substantial, to present and prospective holders of common shares.

Dependence on Key Personnel
The Company strongly depends on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term.
As the Company's operations expand, additional general management resources will be required, especially since the Company encounters risks that are inherent in doing business in several countries.

Conflict of Interest
Certain directors of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploring natural resource properties.
Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board of Directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Lack of Trading
The lack of trading volume of the Company's shares reduces the liquidity of an investment in the Company's shares.

Volatility of Share Price
Market prices for shares of early stage companies are often volatile. Factors such as announcements of mineral discoveries, financial results, and other factors could have a significant effect on the price of the Company's shares.

CORPORATE GOVERNANCE

Management of the Company is responsible for the preparation and presentation of the financial statements and the accompanying notes, the MD&A, and other information contained in this report.
Management also has the responsibility for the maintenance of adequate accounting records and internal controls, prevention and detection of fraud and errors, safeguarding of assets, selection, and application of suitable policies, and appropriate disclosure and the timely disclosure of financial information in the financial statements. The preparation of the financial statements in accordance with IFRS is also the responsibility of management.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR at www.sedar.com