ROCKSHIELD CAPITAL CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED NOVEMBER 30, 2015

This discussion and analysis of financial position and results of operation is prepared as at March 29, 2016 and should be read in conjunction with the audited consolidated financial statements and the accompanying notes for the years ended November 30, 2015 and 2014, 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. In May 2014 the Company voluntarily delisted its common shares from the TSX Venture Exchange ("TSXV") and 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. At the end of fiscal 2015 the Company determined it would not follow-up on the application process on the two concessions (the "Pelaya Project") in Colombia and, as a result, at this time, the Company has no continuing resource activities or interests.

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 various Canadian stock exchanges or the OTCBB in 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.

During fiscal 2015 the Company purchased $1,135,138 (2014 - $2,193,660) of marketable securities and sold certain of its holdings for proceeds totalling $664,070 (2014 - $446,274), recognizing a loss of $209,611 (2014 - gain of $78,904). In addition, the Company recorded a net unrealized loss of $2,672,391 (2014 - gain of $3,891,511) on investments held on November 30, 2015.

As at November 30, 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.	1,526,100	1,146,122	990,418	2,136,540
Hemisphere Energy Corporation	600,000	332,589	(263,589)	69,000
ECO Atlantic Oil & Gas Ltd.	646,000	95,100	14,720	109,820
Pivot Technology Solutions	200,000	107,207	6,793	114,000
Saber Capital Corp. ("Saber")	1,244,000	80,209	6,871	87,080
Other	-	226,520	(33,558)	192,962
		1,987,747	721,655	2,709,402
Warrants	-	-	497,465	497,465
Other	-	109,238	-	109,238
		2,096,985	1,219,120	3,316,105

Certain of the investments have experienced a significant decrease in share price subsequent to November 30, 2015. As of February 29, 2016 management estimated that the fair value of the Company's investment portfolio to be approximately $2,600,000.

Investment in REWP

In fiscal 2014 the Company and a third-party industry management and investment group identified a business opportunity in Cochrane, Ontario, 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 $1,240,935 in deposits, equipment and costs towards its investment in the newly formed company, Rockshield Engineered Wood Products ULC ("REWP"). During fiscal 2015 the Company incurred $240,972 additional amounts on behalf of REWP and advanced a total of $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 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 $216,596.

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 have 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 and, accordingly, the investment in REWP is accounted for under the equity method.

The notes bear interest at an interest rate of 18% per annum, compounded monthly. Notes of $523,503 are due and payable within 30 days from the date that the Company demands payment. The remaining $75,000 of the notes are due and payable within 30 days from the date that the Company demands payment, but not prior to April 30, 2016. During fiscal 2015 the Company recorded $86,526 of interest income attributed to the notes.

REWP's business is to produce aspen core hardwood 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 January 3, 2016 REWP reported revenues of approximately $12,000,000 and a loss of approximately $3,300,000. 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 management has reported that operations for January 2016 was very positive with a steady month-to-month increase in sales and record pricing for its products, resulting in an operating profit of approximately $200,000 for the month. REWP expects continued sales growth throughout fiscal 2016.

Exploration Project

Pelaya Project, Colombia

In January 2014 the Company 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. Due to the continued depressed market conditions for base metals and the difficulty in raising new capital for grassroots mineral exploration, at the end of fiscal 2015 the Company determined it would not follow up on the application process on the concessions on the Pelaya Project. Accordingly the Company recorded write-offs of $94,463 for exploration and evaluation costs and $35,201 for property, plant and equipment.

Selected Financial Data

The following selected financial information is derived from the audited annual consolidated financial statements of the Company. All comparative figures have been revised for the adoption of IFRS.

	Years ended November 30		
	2015 $	**2014 $**	**2013 $**
Operations:			
Revenues	Nil	Nil	Nil
Expenses	(520,859)	(654,584)	(1,307,869)
Net income (loss)	(4,472,801)	3,403,579	(12,344,643)
Income (loss) per share - basic and diluted	(0.10)	0.09	(0.40)
Dividends per share	Nil	Nil	Nil
Balance Sheet:			
Working capital	5,301,649	9,467,711	6,082,949
Total assets	6,453,400	11,035,263	6,307,278
Total long-term liabilities	Nil	Nil	Nil

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

	Fiscal 2015				Fiscal 2014			
Three Months Ended	**Nov. 30, 2015 $**	**Aug. 31, 2015 $**	**May 31, 2015 $**	**Feb. 28, 2015 $**	**Nov. 30, 2014 $**	**Aug. 31, 2014 $**	**May 31, 2014 $**	**Feb. 28, 2014 $**
Operations:								
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	(146,537)	(125,225)	(146,327)	(102,770)	(138,607)	(113,322)	(231,405)	(171,250)
Equity loss in associated company	(275,397)	(287,859)	(1,109,284)	Nil	Nil	Nil	Nil	Nil
Equity gain on associated company share issuances	105,792	470,045	Nil	Nil	Nil	Nil	Nil	Nil
Net income (loss)	538,221	(3,831,764)	(1,962,856)	783,598	159,070	3,546,205	(165,374)	(136,322)
Dividend per share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Balance Sheet								
Working capital	5,301,649	4,573,327	8,599,192	9,581,975	9,467,711	10,272,429	5,817,972	5,989,513
Total assets	6,453,400	5,884,720	9,702,404	11,686,261	11,035,263	10,735,423	6,092,269	6,180,059
Total long-term liabilities	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Results of Operations

Three Months Ended November 30, 2015 Compared to Three Months Ended November 30, 2014

During the three months ended November 30, 2015 ("Q4/2015") the Company reported a net income of $538,221 compared to a net income of $159,070 for the three months ended November 30, 2014 ("Q4/2014"), an increase in income of $379,151. The primary factors for the increase in income during Q4/2015 were:

(i) during Q4/2015 the Company recorded an unrealized gain of $1,033,160 on investments held and a realized loss of $96,497 on investments sold compared to an unrealized gain of $239,415 on investments held and a realized gain of $26,300 on investments sold in Q4/2014. See also "Investments";

(ii) in Q4/2015 the Company recorded a $275,398 equity loss in REWP and a $105,792 gain on REWP share issuances to third-party investors. See also "Investment in REWP"; and

(iii) during Q4/2015 the Company determined to discontinue the application process to acquire the Pelaya Project and recorded write-offs of $94,463 on its exploration and evaluation assets and $35,201 on its property, plant and equipment on the abandonment.

Expenses increased by $7,930, from $138,607 in Q4/2014 to $146,537 in Q4/2015.

Year Ended November 30, 2015 Compared to the Year Ended November 30, 2014

Operations

During the year ended November 30, 2015 ("fiscal 2015") the Company reported a net loss of $4,472,801 compared to a net income of $3,403,579 for the year ended November 30, 2014 ("fiscal 2014"), an increase in loss of $7,876,380. The increase in loss was primarily attributed to:

(i) the recognition of a $1,672,540 equity loss in the reported loss of REWP, partially offset by a $575,837 dilution gain on REWP share issuances (See "Investment in REWP");

(ii) during fiscal 2015 the Company realized a loss of $209,611 (2014 - gain of $78,904) on investments sold. In addition the Company recorded an unrealized loss of $2,672,391 on investments held on November 30, 2015 compared to an unrealized gain of $3,891,511 on investment held on November 30, 2014;

(iii) the Company recorded a write-off of $94,463 on its exploration and evaluation costs incurred on the Peleya Project. No impairment expense of exploration and evaluation was considered during fiscal 2014; and

(iv) during fiscal 2015 the Company reviewed its assets not in use as a result of the abandonment of the Peleya Project and recorded a write-off of $35,201. During fiscal 2014 the Company did not record any impairment charge of its assets.

Expenses decreased by $133,725, from $654,584 during fiscal 2014 to $520,859 during fiscal 2015. Specific expenses of note during the 2015 period are as follows:

(i) during fiscal 2014 the Company incurred $25,224 in general exploration expenses. The Company did not conduct any general exploration activities on the Pelaya Project during fiscal 2015;
(ii) the Company did not conduct any investor relations programs during fiscal 2015. During fiscal 2014 the Company paid $10,000 to Apex Capital Corp. ("Apex"). The arrangement with Apex was terminated in April 2014;
(iii) $152,690 (2014 - $172,287) 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 $98,609, from $127,056 in fiscal 2014 to $28,447 in fiscal 2015. The decrease arose due to a non-recurring billing of $78,000 for corporate advisory services rendered to the Company in fiscal 2014;
(vi) $62,210 (2014 - $58,667) was incurred for accounting and administration of which $51,950 (2014 - $38,200) 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 $10,260 (2014 - $20,467) was incurred by third parties for additional tax and accounting services;
(vii) $14,164 (2014 - $47,620) was paid for legal expenses, a decrease of $33,456. During fiscal 2014 increased legal services were provided to the Company relating to its listing on the CSE;
(viii) $10,654 (2014 - $27,220) for regulatory fees, a decrease of $16,566. The increase in fiscal 2014 was related to listing fees on the CSE;
(ix) $53,255 (2014 - $24,002) was incurred for travel, an increase of $29,253. The increase in fiscal 2015 was mainly due to management's trips related to the Company's investment in REWP;
(x) $17,711 (2014 - $10,045) for rent, an increase of $7,666. During fiscal 2014 the Company incurred $10,045 for office rent in Canada. Commencing December 1, 2014 the Company agreed to pay Mr. Taggart, the Company's CEO, for partial reimbursement of office rent incurred in Panama. During fiscal 2015 the Company paid $17,711; and
(xi) $71,953 (2014 - $58,552) for general administrative expenses, an increase of $13,401. During fiscal 2015 the Company incurred $71,953 (2014 - $58,552) for general administrative expenses of which $25,004 (2014 - $nil) was for the office in Panama and $2,995 (2014 - $13,301) was for the Colombia office.

During fiscal 2015 the Company recorded $129,727 (2014 - $73,182) interest income of which $33,963 (2014 - $73,182) was attributed to interest from demand deposits held, $9,238 (2014 - $nil) was interest accrued on investments and $86,526 (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 fiscal 2015 compared to fiscal 2014.

Financing Activities

No financings were conducted by the Company during fiscal 2015.

During fiscal 2014 the Company completed a private placement financing of 15,000,000 units at a price of $0.085 per unit for gross proceeds of $1,275,000. The proceeds were used for general working capital and to fund ongoing investments.

Investment 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 fiscal 2015 the Company incurred $1,135,138 (2014 - $2,193,660) for the purchase of additional marketable securities. In addition it sold certain of its marketable securities for $664,070 (2014 - $446,274). See also "Investments". The Company also incurred or advanced $996,207 (2014 - $1,102,296) for its investment in and advances to REWP. See "Investment in REWP".

Exploration and Evaluation Activities

No exploration activities were conducted on the Pelaya Project in fiscal 2015. At the end of fiscal 2015 the Company determined to discontinue the application process on the Pelaya Project and recorded a write-off of $94,463 for exploration and evaluation costs incurred. During fiscal 2014 the Company incurred $61,486 for consulting fees and travel of the planned 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. During fiscal 2015 the Company determined it would not follow up on the application process on the Pelaya Project. 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 November 30, 2015 the Company had a cash balance of $2,039,722. The Company also has investments in marketable securities carried at $3,316,105. See also “Investments”. 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	November 30, 2015 $	November 30, 2014 $
Cash	FVTPL	2,039,722	3,857,602
Amounts receivable	Loans and receivables	1,752	2,596
Investments	FVTPL	3,316,105	5,717,801
Long-term investment and advances	Held-to maturity	685,029	-
Accounts payable and accrued liabilities	Other financial liabilities	(63,425)	(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 November 30, 2015 and November 30, 2014:

	As at November 30, 2015		
	Level 1 $	**Level 2 $**	**Level 3 $**
Cash	2,039,722	-	-
Investments	2,818,640	497,465	-
	4,858,362	497,465	-

	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 November 30, 2015				
	Less than 3 Months $	**3 - 12 Months $**	**1 - 5 Years $**	**Over 5 Years $**	**Total $**
Cash	2,039,722	-	-	-	2,039,722
Amounts receivable	1,752	-	-	-	1,752
Investments	3,361,105	-	-	-	3,361,105
Long-term investment and advances	-	-	1,088,326	-	1,088,326
Accounts payable and accrued liabilities	(63,425)	-	-	-	(63,425)

	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 November 30, 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 November 30, 2015, $2,608,526 of the Company's portfolio of investments was held in one company. This investment represents 78.66% of the Company's total assets and poor performance in the market price of this investment could adversely affect the Company's results. See also "Investments".

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

	2015 **$**	**2014** **$**
Mr. Taggart (CEO)	70,190	30,000
Mr. Cernovitch (former CEO)	-	30,000
Mr. DeMare (CFO)	30,000	30,000
Mr. Kelso (Former VP Exploration)	-	49,242
	100,190	139,242

During fiscal 2014 period $20,787 of the fees paid to Mr. Kelso was expensed to officer and director compensation and $28,455 was capitalized to exploration and evaluation assets.

As at November 30, 2015, $nil (2014 - $2,500) remained unpaid.

(ii) Commencing December 1, 2014 the Company paid Mr. Taggart for office rent in Panama. During fiscal 2015 the Company was billed $17,711 by Mr. Taggart. As at November 30, 2015, $9,096 remained unpaid.

(iii) During fiscal 2015 the Company incurred a total of $51,950 (2014 - $38,200) 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 November 30, 2015, $6,200 (2014 - $8,200) remained unpaid.

(b) *Transactions with Other Related Parties*

(i) During fiscal 2015 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	30,000	34,000
Mr. Cernovitch - director	30,000	15,000
Mr. Luke Norman - director	2,500	-
Mr. Taggart - director*	-	15,000
	62,500	64,000

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

During fiscal 2015 $52,500 (2014 -$61,500) of the fees paid to non-management directors was expensed to director compensation and $10,000 (2014 - $2,500) was capitalized to long-term investment.

As at November 30, 2015, $2,500 (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 November 30, 2015 the Company owns 1,244,000 common shares of Saber, representing approximately 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 March 29, 2016 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.