ROCKSHIELD CAPITAL CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED AUGUST 31, 2015

This discussion and analysis of financial position and results of operation is prepared as at October 14, 2015 and should be read in conjunction with the unaudited condensed consolidated interim financial statements and the accompanying notes for the nine months ended August 31, 2015, of Rockshield Capital Corp. ("Rockshield" or the "Company"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management's discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Forward Looking Statements

This report includes certain statements that may be deemed "forward looking statements" within the meaning of applicable securities legislation. All statements, other than statements of historical facts that address such matters as future events or developments that the Company expects, are forward looking statements and, as such, are subject to risks, uncertainties and other factors of which are beyond the reasonable control of the Company. Such statements are not guarantees of future performance and actual results or developments may differ materially from those expressed in, or implied by, this forward looking information. With respect to forward looking statements and information contained herein, we have made numerous assumptions including among other things, assumptions about economics and competition surrounding the services provided by the Company, anticipated costs and expenditures and the Company's ability to achieve its goals. Although management believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that a forward looking statement or information herein will prove to be accurate. Forward looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements or information. Factors that could cause actual results to differ materially from those in forward looking statements include such matters as continued availability of capital and financing and general economic, market or business conditions. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward looking statements or information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward looking statements or information. Any forward looking statements are expressly qualified in their entirety by this cautionary statement. The information contained herein is stated as of the current date and subject to change after that date and the Company does not undertake any obligation to update publicly or to revise any of the forward looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws.

Company Overview

The Company was incorporated under the provisions of the B.C. Business Company Act on October 23, 2007. On May 1, 2014 the Company voluntarily delisted its common shares from the TSX Venture Exchange ("TSXV") and on May 2, 2014, the Company's common shares commenced trading on the Canadian Securities Exchange ("CSE"). On May 30, 2014 the Company changed its name from CuOro Resources Corp. to Rockshield Capital Corp. with the CSE trading symbol of "RKS". The Company is a reporting issuer in British Columbia and Alberta. The Company's principal office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7.

The Company had been solely engaged in the acquisition and exploration of resource properties in Colombia. On May 6, 2014 the Company announced its intention to become a diversified company and carried on business both as an investment company and a resource company. As of the date of this MD&A the Company has made applications on two concessions (the "Pelaya Project") in Colombia.

The Company is also seeking opportunities in the investment sector, focusing on, but not limited to, investing in early stage, high growth companies offering capital appreciation potential. Such investee companies may be private or public companies and there is no bias to sector based on economic, financial and market conditions. The Company also takes advantage of special situations and investment opportunities; as such opportunities arise, and makes investments in other sectors which the Company identifies from time to time as offering particular value. The Company expects that its investment portfolio will, from time to time, be comprised of securities of both public and private issuers. As of the date of this MD&A the Company has made a number of investments, as described in "Investments".

In August 2014 the Company identified an investment opportunity in a former hardwood plywood mill located in Cochrane, Ontario. The Company entered into an arrangement with an experienced management team to acquire the assets of the plywood plant and raise capital to provide funding for additional capital purchases, start-up of operations and working capital. See also "Investment in REWP".

Investments

In fiscal 2014 the Company determined to diversify its business and seek opportunities in the investment sector with a particular focus on investments in early stage, high growth companies at all stages of development, including pre-initial public offering and /or early stage companies requiring start-up or development capital. The Company's investments in marketable securities include common shares and other equity instruments of Canadian and U.S. companies that are listed on the Toronto Stock Exchange, the TSX Venture Exchange or other stock exchanges of the United States of America. The majority of the marketable securities instruments are shares of companies in the mining, oil and gas, media technology and medical technology industries.

Management has designated its investments in common shares and warrants of publicly traded companies as "investments in equity instruments" with the change in fair value recognized in profit or loss. The carrying values of the common shares have been directly referenced to published price quotations in an active market. The carrying values of the warrants are valued at fair value using the Black-Scholes option pricing model.

As at August 31, 2015 the Company's investment portfolio and the carrying values are as follows:

	Number	Cost $	Unrealized Holding Gain (Loss) $	Carrying Value $
Common Shares				
Helius Medical Technologies Inc.	1,476,100	1,100,679	390,182	1,490,861
Hemisphere Energy Corporation	600,000	332,589	(215,589)	117,000
Eight Solutions Inc.	37,500	28,125	(12,188)	15,937
Bellatrix Exploration Ltd.	20,000	139,955	(90,155)	49,800
Saber Capital Corp. ("Saber")	1,200,000	77,100	12,900	90,000
Other	-	350,534	(80,704)	269,830
		2,028,982	4,446	2,033,428
Warrants	-	-	181,514	181,514
Other	-	106,084	-	106,084
		2,135,066	185,960	2,321,026

During the nine months ended August 31, 2015 the Company sold common shares of marketable securities for proceeds of $553,405 and recognized a loss of $113,114. In addition, the Company recorded a net unrealized loss of $3,705,551 on investments held on August 31, 2015.

Mr. David Doherty, a director of the Company, is the President, CEO and CFO of Saber and Mr. Frank Taggart, the President and CEO of the Company, is a director of Saber.

Investment in REWP

In fiscal 2014 the Company, through its 100% owned subsidiary, Rockshield Plywood Corp., together with a third-party industry management and investment group, identified a business opportunity in Cochrane, Ontario, Canada, to purchase the assets of a previously operating hardwood plywood mill. The mill went into bankruptcy in November 2013 and, in fiscal 2014, the Company and the third party group worked to purchase the key mill equipment to enable operations to resume. As at November 30, 2014 the Company had incurred $1,240,395 in deposits, equipment and costs towards its investment in the newly formed company, Rockshield Engineered Wood Products ULC ("REWP"). Subsequent to November 30, 2014 the Company incurred additional amounts on behalf of REWP and advanced a further $400,000 to REWP. On February 18, 2015 REWP issued 2,076,079 Class A common shares, representing an initial 59.32% ownership, for $1,500,000, and an initial promissory note for the principal amount of $381,907 to the Company. Additional advances were subsequently made by the Company and REWP issued additional promissory notes for $141,596.

The promissory notes bear interest at an interest rate of 18% per annum, compounded monthly. The principal amounts and all outstanding interest are due and payable within 30 days from: (i) the date on which REWP receives proceeds of not less than $1,500,000 from the sale of new subordinated debt; or (ii) the date that the Company demands payment, after June 30, 2015. During the nine months ended August 31, 2015 the Company recorded $49,919 of interest income.

REWP's business is to produce aspen core plywood for domestic and international markets. The core blanks of the products are made with aspen logs from sustainably managed forests in Northern Ontario. The majority of the panels will be hardwood plywood to which REWP adds a hardwood veneer, such as oak, cherry, maple, birch, etc., as an overlay to produce ready-to-use panels.

Since its formation REWP management has diligently worked towards raising debt financing and equity capital, obtaining government assistance, securing log supply and start-up of the plywood mill. Operating permits were obtained in February 2015. Operations commenced in late April 2015 and to August 31, 2015 REWP reported revenues of approximately $4,628,000 and a loss of approximately $2,750,000. Significant operating costs were incurred prior to start-up and reflect higher than expected heating costs due to an extremely cold winter and the impact of a one-month delay in the start-up of the mill. REWP reported that its operations had achieved break-even status for the month of August 2015.

Although the Company owned an initial 59.32% interest in REWP upon its initial capitalization the Company held a minority position on the Board of REWP and did not control operational decisions. Furthermore, REWP has subsequently completed a number of equity financings which has diluted the Company's ownership interest in REWP to 33.72%. The Company anticipates that it will receive distributions of net income and the Company also anticipates to realize proceeds from the ultimate disposition of its ownership interest in REWP. The Company's judgment is that it has significant influence, but not control of REWP. Accordingly the investment in REWP is accounted for under the equity method.

As at August 31, 2015 the Company's investment in and advances to REWP are as follows:

	$
Investment in REWP	
Common shares owned	1,500,000
Equity loss in REWP	(1,397,143)
Equity gain on REWP share issuances	470,045
	572,902
Promissory notes issued by REWP	
Principal amounts	523,503
Accrued interest	49,919
	573,422
	1,146,324

REWP's aggregate assets, aggregate liabilities as at August 31, 2015 and net loss for the nine months ended August 31, 2015 are as follows:

	$
Aggregate assets	7,140,000
Aggregate liabilities	5,441,000
Net loss for the period	(2,750,000)
Company's share of net loss during the period	(1,379,143)

Exploration Project

Pelaya Project, Colombia

In January 2014 the Company successfully filed applications for new concession contracts in the copper-prospective Pelaya municipality of Cesar, Colombia (the "Pelaya Project"). The applications were filed with the National Mining Agency of Colombia in July 2013. According to the National Mining Agency, the Company is the "first-in" applicant for the areas that comprise the Pelaya Project and the applications are now under legal and technical review. The Company expects these concessions to be granted by the Colombian governmental authorities.

To date, the Company has completed several reconnaissance visits and a widely-spaced soil geochemical sampling grid at the Pelaya Project. This work has defined a copper in soil anomaly with a strike length of approximately 800 m (Singarare anomaly). Exploration work has also defined several copper in soil anomalies (Boloazul anomaly) over 4 km to the north of the Singarare anomaly. Regional geologic context and field evidence indicates the Pelaya area has potential to host a clastic-hosted (sandstone-redox and Revett-type) redbed and reduced (Kupferschiefer and Nonesuch) redbed copper deposits, as well as potential for volcanic hosted redbed copper. The occurrences discovered during the Company's work to date are of the latter type.

A first phase exploration program was initiated in 2014 to continue examination of the Pelaya Project. However, initial efforts to continue the program were met with resistance by the local community. The Company is assessing its options.

Selected Financial Data

The following selected financial information is derived from the unaudited condensed consolidated interim financial statements of the Company.

	Fiscal 2015			Fiscal 2014				Fiscal 2013
Three Months Ended	**Aug. 31, 2015 $**	**May 31, 2015 $**	**Feb. 28, 2015 $**	**Nov. 30, 2014 $**	**Aug. 31, 2014 $**	**May 31, 2014 $**	**Feb. 28, 2014 $**	**Nov. 30, 2013 $**
Operations:								
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	(125,225)	(146,327)	(102,770)	(138,607)	(113,322)	(231,405)	(171,250)	(165,854)
Equity loss in associated company	(287,859)	(1,109,284)	Nil	Nil	Nil	Nil	Nil	Nil
Equity gain on associated company share issuances	470,045	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net income (loss)	(3,831,764)	(1,962,856)	783,598	159,070	3,546,205	(165,374)	(136,322)	(48,675)
Dividend per share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Balance Sheet								
Working capital	4,573,327	8,599,192	9,581,975	9,467,711	10,272,429	5,817,972	5,989,513	6,082,949
Total assets	5,884,720	9,702,404	11,686,261	11,035,263	10,735,423	6,092,269	6,180,059	6,307,278
Total long-term liabilities	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Results of Operations

Three Months Ended August 31, 2015 Compared to Three Months Ended May 31, 2015

During the three months ended August 31, 2015 ("Q3") the Company reported a net loss of $3,831,764 compared to a net loss of $1,962,856 for the three months ended May 31, 2015 ("Q2"), an increase in loss of $1,868,908. The primary factors for the increase in loss during Q3 were:

(i) during Q2 the Company recorded an unrealized loss of $625,689 on investments held and a realized loss of $109,648 on investments sold compared to an unrealized loss of $3,934,655 on investments held and a realized loss of $501 on investments sold in Q3. See also "Investments"; and

(ii) in Q2 the Company recorded a $1,109,284 equity loss in REWP compared to a $287,859 equity loss in REWP in Q3. During Q3 the Company also recognized an equity gain of $470,045 on REWP share issuances to third-party investors. See also "Investment in REWP".

Expenses decreased by $21,102, from 146,327 in Q2 to $125,225 in Q3. The primary factor for the decrease was a decrease of $15,600 in audit fees. The decrease in Q3 is primarily attributed to $15,600 audit fees recorded in Q2 due to the timing of billings of the Company's year-end financial statements.

Nine Months Ended August 31, 2015 Compared to the Nine Months Ended August 31, 2014

Operations

During the nine months ended August 31, 2015 (the "2015 period") the Company reported a net loss of $5,011,022 compared to a net income of $3,244,509 for the nine months ended August 31, 2014 (the "2014 period"), a difference of $8,255,531. The primary factors for the fluctuation experienced in the 2015 period were:

(i) the recognition of a $1,397,143 equity loss in the reported loss of REWP, partially offset by a $470,045 dilution gain on REWP share issuances (See "Investment in REWP"); and
(ii) the Company recorded an unrealized loss of $3,705,551 on investment held in the 2015 period compared to an unrealized gain of $3,654,096 on investment held in the 2014 period.

Expenses decreased by $141,655, from $515,977 during the 2014 period to $374,322 during the 2015 period. Specific expenses of note during the 2015 period are as follows:

(i) during the 2014 period the Company incurred $25,224 in general exploration expenses. The Company did not conduct any general exploration activities on the Pelaya Project during the 2015 period due to local community resistance. The Company is assessing its options;
(ii) the Company did not conduct any investor relations programs during the 2015 period. During the 2014 period the Company paid $10,000 to Apex Capital Corp. ("Apex"). The arrangement with Apex was terminated in April 2014;
(iii) $107,782 (2014 - $137,287) for officer and director compensation. Specifics of officer and director compensation amounts have been disclosed in "Related Party Disclosures";
(iv) $30,600 (2014 - $22,440) for audit fees, reflecting the increased scope of the audit for the fiscal 2014 audit;
(v) professional fees decreased $80,814, from $107,977 in the 2014 period to $27,163 in the 2015 period. The decrease arose due to a non-recurring billing of $78,000 for corporate advisory services rendered to the Company;
(vi) $49,663 (2014 - $41,447) was incurred for accounting and administration of which $41,450 (2014 - $26,000) was incurred with Chase Management Ltd. ("Chase"), a private corporation owned by Mr. Nick DeMare, a director and the CFO of the Company for bookkeeping, accounting, administration and corporate filing services provided by Chase personnel, and $8,213 (2014 - $15,447) was incurred by third parties for additional tax and accounting services;
(vii) $10,079 (2014 - $48,180) was paid for legal expenses, a decrease of $38,101. The 2014 period reflected increased legal services provided to the Company relating to its listing on the CSE;
(viii) $9,109 (2014 - $25,720) for regulatory fees, a decrease of $16,611. The increase in the 2014 period was related to listing fees on the CSE;
(ix) $40,964 (2014 - $14,162) was incurred for travel, an increase of $26,802. The increase in the 2015 period was mainly due to management's trips related to the Company's investment in REWP;
(x) $13,177 (2014 - $2,500) for rent, an increase of $10,677. During the 2014 period the Company incurred $2,500 for office rent in Canada. Commencing December 1, 2014 the Company agreed to pay Mr. Taggart, the Company's CEO, for office rent in Panama. During the 2015 period the Company paid $13,177; and
(xi) $33,860 (2014 - $27,140) for general administrative expenses, an increase of $6,720. During the 2015 period the Company incurred $33,860 (2014 - $27,140) for general administrative expenses of which $20,054 (2014 - $nil) was for the office in Panama and $1,829 (2014 - $12,344) was for the Colombia office.

During the 2015 period the Company recorded $82,466 (2014 - $54,079) interest income of which $26,463 (2014 - $54,079) was attributed to interest from demand deposits held, $6,084 (2014 - $nil) was interest accrued on investments and $49,919 (2014 - $nil) was interest accrued on promissory notes issued by REWP. The decrease in interest income from demand deposits was due to lower levels of cash held during the 2015 period compared to the 2014 period.

Financings Activities

No financings were conducted by the Company during the 2015 and 2014 periods.

Investments Activities

During the fiscal 2014 period the Company made the decision to diversify its business activities and conducted a number of investments in private placements and market purchases of public companies. During the 2015 period the Company incurred $969,211 for the purchase of additional marketable securities. In addition it sold certain of its marketable securities for $553,405. See also "Investments". The Company also incurred or advanced a further $921,207 for its investment in and advances to REWP. See "Investment in REWP".

Exploration and Evaluation Activities

During the 2015 period the Company did not incur any expenditures for exploration activities on the Pelaya Project. During the 2014 period the Company incurred $25,224 on the commencement of the first phase exploration program. See also "Exploration Project".

Financial Condition / Capital Resources

Since inception the Company's capital resources have been limited to amounts raised from the sale of common shares in the Company.

The Company was a junior mineral exploration company that had been solely engaged in the acquisition and exploration of resource properties in Colombia. On May 6, 2014 the Company announced its intention to become a diversified company and carry on business both as an investment company and a resource company. In addition to its ongoing investment activities, the Company continues to investigate and consider additional opportunities in the resource and other sectors that can bring value to the Company and its shareholders.

As at August 31, 2015 the Company had a cash balance of $2,269,176. The Company has investments in securities carried at $2,321,026. Any investment decision made by the Company will be dependent on its cash and working capital situation at the time. In addition, any other opportunities completed by the Company may entail significant expenditures and, as a result, the Company may be required to obtain additional financing or sell its investment in marketable securities as required. The Company's operations have been funded from equity financings which are dependent upon many external factors and may be difficult to impossible to secure or raise when required. In addition, the investments in marketable securities are comprised of common shares in early stage development and the share prices are often volatile and there may be limited liquidity. Management considers the Company has adequate resources to maintain operations, investment activities and planned exploration activities on its exploration and evaluation assets for the next twelve months.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company does not have any proposed transactions.

Financial Instruments and Risk Management

Categories of Financial Assets and Financial Liabilities

Financial instruments are classified into one of the following categories: FVTPL; held-to-maturity investments; loans and receivables; available-for-sale; and other financial liabilities. The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instrument	Category	August 31, 2015 $	November 30, 2014 $
Cash	FVTPL	2,269,176	3,857,602
Amounts receivable	Loans and receivables	2,347	2,596
Investments	FVTPL	2,321,026	5,717,801
Long-term investment and advances	Held-to maturity	1,146,324	1,240,935
Accounts payable and accrued liabilities	Other financial liabilities	(32,966)	(172,487)

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Fair Value

The fair values of the Company's financial assets and liabilities approximates the carrying amounts either due to their short-term nature or because the interest rates applied to measure their carrying amount approximate current market rates.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 - Inputs that are not based on observable market data.

The following is an analysis of the Company's financial assets measured at fair value as at August 31, 2015 and November 30, 2014:

	As at August 31, 2015		
	Level 1 $	Level 2 $	Level 3 $
Cash	2,269,176	-	-
Investments	2,033,428	287,598	-
	4,302,604	287,598	-

	As at November 30, 2014		
	Level 1 $	Level 2 $	Level 3 $
Cash	3,857,602	-	-
Investments	4,393,340	1,324,461	-
	8,250,942	1,324,461	-

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and amounts receivable. Management believes that the credit risk concentration with respect to financial instruments included in cash and amounts receivable is remote.

Liquidity Risk

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that it will have sufficient liquidity to meet its obligations. All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The following table is based on the contractual maturity dates of financial assets and the earliest date on which the Company can be required to settle financial liabilities.

	Contractual Maturity Analysis at August 31, 2015				
	Less than 3 Months $	3 - 12 Months $	1 - 5 Years $	Over 5 Years $	Total $
Cash	2,269,176	-	-	-	2,269,176
Amounts receivable	2,347	-	-	-	2,347
Investments	2,221,026	-	100,000	-	2,321,026
Long-term investment and advances	-	-	1,146,324	-	1,146,324
Accounts payable and accrued liabilities	(32,966)	-	-	-	(32,966)

	Contractual Maturity Analysis at November 30, 2014				
	Less than 3 Months $	3 - 12 Months $	1 - 5 Years $	Over 5 Years $	Total $
Cash	3,857,602	-	-	-	3,857,602
Amounts receivable	2,596	-	-	-	2,596
Investments	5,717,801	-	-	-	5,717,801
Long-term investment and advances	-	-	1,240,935	-	1,240,935
Accounts payable and accrued liabilities	(172,487)	-	-	-	(172,487)

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. These fluctuations may be significant.

(a) Interest Rate Risk

The Company is exposed to interest rate risk to the extent that the cash and demand deposits bear floating rates of interest. The interest rate risk on cash and subscription held in trust and on the Company's obligations are not considered significant.

(b) Foreign Currency Risk

The Company has operations in Canada and Colombia subject to foreign currency fluctuations. The Company's operating expenses are incurred in Canadian Dollars and Colombian Pesos and the fluctuation of the Canadian dollar in relation to other currencies could have an impact upon the profitability of the Company and may also affect the value of the Company's assets and the amount of shareholders' equity. However, as the Company does not maintain significant cash balances in foreign currencies and settles any transactions in foreign currencies quickly, its exposure to currency risk is considered insignificant as at August 31, 2015. As such the Company has not hedged its exposure to currency fluctuations.

(c) Equity Price Risk

The Company holds investments in publicly traded equity securities. Market prices for equity securities are subject to fluctuation and consequently the amount realized in the subsequent sale of an investment may significantly differ from the reported market value.

The Company intends to hold its long-term investment for a long period of time so the Company is not affected by short-term price volatility with respect to the investment provided that the underlying business, economic and management characteristics of the investee remains favorable.

(d) Concentration Risk

As at August 31, 2015, $1,664,162 of the Company's portfolio of investments was held in one company. This investment represents 72% of the Company's total assets and poor performance in the market price of this investment could adversely affect the Company's results.

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support its investment and resource activities. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as share capital. The Company will continue to assess new investment and property acquisition opportunities as opportunities arise and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There have been no changes to the Company's approach to capital management during the nine months ended August 31, 2015. The Company is not subject to any externally imposed capital requirements.

Changes in Accounting Policies

There are no changes in accounting policies.

Related Party Disclosures

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the reporting period.

(a) *Transactions with Key Management Personnel*

(i) On June 3, 2014 Mr. Marc Cernovitch resigned as the Company's President and CEO and Mr. Frank Taggart was appointed. On November 14, 2014 Mr. Iain Kelso relinquished his position as the Company's Vice-President of Exploration ("VP Exploration").

During the 2015 and 2014 period the following amounts were incurred with respect to the Company's current and former executive officers:

	2015 **$**	**2014** **$**
Mr. Taggart (CEO)	50,282	15,000
Mr. Cernovitch (former CEO)	-	30,000
Mr. DeMare (CFO)	22,500	22,500
Mr. Kelso (Former VP Exploration)	-	39,122
	72,782	106,622

During the 2014 period $20,787 of the fees paid to Mr. Kelso was expensed to officer and director compensation and $18,335 was capitalized to exploration and evaluation assets.

As at August 31, 2015, $2,500 (2014 - $2,500) remained unpaid.

(ii) Commencing December 1, 2014 the Company paid Mr. Taggart for office rent in Panama. During the 2015 period the Company was billed $13,177 by Mr. Taggart. As at August 31, 2015, $4,562 remained unpaid.

(iii) During the 2015 period the Company incurred a total of $41,450 (2014 - $26,000) by Chase Management Ltd. ("Chase"), a private corporation owned by the CFO of the Company, for accounting and administration services provided by Chase personnel, excluding the CFO. As at August 31, 2015, $9,500 (2014 - $5,200) remained unpaid.

(b) *Transactions with Other Related Parties*

(i) During the 2015 period and 2014 period the Company incurred professional fees for services provided in their capacities as non-management directors of the Company as follows:

	2015 **$**	**2014** **$**
Mr. Dave Doherty - director	22,500	26,500
Mr. Cernovitch - director	22,500	7,500
Mr. Taggart - director*	-	15,000
	45,000	49,000

* Incurred while not appointed as an officer of the Company.

During the 2015 period $35,000 (2014 -$49,000) of the fees paid to non-management directors was expensed to director compensation and $10,000 (2014 - $nil) was capitalized to long-term investment.

As at August 31, 2015, $nil (2014 - $2,500) remained unpaid.

(ii) Mr. Doherty, a director of the Company, is the President, CEO and CFO of Saber and Mr. Taggart, the Company's President and CEO, is a director of Saber. As at August 31, 2015 the Company owns 1,200,000 common shares of Saber, representing approximately 6.7% ownership in the capital of Saber.

Outstanding Share Data

The Company's authorized share capital is unlimited common shares without par value. As at October 14, 2015 there were 45,527,855 issued and outstanding common shares, 635,000 stock options outstanding to purchase common shares at exercise prices ranging from $1.00 to $2.00 per share and 15,847,059 warrants to purchase common shares at an exercise price of $0.11 per share.