CAZA GOLD CORP.

First Quarter Report

Management Discussion and Analysis

(stated in Canadian dollars)

Three Months ended March 31, 2016

CAZA GOLD CORP.

(the "**Company**")

First Quarter Report

Management's Discussion and Analysis
For the Three Months ended March 31, 2016
(expressed in Canadian dollars)

CAUTION – FORWARD LOOKING STATEMENTS

Certain statements contained herein regarding the Company and its operations constitute "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 or "forward-looking information" under Canadian securities legislation. These forward-looking statements or information may include statements regarding perceived merit of properties, exploration results and budgets, work programs, capital expenditures, operating costs, cash flow estimates, production estimates and similar statements relating to the economic viability of a project, timelines, strategic plans, completion of transactions, market prices for precious and base metals, or other statements that are not statements of fact. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, identified by words or phrases such as "expects", "is expected", "anticipates", "believes", "plans", "projects", "estimates", "assumes", "intends", "strategy", "goals", "objectives", "potential", "possible" or variations thereof or stating that certain actions, events, conditions or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be "forward-looking statements or information".

Forward-looking statements are based on a number of material assumptions, which could prove to be significantly incorrect, including our ability to achieve production at any of the Company's mineral exploration and development properties, estimated capital costs, operating costs, production and economic returns, estimated metal pricing, metallurgy, mineability, marketability and operating and capital costs, together with other assumptions underlying the Company's resource estimates, our expected ability to develop adequate infrastructure and that the cost of doing so will be reasonable assumptions that all necessary permits and governmental approvals will be obtained, assumptions made in the interpretation of drill results, the geology, grade and continuity of the Company's mineral deposits, our expectations regarding demand for equipment, skilled labour and services needed for exploration and development of mineral properties and our activities will not be adversely disrupted or impeded by development, operating or regulatory risks.

We caution you that such "forward looking statements or information" involve known and unknown risks and uncertainties that could cause actual results and future events to differ materially from those anticipated in such statements. Such risks and uncertainties include, without limitation, fluctuations in precious metal prices, unpredictable results of exploration activities, uncertainties inherent in the estimation of mineral reserves and resources, fluctuations in the costs of goods and services, problems associated with exploration and mining operations, changes in legal, social or political conditions in the jurisdictions where the Company operates, lack of appropriate funding, currency fluctuations, risks related to market events and general economic conditions, uncertainty related to the Company's ability to meet production levels and observe operating costs estimates mining and development risks, including risks related to infrastructure, accidents, equipment breakdowns, labor disputes or other unanticipated difficulties with or interruptions in development, construction or production risks related to governmental regulation and permits, including environmental regulation uncertainty related to the Company's history of losses, increased competition in the mining industry, uncertainty as to the Company's ability to acquire additional commercially mineable mineral rights, operational and environmental risks and hazards associated with mining and processing, risks related to increases in demand for equipment, skilled labour and services needed for exploration and development of mineral properties, and related cost increases and risks related to the third parties on which the Company depends for its exploration and development activities, and other risk factors, as discussed in the Company's filings with Canadian securities regulatory agencies. The Company expressly disclaims any obligation to update any forward-looking statements or information, except as may be required by law.

1.0 Preliminary Information

The following Management's Discussion and Analysis ("MD&A") of Caza Gold Corp. (the "Company") should be read in conjunction with the accompanying unaudited condensed consolidated interim financial statements for the three months ended March 31, 2016 and the audited consolidated financial statements for the years ended December 31, 2015 and 2014, all of which are available at the SEDAR website at www.sedar.com.

Financial information in this MD&A is prepared in accordance with International Accounting Standards 34 *Interim Financial Reporting* based upon the principles of International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), and all dollar amounts are expressed in Canadian dollars unless otherwise indicated.

All information contained in the MD&A is as of May 26, 2016 unless otherwise indicated.

Brian Arkell, MSc. Geology, SME Registered, Fellow AusIMM, President and Chief Executive Officer of the Company, is the Qualified Person who reviewed and approved any technical contents of this MD&A.

1.1 Background

The Company was incorporated on November 15, 2007 under the laws of British Columbia and is engaged in the evaluation, acquisition, exploration, development and exploitation of precious metal and base metal properties in Latin America.

As the Company is focused on its mineral exploration activities, there is no mineral production, sales or inventory in the conventional sense. The recoverability of amounts capitalized for mineral property interests is dependent upon the ability of the Company to arrange appropriate financing as needed, the discovery of reserves in its mineral properties, the development of its properties, confirmation and maintenance of the Company's interest in the underlying properties, the receipt of necessary permits and upon future profitable production or proceeds from the disposition thereof. Such exploration and development, if any, activities normally take years to complete and the amount of resulting income, if any, is difficult to determine with any certainty at this time. Many of the key factors are outside of the Company's control. The sales value of any mineralization discovered and developed by the Company is largely dependent upon factors beyond the Company's control such as the market prices of the metals produced. Item 1.17 provides details of risk factors.

1.2 Overall Performance

Mineral Property Interests:

The Company signed a purchase agreement in December 2014 to acquire a 100% interest in the Los Andes property in Nicaragua in which title to the concessions were transferred to the Company in November 2015.

Los Andes Property (Nicaragua)

In December 2014, the Company entered into a Purchase Agreement with Inversiones Ecologicas S.A. ("Inecosa"), which shares a certain common officer with the Company, to acquire a 100% interest in the Los Andes property. The Company issued 7.06 million common shares to Inecosa at a fair value of $0.04 per share and paid US$300,000 "in trust", at that time, to shareholders of Inecosa pending successful transfer of title of the Los Andes property to the Company. In November 2015, Inecosa completed the transfer of title of the Los Andes property as well as other concessions to the Company, and funds held in trust for the shareholders of Inecosa were accordingly paid to them. Inecosa retains a 2% NSR, and the Company has the right to reduce the NSR to 1% by paying US$1 million and to acquire the remaining 1% NSR by paying an additional US$2 million.

The Los Andes property covers 5,338.23 Ha of titled claims.

In 2014, the Company initiated exploration drilling at the San Francisco and Quisaltepe targets. The San Francisco drilling program completed 3 holes totaling 557 meters and three holes were completed in the Quisaltepe zone for a total of 785 meters. Drilling at San Francisco intersected a number of mineralized quartz-carbonate veins with highly anomalous gold values. The Company believed the drilling encountered the upper portion of a low sulfidation vein system, and further work was planned on this target. At Quisaltepe, all drill holes intersected strong silica and clay alteration, strong iron oxidation with sulfide at depth, along with anomalous gold, silver, and trace elements. The Company's geologists interpreted the results to indicate the drill holes penetrated the outer edges of a large high sulfidation system.

In 2015, the Company completed additional exploration drilling at the San Francisco target as well as a second nearby target, Esperanza. Two holes totaling 746 meters were completed at San Francisco and two holes totaling 599 meters at Esperanza. At San Francisco, the targeted vein was not intersected, likely due to a change in orientation of the vein. At Esperanza, both holes drilled through silicified rock on surface and into unaltered andesite volcanic rocks. There were no significant results. The Company does not plan to pursue further work at San Francisco at this time, and future exploration efforts would be subject to financing.

The Company has completed detailed mapping and sampling at the Pedregal Target in 2015. The detailed mapping covered an area of 10 square kilometers, and further delineated areas of silicification and argillization noted in earlier surveys. A series of andesitic volcanic rocks exhibit features typical of high sulfidation system, including silicification, argillic and advanced argillic alteration. Surface mapping and sampling have outlined a large area along a 2.5 km trend with anomalous gold, silver, copper and trace elements, coincident with the alteration. Gold values up to 1.8 g/t Au along with silver values up to 197 g/t Ag have been collected in rock samples within this area of alteration. In October 2015, five shallow diamond drill holes were completed for a total of 1,161 meters. The drill holes intersected strong argillic and silica alteration with anomalous values of silver and copper. The geochemistry and alteration suggest that the area is outboard of the main hydrothermal system and future drilling should target areas to the east, subject to financing.

The Company has identified a number of other targets along the 11 km long Los Andes structural corridor. These targets have been identified by a combination of mapping and sampling, and show hydrothermal alteration as well as anomalous geochemistry. Further work is needed to fully delineate these prospects, subject to financing.

In April 2015, a high resolution helicopter-borne magnetic and radiometric survey covering some 55 square kilometers over the main Los Andes area was completed. The survey totals approximately 550 line kilometers at 100 meter spacing flown at a 50 meter altitude. Review of the initial results has identified a number of anomalous areas and has enhanced the structural model of the Los Andes trend. A magnetic high is centered over the Quisaltepe area, interpreted as a large, buried intrusive body. At least four other magnetic highs, likely intrusive bodies, associated with alteration and surface geochemical anomalies, were identified as follow-up prospects. Five large areas of interpreted as magnetite destruction were evident in the data along with three potassium radiometric anomalies.

Piedra Iman Property (Nicaragua)

The Company's Piedra Iman project covers a large alteration zone identifying a porphyry copper-gold system. Title has been received for 7,947.27 Ha. The Company acquired the property from Inecosa, and has no further obligation to Inecosa in such respect.

The Company has completed the planned fieldwork for 2015 at Piedra Iman which included detailed mapping on the main target area, along with reconnaissance exploration within the peripheral regions. The detailed mapping suggests a porphyry copper-gold-molybdenum system. The main mineralization is in a copper-gold porphyry system centered on multiple quartz diorite to diorite intrusives. This main porphyry system is in turn cut by a later granitic intrusive containing copper-molybdenum-gold. Potassic and sericitic alteration are present with chalcopyrite, bornite, and pyrite. Molybdenite was identified in the later granitic intrusive.

In May 2016, the Company received notice from the Nicaraguan Environmental Ministry (Ministerio del Ambiente y Los Recursos Naturales or "MARENA") that its application for an Environmental Permit (Permiso Ambiental) for the Piedra Iman project has been denied. The environmental permit was for construction of drilling platforms, drill holes, and a personnel camp. The Company is gathering more detailed information on the decision, and will likely appeal and resubmit the application. The Company has an environmental assessment covering the Piedra Iman project which allows it to conduct sampling, trenching, and other surface exploration activities. Thus exploration works, with the exception of drilling, can continue. The Company will however assess the impact of the MARENA decision before proceeding with further exploration.

Other Nicaragua Properties

The Company continues to evaluate its additional gold and copper properties in Nicaragua. The Company has title to approximately 71,029.13 Ha (outside of the Los Andes property), all of which was acquired from Inecosa. During 2014, the Company performed only reconnaissance and concession maintenance work on these holdings.

Polygon Mining Opportunity Master Fund:

In May 2016, the Company closed a loan agreement with Polygon Mining Opportunity Master Fund ("Polygon") pursuant to which Polygon advanced a loan in the principal amount of US$500,000 to the Company, as evidenced by a promissory note. The loan is for a term of 24 months and is payable on demand upon the Company consummating an equity or loan financing with net proceeds of at least US$2.5 million. The loan bears interest at the rate of 10% per annum payable quarterly beginning on June 30, 2016. Interest payments may, at the option of the Company, be added to the principal amount of the loan. As security for the payment of the Company's obligations and for the fulfilment and satisfaction of all covenants and agreements made under the loan agreement, the Company also entered into a general security agreement with Polygon pursuant to which the Company granted Polygon a security interest in all personal property of the Company, including the issued and outstanding shares of the Company's wholly-owned Nicaraguan subsidiary, Nicaza S.A, which holds certain mineral exploration properties located in Nicaragua, including the Los Andes project. The loan was approved by the Company's independent committee of the Board of Directors.

Polygon is a control person and related party of the Company (as defined by securities legislation) and owned 77.5% of the Company's issued and outstanding share capital at that time.

Other:

The Company continues with its efforts to explore various means of raising debt and equity capital to advance exploration of its portfolio of projects and overall improve its financial condition as well as potentially enable it in the future to grow its pipeline of projects. The Company is also exploring potential joint ventures, mergers and acquisitions and other strategic alternatives and transactions.

(Stated in Canadian dollars)

1.3 Selected Annual Information

The consolidated financial statements have been prepared in accordance with IFRS as issued by the IASB.

	Years Ended December 31,		
	2015	2014	2013
Total revenues	$ -	$ -	$ -
Loss before discontinued operations and extraordinary items:			
(i) Total	$ (511,040)	$ (812,243)	$ (3,511,098)
(ii) Basic per share	$ -	$ (0.02)	$ (0.17)
(iii) Diluted per share	$ -	$ (0.02)	$ (0.17)
Net loss:			
(i) Total	$ (511,040)	$ (812,243)	$ (3,511,098)
(ii) Basic per share	$ -	$ (0.02)	$ (0.17)
(iii) Diluted per share	$ -	$ (0.02)	$ (0.17)
Total assets	$ 10,129,540	$ 10,469,983	$ 6,912,698
Total long-term liabilities	$ -	$ -	$ -
Dividends per share	$ -	$ -	$ -

1.4 Results of Operations

First Quarter of Fiscal 2016 – Three months ended March 31, 2016 compared with March 31, 2015

The Company incurred a net loss of $118,700 for the three months ended March 31, 2016, in contrast to the realization of a net earnings of $97,700 for the comparative quarter in fiscal 2015, in which the latter was significantly influenced by the rapid appreciation of the United States dollar relative to the Canadian dollar resulting in the foreign exchange gain of $225,300; operating losses were incurred for both comparable periods. The Company continues its efforts to reduce its discretionary expenses due to uncertainty and volatility in the capital markets for junior exploration companies. Net losses or earnings, as applicable, were impacted by different functional expense items.

The Company has no sources of operating revenues. Operating losses continue to be incurred for ongoing activities of the Company to explore its mineral property interests, specifically its interest in the Los Andes property and its other regional interests in Nicaragua.

In 2014, the Company engaged the services of an external regional accounting firm in Nicaragua to provide accounting and tax compliance as the Company advanced further exploration efforts for its Nicaraguan projects. The Company continued its reliance on the external Nicaraguan accounting firm for the Company's ongoing financial reporting and accounting and tax compliance and jurisdictional legal representation in 2015 and 2016, and for external accounting and reporting support in Mexico for the first half of 2015. The volume of transactional events increased significantly in Nicaragua in 2015 from the Company's direct employment of local labourers and its exploration activities, resulting in increased external accounting support which subsided in the fourth quarter of 2015 as the Company completed its exploration activities. In late 2015 and early 2016, the Company also engaged tax advisors to clarify tax issues affecting Nicaraguan exploration properties which were transferred from Inecosa to the Company's wholly owned Nicaraguan subsidiary.

Amortization is higher from the acquisition of additional equipment in fiscal 2015 in Nicaragua to support exploration activities. Certain equipment in Nicaragua was disposed in the first quarter of fiscal 2016 to provide funds needed to support ongoing local expenditures.

Employee remuneration was generally similar for both comparable quarters although the current quarter was nominally lower. Employee remuneration directly related to mineral exploration projects was allocated to those specific projects rather than to operations, in which the Company had active exploration programs for the Los Andes project and its other regional projects in Nicaragua in 2015, and such expenses were also allocated to property investigation and project generation efforts as warranted. In the first quarter of 2015, exploration activities were focused on geophysics and detailed mapping and sampling; in the second quarter preliminary work for drilling which was mobilized in early July 2015; in the third quarter for drilling programs in San Francisco and Pedregal and reconnaissance exploration and detailed mapping at Piedra Iman; and in the fourth quarter exploration activities subsided. The closure of the Company's Mexico office reduced employee remuneration in fiscal 2015. For the first quarter of 2016, there were no exploration programs as the Company's mineral exploration projects were on care and maintenance due to the lack of working capital. Employee remuneration was mainly incurred to support its ongoing continuous disclosure and other regulatory compliance and financial and administrative support.

Legal fees were significantly lower in the current quarter than in the same period in 2015. In 2015, legal services were mainly for assistance to the Company's continuous disclosure obligations, shares for debt settlement with a senior officer, granting of stock options, and the transfer of title concessions of mineral property interests from Inecosa to the Company. No legal services were rendered in the fourth quarter of fiscal 2015 as the Company reduced its level of corporate finance activity to preserve its limited cash resources and remaining working capital which continued into the first quarter of 2016.

Office and sundry were higher in the current quarter. The term of the Company's coverage for general and Nicaraguan liability insurance to mitigate any exploration risks associated with its reconnaissance, sampling and drilling and ancillary activities in Nicaragua continued into 2016 which policy was not implemented in the first quarter of 2015. Office and sundry and rent reflect the ongoing minimalistic expenditures for ancillary office support facilities as the Company maintains its reduced level of discretionary administrative operating expenses.

There were no concerted efforts expended on property investigation and project generation for both comparative quarters. The primary focus in 2015 was the exploration and drilling programs for the Los Andes property and a planned airborne geophysics survey in the area. Property investigation activities for 2015 involve mostly mapping of Nicaraguan regional areas to better interpret and supplement the geological data for its existing mineral property interests which ended in the fourth quarter. Generative activities in 2016 involve pursuing possible merger or acquisition opportunities given the difficulties in the capital markets for junior exploration companies from weak commodity prices during the early part of the year.

Regulatory expenses were similar for both comparative quarters. There were no new corporate initiatives for both periods which would affect its ongoing compliance disclosure or require regulatory reviews for approvals.

There were no expenses for shareholder relations given the Company's limited cash resources. For the past two years, the Company had no active shareholders relations programs given the reduction in the percentage of common shares in the public float as Polygon increased its percentage interest in the Company to 78.9% at that time upon the closing of the private placement with Polygon in December 2014.

Share-based payments are for the granting and vesting of stock options. In July 2015, the Company granted stock options to purchase up to 3.4 million common shares at an exercise price of $0.08 until July 3, 2020, in which 20% of the stock options vest immediately on the grant date and 20% vest every six months thereafter. There was more than double the number of stock options which were subject to vesting provisions in the beginning of 2016 than in the beginning of 2015 which contributed to the nominally higher expense in the current quarter than in the comparative quarter in 2015. Forfeitures from the departure of personnel reduced share-based payments.

The foreign exchange gain is generally from the net effects of foreign currency translation from the Company's Mexican and Nicaraguan subsidiaries which operate in their respective jurisdictional currencies and from US dollar stated accounts, as the Company's functional and presentation currencies are the Canadian dollar. A significant portion of the Company's funds were held in US dollars whereby the private placement of $4.4 million with Polygon in December 2014 was received in US dollars. The rapid appreciation of the US dollar relative to the Canadian dollar during the first quarter of fiscal 2015 allowed the realization of foreign exchange gain which primarily resulted in the net earnings during the first quarter and a significant foreign exchange gain during the year ended December 31, 2015, even though the Company does not have any sources of revenues and does not have any revenue-generating operations. A foreign exchange loss was recognized in the second quarter of fiscal 2015 as the US dollar's rapid appreciation subsided within that particular quarter. The net foreign exchange gain in the fourth quarter of 2015 was nominal, as the Company's US dollar cash holdings were depleted from its exploration programs during the year. Although the US dollar continued to appreciate during the first quarter of fiscal 2016, the comparative impact was nominal as the Company's US dollar cash holdings continue to be depleted to significantly lower amounts than the first quarter of 2015.

Interest income is earned from the Company's investment in guaranteed investment certificates which bear interest at a discount from the prime rate and are redeemable at any time. Funds were invested in guaranteed investment certificates in the fourth quarter of 2014 from the proceeds of the private placement with Polygon which closed in December 2014. The majority of such funds were invested in interest bearing deposits in 2015 resulting in the realization of higher interest earned. Funds are withdrawn as needed for ongoing working capital and exploration expenditures. The depletion of invested funds contributed to the lower interest income in the first quarter of 2016.

In the first quarter of 2016, the Company disposed a truck to provide working capital for ongoing support in Nicaragua and recognized a loss from such disposition.

As at March 31, 2016, the Company has mineral property interests which are comprised of the following:

	Three months ended March 31, 2016		
	Nicaragua		
	Los Andes	Other	Total
Acquisition Costs:			
Balance, December 31, 2015	$ 1,691,486	$ 49,936	$ 1,741,422
Acquisition or staking	-	-	-
Balance, March 31, 2016	1,691,486	49,936	1,741,422
Deferred Exploration Expenditures:			
Balance, December 31, 2015	6,947,150	979,929	7,927,079
Aerial, photo and mapping	66	-	66
Camp and field supplies	40	-	40
Community and social	25,873	4,062	29,935
Equipment and systems	170	-	170
Geology	3,385	1,200	4,585
Salaries and local labour	65,127	73,295	138,422
Sundry	6,480	667	7,147
Surface/concession taxes	4,836	62,658	67,494
Transportation and travel	(5,302)	7,019	1,717
Balance, March 31, 2016	7,047,825	1,128,830	8,176,655
Mineral Property Interests:			
December 31, 2015	$ 8,638,636	$ 1,029,865	$ 9,668,501
March 31, 2016	$ 8,739,311	$ 1,178,766	$ 9,918,077

1.5 Summary of Quarterly Results (Unaudited)

The following table provides selected financial information of the Company for each of the last eight quarters ended at the most recently completed quarter, March 31, 2016. All dollar amounts are expressed in Canadian dollars unless otherwise indicated.

(Stated in Canadian dollars)

	2016	2015				2014		
	Mar 31	Dec 31	Sept 30	June 30	Mar 31 [1]	Dec 31	Sept 30	June 30
Total revenues	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Income (loss) before discontinued operations and extraordinary items:								
(i) Total	$ (118,742)	$ (275,161)	$ (164,173)	$ (169,387)	$ 97,681	$ (186,799)	$ (23,756)	$ (234,893)
(ii) Basic earnings (loss) per share	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ (0.01)
(iii) Diluted earnings (loss) per share	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ (0.01)
Net income (loss):								
(i) Total	$ (118,742)	$ (275,161)	$ (164,173)	$ (169,387)	$ 97,681	$ (186,799)	$ (23,756)	$ (234,893)
(ii) Basic earnings (loss) per share	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ (0.01)
(iii) Diluted earnings (loss) per share	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ (0.01)
Total assets	$ 10,123,494	$ 10,129,540	$ 10,355,737	$ 10,532,190	$ 10,686,399	$ 10,469,983	$ 7,064,544	$ 6,606,251
Total long-term liabilities	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Dividends per share	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -

(1) The net earnings in the first quarter of fiscal 2015 was attributable to the accelerated strength in the US dollar relative to the Canadian dollar.

1.6 Liquidity

The Company is in the exploration stage and has not yet determined whether its mineral property interests contain reserves. The recoverability of amounts capitalized for mineral property interests is dependent upon the existence of reserves, the ability of the Company to obtain the necessary financing to complete exploration and development and upon future profitable production. The Company knows of no trends, demands, commitments, events or uncertainties that may result in the Company's liquidity either materially increasing or decreasing at the present time or in the foreseeable future.

Until such time that the Company can successfully bring a mineral property interest into production in order to generate cash flow, enter into other ventures that generate cash flows or identify other financing sources, the Company may have to mainly rely on its controlling shareholder, Polygon, to inject the capital, by way of private placement debt or equity financings, required to pay for exploration expenditures and administrative expenses. Polygon has no obligation to participate in any further debt or equity capital injections in the Company. Although Polygon has been supportive of the Company's recent financing efforts, there is no assurance that Polygon will provide additional financial contributions to the Company in the future.

Since its incorporation in 2007, the Company has endeavored to secure mineral property interests that in due course could be brought into production to provide the Company with cash flow which would be used to undertake work programs on other projects. To that end, the Company has expended its funds on mineral property interests that it believes have the potential to achieve cash flow within a reasonable time frame. As a result, the Company has incurred losses during each of its fiscal periods since incorporation. This result is typical of smaller exploration companies, and will continue until the Company generates revenues and positive cash flows.

The following table contains selected financial information of the Company's liquidity:

(Stated in Canadian dollars)

	March 31, 2016	December 31, 2015
Cash	$ 132,726	$ 364,756
Working capital	(512,505)	(194,327)

The Company has no source of operating revenues.

Operating and investing activities continue to reduce cash resources of the Company. Operating activities include employee remuneration, legal, office and sundry, and regulatory. The Company incurred exploration expenditures of $249,600 for its mineral property interests in Nicaragua during the three months ended March 31, 2016 (December 31, 2015 - $2.45 million).

On April 14, 2015, the Company issued 1.25 million common shares at a fair value of $0.03 per share which were issuable to a senior officer pursuant an employment agreement. Then on November 17, 2015, the Company issued 1.31 million common shares at a fair value of $0.03 per share to the same senior officer for his remuneration.

The Company did not close any debt or equity financings in 2015.

In May 2016, the Company closed a loan agreement with Polygon pursuant to which Polygon advanced a loan in the principal amount of US$500,000 to the Company, as evidenced by a promissory note. The loan is for a term of 24 months and is payable on demand upon the Company consummating an equity or loan financing with net proceeds of at least US$2.5 million. The loan bears interest at the rate of 10% per annum payable quarterly beginning on June 30, 2016. Interest payments may, at the option of the Company, be added to the principal amount of the loan. As security for the payment of the Company's obligations and for the fulfilment and satisfaction of all covenants and agreements made under the loan agreement, the Company also entered into a general security agreement with Polygon pursuant to which the Company granted Polygon a security interest in all personal property of the Company, including the issued and outstanding shares of the Company's wholly-owned Nicaraguan subsidiary, Nicaza S.A, which holds certain mineral exploration properties located in Nicaragua, including the Los Andes project. Item 1.2 provides further details.

The Company continues to explore alternatives to raising capital to advance exploration of its Nicaraguan projects and to improve its financial condition through joint ventures, mergers and acquisitions and other strategic alternatives.

The Company may have option agreements, if any, for mineral property interests that involve payments in the form of cash and/or common shares of the Company as well as minimum exploration expenditure requirements. Under Item 1.7, further details of contractual obligations are provided as at March 31, 2016. The Company will continue to rely upon debt and equity financing as its principal source of financing its projects.

1.7 Capital Resources

As at March 31, 2016, the Company did not have to incur exploration expenditures on the properties and/or make payments in the form of cash and/or shares to the optionors to maintain the Company's interest and to fully exercise the options under various property agreements covering its mineral property interests.

In November 2015, Inecosa completed the transfer of title of the Los Andes property as well as other concessions to the Company, and funds held in trust for the shareholders of Inecosa were accordingly paid to them.

(Stated in Canadian dollars)

1.8 Off-Balance Sheet Arrangements

There are no known off balance sheet arrangements except as disclosed in the Company's public filings.

1.9 Transactions with Related Parties

Key management includes directors (executive and non-executive) and senior management. The compensation paid or payable to key management for employee services is disclosed in the table below.

Except as disclosed elsewhere in the MD&A, the Company had the following transactions with related parties during the three months ended March 31, 2016:

	Three months ended March 31,		Net balance receivable (payable)	
			March 31,	December 31,
	2016	2015	2016	2015
Key management compensation:				
Executive salaries and remuneration [(1), (5)]	$ 135,037	$ 150,740	$ (184,784)	$ (73,998)
Directors fees [(2)]	12,000	10,000	(126,525)	(116,525)
Share-based payments	21,469	20,561	-	-
	$ 168,506	$ 181,301	$ (311,309)	$ (190,523)
Legal fees incurred to a law firm in which a director of the Company is a partner [(3)]	$ 5,492	$ 11,087	$ (17,648)	$ (11,503)
Net office, sundry, rent and salary allocations recovered from (incurred to) company(s) sharing certain common director(s) [(4)]	$ 57	$ 227	$ 7,539	$ 7,481

(1) Includes key management compensation which is included in mineral property interests and property investigation, as applicable.

(2) A portion of Directors fees are accrued.

(3) Includes legal fees which are included in finance charges and share issuance expenses.

(4) The company is Aztec Metals Corp. which shares a common director.

(5) Pursuant to an employment agreement, a portion of a senior officer's remuneration is payable in common shares of the Company.

The above related party transactions are incurred in the normal course of business.

Transactions with related parties are in the normal course of business and measured at the exchange amount, which is the amount agreed upon by the transacting parties and on terms and conditions similar to transactions with non-related parties. The Company shares common office facilities, employee and administrative support, and office sundry amongst company(ies) with common current and former director(s), and such allocations to the Company are on a full cost recovery basis.

In May 2016, the Company closed a loan agreement with Polygon pursuant to which Polygon advanced a loan with a principal of US$500,000 to the Company, as evidenced by a promissory note. Item 1.2 provides further details.

1.10 First Quarter

Items 1.2, 1.4, 1.5, 1.6 and 1.7 provide further details for the first quarter of fiscal 2016.

1.11 Proposed Transactions

Other than those in the ordinary course and other than those already disclosed in this MD&A and other than those already disclosed in its regulatory and public filings, there are no proposed material asset or business acquisitions or dispositions before the board of directors for consideration.

1.12 Critical Accounting Estimates

The preparation of consolidated financial statements in accordance with IFRS requires management to make estimates, assumptions and judgements that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements along with the reported amounts of revenues and expenses during the period. Actual results may differ from these estimates and, as such, estimates and underlying assumptions are reviewed on an on-going basis. Revisions are recognized in the period in which the estimates are revised and in any future periods affected.

Significant areas requiring the use of management estimates relate to determining the recoverability of mineral property interests; the determination of accrued liabilities; accrued site remediation; the variables used in the determination of the fair values of stock options granted and warrants issued as finders' fee; and the recoverability of deferred tax assets. While management believes the estimates are reasonable, actual results could differ from those estimates and could impact future results of operations and cash flows.

Acquisition costs of mineral property interests and exploration and development expenditures incurred thereto are capitalized and deferred. The costs related to a property from which there is production will be amortized using the unit-of-production method. Capitalized costs are written down to their estimated recoverable amount if the property is subsequently determined to be uneconomic. The amounts shown for mineral property interests represent costs incurred to date, less recoveries and write-downs, and do not reflect present or future values.

1.13 Changes in Accounting Policies Including Initial Adoption

The unaudited condensed consolidated interim financial statements for the three months ended March 31, 2016 include note disclosure in Note 2(f) which provides for any changes in accounting policies including initial adoption and recent accounting pronouncements.

The Company did not early adopt any recent pronouncements.

1.14 Financial Instruments and Other Instruments

The Company classifies its financial instruments as follows:

- cash as financial assets at fair value through profit or loss ("FVTPL"),
- receivables as loans and receivables, and
- accounts payable and accrued liabilities as other financial liabilities.

Management of financial risk:

The fair value hierarchy categorizes financial instruments measured at fair value at one of three levels according to the reliability of the inputs used to estimate fair values. The fair value of assets and liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Assets and liabilities in Level 2 are valued using inputs other than quoted prices for which all significant inputs are based on observable market data. Level 3 valuations are based on inputs that are not based on observable market data.

The fair values of the Company's receivables and accounts payable and accrued liabilities approximate their carrying values due to the short terms to maturity. Cash is measured at fair value using Level 1 inputs.

The Company is exposed in varying degrees to a variety of financial instrument related risks, including credit risk, liquidity risk, and market risk which includes foreign currency risk, interest rate risk and other price risk. The types of risk exposure and the way in which such exposure is managed are provided as follows.

(a) Credit risk:

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations.

The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits exposure to credit risk through maintaining its cash with high-credit quality Canadian financial institutions. Non-contractual taxes receivables from government agencies are not considered financial instruments.

(b) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due.

The Company attempts to ensure that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash and its ability to raise debt and equity financings. As at March 31, 2016, the Company had a working capital deficiency of $512,500. The Company continues to rely on additional debt and equity funding to meet its short-term liabilities and administrative overhead costs, and to maintain its mineral property interests.

Accounts payable and accrued liabilities are due in accordance with normal terms of trade and are payable in 2016.

(c) Market risk:

The significant market risk exposure to which the Company is exposed is foreign currency risk, interest rate risk and other price risk.

(i) Foreign currency risk:

The Company has certain cash and accounts payable stated in United States dollars, Nicaraguan cordobas and Mexican pesos, mineral property interests which are in Nicaragua and were previously in Mexico, and a portion of its operations are in Nicaragua and were in Mexico, resulting in expenditures subject to foreign currency fluctuations. Fluctuations in the United States dollar, Nicaraguan Cordoba and Mexican peso would impact the losses of the Company and the values of its assets and liabilities as the Company's functional and presentation currencies are the Canadian dollar. The Canadian dollar fluctuates and floats with the United States dollar, Nicaraguan Cordoba and Mexican peso.

At March 31, 2016, the Company was exposed to currency risk for its Canadian dollar equivalent of financial assets and liabilities denominated in currencies other than Canadian dollars as follows:

	Stated in Canadian Dollars			
	Held in			Total
	United States Dollars	Mexican Pesos	Nicaraguan Cordoba	
Cash	$ 33,683	$ -	$ 974	$ 34,657
Receivables and prepaids	-	-	2,912	2,912
Accounts payable and accrued liabilities	(175,696)	(277,012)	(16,841)	(469,549)
Net financial assets (liabilities), March 31, 2016	(142,013)	(277,012)	(12,955)	(431,980)

Based upon the above net exposure as at March 31, 2016 and assuming all other variables remain constant, a 15% depreciation or appreciation of the Canadian dollar relative to the United States dollar, Nicaraguan Cordoba and the Mexican peso could result in a decrease/increase of approximately $64,800 in the Company's net losses.

The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

(ii) Interest rate risk:

In respect of financial assets, the Company's policy is to invest cash at floating rates of interest in cash equivalents, in order to maintain liquidity, while achieving a satisfactory return. Fluctuations in interest rates impact on the value of cash equivalents. Interest rate risk is not significant to the Company as it has no cash equivalents at period-end. The Company's debt obligations owed for demand loans and convertible promissory notes, if any, bear fixed interest rates.

(iii) Other price risk:

(Stated in Canadian dollars)

Other price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices. The Company currently does not have any financial instruments which fluctuate with market prices.

1.15 Other MD&A Requirements

1.15.1 Other MD&A Requirements

Additional information relating to the Company are as follows:

(a) may be found on SEDAR at www.sedar.com; and

(b) is also provided in the Company's unaudited condensed consolidated interim financial statements for the three months ended March 31, 2016 and audited consolidated financial statements for the years ended December 31, 2015 and 2014.

1.15.2 Outstanding Share Data

The Company's authorized share capital consists of an unlimited number of common shares without par value.

Changes in the Company's share capital for the three months ended March 31, 2016 are as follows:

	Number of Shares		Amount
Balance at December 31, 2015	141,302,005	$	21,851,953
Issued:			
Share issue expenses	-		(1,849)
Balance at March 31, 2016	141,302,005	$	21,850,104

At May 26, 2016, there were 141,302,005 common shares issued and outstanding.

At March 31, 2016, the Company had outstanding stock options to purchase an aggregate of 5,925,002 common shares as follows:

(Stated in Canadian dollars)

	March 31, 2016	
	Number of Shares	Weighted average exercise price
Outstanding balance, beginning of period	5,925,002	$0.15
Granted	-	n/a
Forfeited	-	n/a
Expired	-	n/a
Outstanding balance, end of period	5,925,002	$0.15
Exercise price range	$0.08 - $1.125	

At March 31, 2016, 5,925,002 stock options are outstanding of which 3,776,002 stock options are exercisable.

At May 26, 2016, stock options for 5,925,002 common shares were outstanding of which 3,776,002 stock options were exercisable.

At March 31, 2016, the Company had outstanding warrants as follows:

Exercise Prices	Expiry Dates	Outstanding at December 31, 2015	Issued	Exercised	Expired	Outstanding at March 31, 2016
$0.24	December 13, 2016	20,833,333	-	-	-	20,833,333
$0.30	August 7, 2016	800,000	-	-	-	800,000
$0.05	December 30, 2019	88,160,000	-	-	-	88,160,000
		109,793,333	-	-	-	109,793,333

At May 26, 2016, warrants for 109,793,333 common shares remain outstanding.

1.16 Outlook

The Company will continue to depend upon debt and equity capital to finance its existing projects. There are no assurances that capital requirements will be met by this means of financing as inherent risks are attached therein including commodity prices, financial market conditions, and general economic factors. The Company does not expect to realize any operating revenues from its mineral property interests in the foreseeable future.

1.17 Risk Factors

The following is a brief discussion of those distinctive or special characteristics of the Company's operations and industry that may have a material impact on, or constitute risk factors in respect of, the Company's future financial performance.

Exploration and Development Risks

There is no assurance given by the Company that its exploration programs and mineral property interests will result in the discovery, development or production of a commercially viable ore body.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development, if any, activities will result in any discoveries of bodies of commercial ore. The economics of developing gold and other mineral properties are affected by many factors including capital and operating costs, variations of the grades and tonnages of ore mined, fluctuating mineral market prices, costs of mining and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Substantial expenditures are required to establish reserves through drilling and other work, to develop metallurgical processes to extract metal from ore, and to develop the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that funds required for development can be obtained on a timely basis. The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which cannot be accurately foreseen or predicted, such as market fluctuations, the global marketing conditions for precious and base metals, the proximity and capacity of milling and smelting facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection. In order to commence exploitation of certain properties presently held under exploration concessions, it is necessary for the Company to apply for exploitation concessions. There can be no guarantee that such concessions will be granted.

Financing Risks

There is no assurance given by the Company that it will be able to secure the financing necessary to explore, develop and produce its mineral property interests.

The Company does not presently have sufficient financial resources or operating cash flow to undertake by itself all of its planned exploration and development, if any, programs. The development of the Company's mineral property interests may therefore depend on joint venture partnerships and on the Company's ability to obtain additional required financing. There is no assurance the Company will be successful in obtaining the required financing, the lack of which could result in the loss or substantial dilution of its interests (as existing or as proposed to be acquired) in its mineral property interests as disclosed herein. The Company's ability to continue as a going concern is dependent on the ability of the Company to raise debt and equity capital financings, the attainment of profitable operations, external financings, and further share issuance to satisfy working capital and operating needs.

The Company may have to mainly rely on its controlling shareholder, Polygon, to inject the capital, by way of private placement debt or equity financings, required to pay for exploration expenditures and administrative expenses. Polygon has no obligation to participate in any further debt or equity capital injections in the Company. Although Polygon has been supportive of the Company's recent financing efforts, there is no assurance that Polygon will provide additional financial contributions to the Company in the future.

Estimates of Mineral Deposits

There is no assurance given by the Company that any estimates of mineral deposits herein will not change.

No assurance can be given that any identified mineralized deposit will ever become a commercially viable mineable ore body that can be legally and economically exploited. Estimates regarding mineralized deposits can also be affected by many factors such as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grades and tonnages of ore ultimately mined may differ from that indicated by drilling results and other work. There can be no assurance that gold recovered in small-scale laboratory tests will be duplicated in large-scale tests under on-site conditions. Material changes in mineralized tonnages, grades, dilution and stripping ratios or recovery rates may affect the economic viability of projects. The existence of mineralized deposits should not be interpreted as assurances of the future delineation of ore reserves or the profitability of future operations.

Mineral Prices

The mining industry is competitive and mineral prices fluctuate so that there is no assurance, even if commercial quantities of a mineral resource are discovered, that 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 prices of precious and base metals fluctuate on a daily basis, have experienced volatile and significant price movements over short periods of time, and are affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations (specifically, the U.S. dollar relative to other currencies), interest rates, central bank transactions, world supply for precious and base metals, international investments, monetary systems, and global or regional consumption patterns (such as the development of gold coin programs), speculative activities and increased production due to improved mining and production methods. The supply of and demand for gold are affected by various factors, including political events, economic conditions and production costs in major gold producing regions, and governmental policies with respect to gold holdings by a nation or its citizens. The exact effect of these factors cannot be accurately predicted, and the combination of these factors may result in the Company not receiving adequate returns on invested capital or the investments retaining their respective values. There is no assurance that the prices of gold and other precious and base metals will be such that the Company's properties can be mined at a profit.

Title Matters

There is no assurance given by the Company that it owns legal title to certain of its mineral property interests.

The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to any of the Company's mining concessions may come under dispute. While the Company has diligently investigated title considerations to its mineral properties, in certain circumstances, the Company has only relied upon representations of property partners and government agencies. There is no guarantee of title to certain of the Company's mineral property interests. The properties may be subject to prior unregistered agreements or transfers, and title may be affected by unidentified and undetected defects. Native land claims or claims of aboriginal title may be asserted over areas in which the Company's mineral property interests are located.

Conflicts of Interest

There is no assurance given by the Company that its directors and officers will not have conflicts of interest from time to time.

The Company's directors and officers may serve as directors or officers of other public mineral exploration or mining companies or have significant shareholdings in other public mineral exploration or mining companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The interests of these companies may differ from time to time. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against any resolution involving any such conflict. From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with the laws of the Province of British Columbia, Canada, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in any particular exploration or mining project at any given time, the directors will primarily consider the upside potential for the project to be accretive to shareholders, the degree of risk to which the Company may be exposed and its financial position at that time.

Uninsured Risks

Mineral exploration and mining and processing operations, if any, involve many risks and hazards, including, among others, metallurgical and other processing problems, unusual and unexpected rock formations, ground or slope failures or underground cave-ins, environmental contamination, industrial accidents, fires, flooding and periodic interruptions due to inclement or hazardous weather conditions or other acts of nature, organized labour disputes or work slow-downs, mechanical equipment failure and facility performance problems, and the availability of critical materials, equipment and skilled labour. These risks could result in damage to, or destruction of, the Company's properties or production facilities, personal injury or death, environmental damage, delays in mining or processing, increased production costs, asset write downs, monetary losses, and legal liability.

The Company cannot be certain that its insurance will cover all of the risks associated with mineral exploration and mining and processing, if any, or that it will be able to maintain insurance to cover these risks at economically feasible premiums. The Company could also become subject to liability for hazards against which it cannot insure or against which the Company may elect not to insure because of high premium costs or commercial impracticality. Such events could result in a prolonged interruption in operations that would have a negative effect on the Company's ability to generate revenues, profits and cash flow. Losses from such events may increase costs and decrease profitability.

Mining is inherently risky and subject to conditions or events beyond the Company's control, which could have a material adverse effect on the Company's business

Mining involves various types of risks and hazards, including environmental hazards, industrial accidents, metallurgical and other processing problems, unusual or unexpected rock formations, structural cave-ins or slides, flooding, fires, power outages, labour disruptions, explosions, landslides and avalanches, mechanical equipment and facility performance problems, availability of materials and equipment, metals losses and periodic interruptions due to inclement or hazardous weather conditions.

These risks could result in damage to, or destruction of, mineral properties, production facilities or other properties, personal injury or death, including to employees, environmental damage, delays in mining, increased production costs, asset write downs, monetary losses and possible legal liability. The Company may not be able to obtain insurance to cover these risks at economically feasible premiums or at all. Insurance against certain environmental risks, including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from production, is not generally available to the Company or to other companies within the mining industry. The Company may suffer a material adverse impact on its business if it incurs losses related to any significant events that are not covered by its insurance policies.

Environmental and Other Regulatory Requirements

There is no assurance given by the Company that it has met all environmental or regulatory requirements.

The current or future operations of the Company, including exploration or, if any, development activities or, if any, commencement of production on its mineral property interests, require permits from various foreign, federal, state and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, exploration, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that approvals and permits required in order for the Company to commence exploration or, if any, production on its various property interests will be obtained. Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, are necessary prior to operation of the other properties in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence exploration, or construction, development or operation of mining facilities at these properties on terms which enable operations to be conducted at economically justifiable costs.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions 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 violations of applicable laws or regulations. New laws or regulations or amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation of current laws, regulations or permits, 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.

Reclamation

There is a risk that monies allotted for land reclamation may not be sufficient to cover all risks. Therefore additional funds, or reclamation bonds or other forms of financial assurance may be required over the tenure of the project to cover potential risks. These additional costs may have material adverse impact on the financial condition and results of the Company.

Foreign Countries and Regulatory Requirements

The Company's mineral property interests are located in countries outside of Canada, and mineral exploration and mining activities, if any, may be affected in varying degrees by political stability and government regulations relating to the mineral exploration and mining industry. Any changes in regulations or shifts in political attitudes may vary from country to country and are beyond the control of the Company and may adversely affect its business. Such changes have, in the past, included nationalization of foreign owned businesses and properties. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income and other taxes and duties, expropriation of property, environmental legislation and safety. These uncertainties may make it more difficult for the Company and its joint venture partners to obtain any required exploration and production, if any, financing for its mineral properties.

Currency Fluctuation and Foreign Exchange Controls

The Company maintains a portion of its funds in U.S. dollar and Nicaraguan Cordoba denominated accounts. Certain of the Company's property and related contracts may be denominated in the U.S. dollar and Nicaraguan cordoba. The Company's operations in countries other than Canada are normally carried out in the currency of that country and make the Company subject to foreign currency fluctuations and such fluctuations may materially affect the Company's financial position and results. In addition future contracts may not be denominated in Canadian dollars and may expose the Company to foreign currency fluctuations and such fluctuations may materially affect the Company's financial position and results of its operations. In addition, the Company is or may become subject to foreign exchange restrictions which may severely limit or restrict its ability to repatriate capital or profits from its properties outside of Canada to Canada. Such restrictions may have existed in the past in countries in which the Company holds property interests and future impositions of such restrictions could have a materially adverse effect on the Company's future profitability or ability to pay dividends.

General economic conditions may adversely affect the Company's growth, future profitability and ability to finance

The events in global financial markets in the past have had a significant impact on the global economy. Many industries, including the mining industry, are impacted by these market conditions. Specifically, the volatility of metal prices would impact the Company's revenues, profits, losses and cash flow, negative economic pressures could adversely impact demand for the Company's production construction related costs could increase and adversely affect the economics of any of the Company's projects, volatile energy, commodity and consumables prices and currency exchange rates would impact the Company's production costs and the devaluation and volatility of global stock markets would impact the valuation of the Company's equity and other securities.

Third Party Reliance

The Company's rights to acquire interests in certain mineral property interests have been granted by third parties who themselves may hold only an option to acquire such properties. As a result, the Company may have no direct contractual relationship with the underlying property holder.

Possible Dilution to Current Shareholders based on Outstanding Options and Warrants

At March 31, 2016, the Company had 141,302,005 common shares and 5,925,002 share purchase options and 109,793,333 share purchase warrants outstanding. The resale of outstanding shares from the exercise of dilutive securities could have a depressing effect on the market for the Company's shares. At March 31, 2016, dilutive securities represented approximately 81.9% of the Company's issued shares. None of these dilutive securities were exercisable at prices below the March 31, 2016 closing market price of $0.04 for the Company's shares.

The Company may be subject to legal proceedings

Due to the nature of its business, the Company may be subject to numerous regulatory investigations, claims, lawsuits and other proceedings in the ordinary course of its business. The results of these legal proceedings cannot be predicted with certainty due to the uncertainty inherent in litigation, including the effects of discovery of new evidence or advancement of new legal theories, the difficulty of predicting decisions of judges and juries and the possibility that decisions may be reversed on appeal. There can be no assurances that these matters will not have a material adverse effect on the Company's business.

Increased competition could adversely affect the Company's ability to acquire suitable producing properties or prospects for mineral exploration in the future

The mining industry is intensely competitive. Significant competition exists for the acquisition of properties producing or capable of producing metals. The Company must compete to acquire additional mining properties with other individuals and companies, many of which have greater financial resources, operational experience and technical capabilities than the Company or are further advanced in their development or are significantly larger, for the acquisition of mineral claims, leases and other mineral interests. The Company may also encounter increasing competition from other mining companies in its efforts to hire experienced mining professionals. Increased competition could adversely affect the Company's ability to attract necessary capital funding or acquire suitable producing properties or prospects for mineral exploration in the future. If the Company is unsuccessful in acquiring additional mineral properties or qualified personnel, it will not be able to grow at the rate it desires, or at all.

There can be no assurance that the Company will successfully acquire additional mineral rights

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 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. Moreover, mines have a depleting asset base which needs to be continually renewed. 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. If current exploration programs do not result in the discovery of commercial ore, the Company may need to write-off part or all of its investment in existing exploration stage properties, and may need to acquire additional properties. Material changes in ore reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

The Company's future growth and productivity will depend, in part, on its ability to identify and acquire additional mineral rights, and on the costs and results of continued exploration and development programs. Mineral exploration is highly speculative in nature and is frequently non-productive. Substantial expenditures are required to establish ore reserves through drilling and metallurgical and other testing techniques, to determine metal content and metallurgical recovery processes to extract metal from the ore, and to construct, renovate or expand mining and processing facilities.

If the Company does make further acquisitions, any positive effect on the Company's results will depend on a variety of factors, including, but not limited to, assimilating the operations of an acquired business or property in a timely and efficient manner, maintaining the Company's financial and strategic focus while integrating the acquired business or property, achieving identified and anticipated operating and financial synergies, unanticipated costs, diversion of management attention from existing business, potential loss of key employees or key employees of any business acquired, unanticipated changes in business, industry or general economic conditions that affect the assumptions underlying the acquisition, decline in the value of acquired properties, companies or securities, implementing uniform standards, controls, procedures and policies at the acquired business, as appropriate and, to the extent that the Company makes an acquisition outside of markets in which it has previously operated, conducting and managing operations in a new operating environment.