

**DECLAN RESOURCES INC.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

(Expressed in Canadian Dollars)

**Year Ended  
September 30, 2017**

**Report Date - January 25, 2018**

**DECLAN RESOURCES INC.**  
**Management's Discussion and Analysis**  
**Year Ended September 30, 2017**

---

**Introduction**

Declan Resources Inc. ("Declan" or the "Company") is a public company incorporated on August 25, 2005, under the laws of British Columbia, Canada. The Company is a reporting issuer in British Columbia and Alberta, and its common shares are listed and posted for trading on the Canadian Securities Exchange ("CSE") under the trading symbol "LAN". The Company's offices are located at 302 - 1620 West 8<sup>th</sup> Avenue, Vancouver, BC, V6J 1V4.

The Company is a natural resource company engaged in the acquisition and exploration of resource properties in North America. The Company recently acquired the Turner Lake gold property in the Nunavut Territory, but continues to evaluate new acquisitions.

In accordance with Form 51-102F1, the following Management's Discussion & Analysis ("MD&A") provides a review of activities, results of operations and financial condition of Declan for the year ended September 30, 2017. The following discussion and analysis should be read in conjunction with the Company's audited consolidated financial statements for the years ended September 30, 2017 and 2016 which were prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars.

**Overall Performance and Results of Operations**

Fourth Quarter

During the three months ended September 30, 2017 (the "Current Quarter"), the Company reported a loss from operations of \$71,664 compared to \$55,476 during the three months ended September 30, 2016 (the "Prior Quarter"), representing an increase in loss of \$16,188. The increase can be attributed to an increase in rent during the current fiscal year as well as an increase in property investigation costs during the Current Quarter as compared to the Prior Quarter when the Company did not have any active projects. Total income and comprehensive income for the Current Quarter was \$222,121 compared to net loss and comprehensive loss of \$219,821 for the Prior Quarter, representing an increase in income of \$441,942. The increase is primarily attributed to the increase in gains on short term investments during the Current Quarter, as well as the write-off of exploration & evaluation assets and prepaid expense during the Prior Quarter.

Year Ended September 30, 2017

During the year ended September 30, 2017 (the "Current Period"), the Company reported net income of \$379,085 compared to net loss of \$99,672 for the year ended September 30, 2016 (the "Comparative Period") representing an increase in income of \$478,757. The increase to net income was primarily due to a significant gain on short-term investments in the Current Period of \$665,882 (2016 - \$230,182). The Company does not have revenue from operations and reported a net gain for the Current Period due to both realized and unrealized gains from the sale of short-term investments. Operating expenses for the Current Period were \$286,956 compared to \$270,134 for the Comparative Period which represented an immaterial increase of \$16,822. The increase in operating expenses was primarily due to an increase in property investigation costs of \$15,750 during the Current Period as well as an increase in rent for the Current Period as compared to the Prior Period when the Company was less active.

## **Exploration and Evaluation Properties**

### Turner Lake

On July 5, 2017, the Company acquired 100% of the common shares of 5498 Nunavut Inc., a private company whose sole asset is the Turner Lake gold property located in the Nunavut territory, for consideration of \$25,000.

The Turner Lake property is comprised of the T1 claim which covers approximately 1,125 hectares located near Bathurst Inlet in the Kitikmeot District of western Nunavut, Canada, 560 kilometers northeast of Yellowknife, N.W.T

The T1 claim is located in the northern Archean Slave Structural Province ("SSP") in the Yellowknife Supergroup and is underlain by mainly metamorphosed supracrustal turbiditic sedimentary rocks. Archean intrusive rocks range from granite to gabbro composition and range from 2.58-2.67 Ga. Deformation occurred in a number of overlapping events, resulting in a complex fold and fault pattern throughout the SSP. Structural trends include northerly striking steep penetrative fabrics. The SSP has been subjected to low pressure-high temperature regional metamorphism, from lower to upper amphibolite facies.

A north to north-northeast trending shear zone of regional significance dominates the west side of the property. Associated with the shear zone is a 500 meter long, east-west striking and probable steep southerly dipping axial plane shear structure with a steep westerly plunge. An ultramafic amphibolite unit is spatially related to the shear zone. A fold on the east side of the shear developed as movement continued along the shear zone. The mineralized unit, metagreywacke and hornblende gneiss appears to have behaved as a rigid body, rotating with the developing fold while the more ductile ultramafic amphibolite flowed under the stress. The result of this competency contrast was a favorable structural trap for mineralizing fluids.

Gold mineralization is associated with at least two phases of quartz veining, typically centimeter scale, and occurring as veinlets and stockworks that are usually discontinuous, and deformed. A number of vein orientations including small north-south trending quartz veins and veinlets and larger north-south trending quartz veins have been mapped. Trenches 87-5 and 87-6 uncovered north-south trending veins parallel to the foliation but at a high angle to contacts between the mineralized host rock and ultramafic amphibolite. In TR87-8, veining is parallel to foliation but perpendicular to the trend of the mineralized unit. In TR87-11, quartz veins trend at 140° /60° SW, oblique to the sub parallel layering and foliation in the mineralized unit.

Previous exploration activity on T1 claim area, known as Turner Lake Project was focused on geological mapping, limited airborne and ground-based geophysics, extensive trenching, and a total of 51 diamond drill holes. Detailed chip, channel, muck and bulk sampling have effectively mapped the distribution of gold and true thickness throughout the surface exposure of the mineralized trend, describing at least 3 high-grade "shoots" of gold mineralization. Detailed channel sampling in 1989 returned average grades of 4.5 grams per tonne over an average true width of 3.2 meters.

Continued diamond drilling programs are proposed for the Turner Lake Project to define these steeply plunging high-grade shoots. Given that Archean gold systems are known to have remarkable down structure extent and continuity.

**A NI 43-101 report dated July 5, 2017 regarding the Turner Lake gold property has been prepared by Lorne M Warner, P. Geo., and it is available on SEDAR.**

**DECLAN RESOURCES INC.**  
**Management's Discussion and Analysis**  
**Year Ended September 30, 2017**

---

**Summary of Quarterly Results**

The following table sets out selected unaudited financial information for the eight most recent quarters. The financial data has been prepared in accordance with IFRS.

<b>Three Months Ended</b>	<b>September 30, 2017</b>	<b>June 30, 2017</b>	<b>March 31, 2017</b>	<b>December 31, 2016</b>
	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
Total Revenue	-	-	-	-
Loss from Operations	(71,664)	(79,940)	(77,363)	(57,989)
Net Income (Loss) and Comprehensive Income (Loss)	222,121	109,372	76,575	(28,983)
Basic and Diluted Earnings (Loss) per Share	0.05	0.00	0.00	(0.00)

<b>Three Months Ended</b>	<b>September 30, 2016</b>	<b>June 30, 2016</b>	<b>March 31, 2016</b>	<b>December 31, 2015</b>
	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
Total Revenue	-	-	-	-
Loss from Operations	(55,476)	(59,114)	(93,621)	(61,923)
Net Income (Loss) and Comprehensive Income (Loss)	(219,821)	(59,002)	37,809	141,342
Basic and Diluted Earnings (Loss) per Share	(0.00)	(0.00)	0.00	0.00

**Liquidity and Capital Resources**

The Company's consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing on reasonable terms and to commence profitable operations in the future.

The Company had a cash position of \$134,013 and a working capital deficit of \$296,040 as at September 30, 2017, compared to \$19,558 and \$332,632, respectively, as at September 30, 2016. The Company's working capital deficit improved as a direct result of gains generated by an appreciation in the fair value of the Company's short-term investment in Versus Systems Inc.

**DECLAN RESOURCES INC.**  
**Management's Discussion and Analysis**  
**Year Ended September 30, 2017**

---

**Liquidity and Capital Resources** (continued)

The Company has greatly reduced its near term cash requirements after its decision not to proceed with exploration on certain exploration projects, and with recently completed financings will have sufficient working capital to commence work on its newly acquired Turner Lake project as well as properly evaluate and acquire new projects.

Financing activities

On September 1, 2017, the Company completed a non-brokered private placement and issued 16,666,667 common shares at \$0.06, generating gross proceeds of \$1,000,000.

Subsequent to September 30, 2017, the Company completed a non-brokered private placement through the issuance of 7,142,857 units for gross proceeds of \$1,000,000. Each unit consisting of one common share and one common share purchase warrant exercisable at \$0.25 for 12 months from the date of issue.

During the year ended September 30, 2017, the Company received \$49,900 from the issuance of notes payable which bear interest at 10% per annum, payable quarterly, and mature in three years. However, the Company repaid \$771,800 in notes payable as well.

The Company has also financed its operating losses by selling a portion of its short-term investments, which have appreciated in value since acquisition, for net proceeds of \$472,156.

**Selected Annual Information**

The following table sets out selected financial information for the Company for each of the fiscal years ended September 30, 2017, 2016 and 2015. The selected financial information should only be read in conjunction with the Company's audited annual financial statements for the fiscal year ended September 30, 2017, including the notes thereto.

*Statement of Operations, Comprehensive Loss and Deficit Data:*

	<b>Year Ended September 30, 2017</b>	<b>Year Ended September 30, 2016</b>	<b>Year Ended September 30, 2015</b>
	<b>(\$)</b>	<b>(\$)</b>	<b>(\$)</b>
Revenue	Nil	Nil	Nil
Loss from operations	(286,956)	(270,134)	(1,362,154)
Loss and comprehensive loss for the year	379,085	(99,672)	(2,535,826)
Loss per share, basic and diluted	0.05	(0.00)	(0.01)

**DECLAN RESOURCES INC.**  
**Management's Discussion and Analysis**  
**Year Ended September 30, 2017**

---

*Balance Sheet Data:*

	As at September 30, 2017	As at September 30, 2016	As at September 30, 2015
	(\$)	(\$)	(\$)
Current Assets	1,066,626	429,873	283,159
Total Assets	1,105,156	441,373	303,433
Current Liabilities	770,586	762,505	1,505,164
Long Term Debt	248,271	970,171	-
Shareholders' Equity (Deficiency)	86,299	(1,291,303)	(1,201,631)

**Disclosure of Outstanding Share Data**

The authorized capital of the Company consists of an unlimited number of common shares without par value.

Shares Issued and Outstanding

On July 19, 2017, the Company consolidated of its issued and outstanding common shares on the basis of one new share for every thirty old shares. All share and per share amounts have been restated to reflect the share consolidation.

As at the Report Date, there were 29,712,666 common shares issued and outstanding.

Warrants

As at the Report Date, there were 7,142,857 warrants outstanding exercisable at \$0.25 until November 10, 2018.

Stock Options

As at the Report Date, there were 200,000 stock options outstanding as follows:

Expiry Date	Options Outstanding	Options Exercisable	Weighted Average Exercise Price (\$)
October 7, 2018	166,667	166,667	2.70
November 22, 2018	33,333	33,333	2.70
	200,000	200,000	2.70

**Off Balance Sheet Arrangements**

The Company is not a party to any off-balance sheet arrangements or transactions.

**DECLAN RESOURCES INC.**  
**Management's Discussion and Analysis**  
**Year Ended September 30, 2017**

---

**Subsequent Events**

Subsequent to September 30, 2017, the following significant transactions occurred:

- a) On November 10, 2017, the Company completed a non-brokered private placement through the issuance of 7,142,857 units for gross proceeds of \$1,000,000. Each unit consisting of one common share and one common share purchase warrant exercisable at \$0.25 for 12 months from the date of issue.
- b) The Company repaid a total of \$352,748 of notes payable and accrued interest, of which \$224,750 was repaid to related parties.

**Transactions with Related Parties**

The Company's key management personnel consist of directors, officers and companies owned or controlled in whole or in part by officers and directors. The following summarizes the Company's related party transactions during the years ended September 30, 2017 and 2016.

Key Management Compensation

	<b>2017</b>	<b>2016</b>
	<b>(\$)</b>	<b>(\$)</b>
Consulting fees paid or accrued to a director of the Company.	-	18,250
Management fees paid or accrued to a corporation controlled by the Chief Executive Officer ("CEO") of the Company	6,000	-
Professional fees paid or accrued to a corporation controlled by the Chief Financial Officer ("CFO") of the Company.	4,000	5,000
<b>Total</b>	<b>10,000</b>	<b>23,250</b>

Other Related Party Transactions

	<b>2017</b>	<b>2016</b>
	<b>(\$)</b>	<b>(\$)</b>
Office sharing and occupancy costs paid or accrued to a corporation that shares management in common with the Company.	55,000	30,000
Interest expense accrued to two corporations controlled by the CEO of the Company.	73,428	55,425
Interest expense accrued to a corporation that shares management in common with the Company.	4,205	5,382
<b>Total</b>	<b>132,633</b>	<b>90,807</b>

**DECLAN RESOURCES INC.**  
**Management's Discussion and Analysis**  
**Year Ended September 30, 2017**

---

**Transactions with Related Parties (continued)**

- a) As at September 30, 2017, a total of \$10,300 (September 30, 2016 - \$6,250) was included in accounts payable and accrued liabilities owing to a corporation controlled by the CFO of the Company for professional fees.
- b) As at September 30, 2017, a total of \$40,688 (September 30, 2016 - \$40,688) was included in accounts payable and accrued liabilities owing to a former director of the Company for consulting fees.
- c) As at September 30, 2017, a total of \$Nil (September 30, 2016 - \$30,765) was included in accounts payable and accrued liabilities owing to two corporations controlled by the CEO of the Company for management fees and reimbursable expenses.
- d) As at September 30, 2017, a total of \$Nil (September 30, 2016 - \$3,650) was included in accounts payable and accrued liabilities owing to a corporation that shares management in common with the Company for office sharing and occupancy costs.
- e) As at September 30, 2017, a total of \$116,948 (September 30, 2016 - \$116,948) was included in accounts payable and accrued liabilities owing to a corporation that shares management in common with the Company for exploration expenditures.
- f) As at September 30, 2017, a total of \$105,725 (September 30, 2016 - \$722,625) of notes payable and \$97,058 (September 30, 2016 - \$60,941) of accrued interest, which is included in accounts payable and accrued liabilities, was owing to two corporations controlled by the CEO of the Company.
- g) As at September 30, 2017, a total of \$42,046 (September 30, 2016 - \$42,046) of notes payable and \$14,310 (September 30, 2016 - \$10,105) accrued interest, which is included in accounts payable and accrued liabilities, was owing to a corporation that shares management in common with the Company.
- h) As at September 30, 2017, a total of \$Nil (September 30, 2016 - \$7,500) was included in accounts receivable owing to the Company from a corporation controlled by the CEO of the Company.
- i) As at September 30, 2017, a total of \$119,578 (2016: \$125,592) was included in accounts payable owing to a company owned by a former director.
- j) As at September 30, 2017, a total of \$2,157 (2016: \$2,157) was included in accounts payable owing to a former director of the Company.



### **Accounting Standards Issued But Not Yet Effective**

Standards issued but not yet effective up to the date of issuance of the Company's consolidated financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt these standards when they become effective. The pronouncements are being assessed to determine their impact on the Company's results and financial position.

#### New standards, amendments and interpretations to existing standards not yet effective

The following amendments to an existing standard has been issued for annual periods beginning on or after January 1, 2017 but is not yet effective:

##### *IAS 12, Income Taxes*

Amendments to IAS 12 to clarify the recognition of a deferred tax asset for unrealized losses.

##### *IAS 16 & IAS 38, Clarification of Acceptable Methods of Depreciation and Amortization*

Amended to (i) clarify that the use of a revenue-based depreciation and amortization method is not appropriate, and (ii) provide a rebuttable presumption for intangible assets.

The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2018 but are not yet effective:

##### *IFRS 9, Financial Instruments – Classification and Measurement*

IFRS 9 is a new standard on financial instruments that will replace IAS 39, *Financial Instruments: Recognition and Measurement*.

IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss.

##### *IFRS 2, Share-based Payment*

Amendments to IFRS 2 in relation to the classification and measurement of share-based payment transactions.

##### *IFRS 15, Revenue from Contracts with Customers*

IFRS 15 is a new standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. IFRS 15 supersedes IAS 11, *Construction Contracts*, IAS 18, *Revenue*, IFRIC 13, *Customer Loyalty Programs*, IFRIC 15, *Agreements for the Construction of Real Estate*, IFRIC 18, *Transfers of Assets from Customers*, and SIC-31, *Revenue – Barter Transactions Involving Advertising Service*.

**Accounting Standards Issued But Not Yet Effective** (continued)

The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2019 but are not yet effective:

*IFRS 16, Leases*

This new standard replaces the existing leasing guidance in IAS 17, Leases.

IFRS 16 distinguishes between leases and service contracts on the basis of whether the customer controls the asset being leased. For those contracts determined to meet the definition of a lease, IFRS 16 requires a lessee to recognize on the balance sheet a lease asset along with the associated lease liability which reflects future lease payments, similar to current finance lease accounting. There are limited exceptions for leases with a term of less than 12 months or leases of assets which have a very low value. As a result of the adoption of IFRS 16, operating leases which were previously only recognized on the statement of earnings will be recognized on the balance sheet.

The purpose of the standard is to provide users of the financial statements with a more accurate picture of a company's leased assets and associated liabilities, while also improving the comparability of companies that lease assets to those that purchase them.

The Company has not yet assessed the potential impact of the application of these standards, nor determined whether it will early adopt these standards.

**Financial Instruments and Risk Management**

*Financial risk management*

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 Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, short-term investments, receivables, restricted deposits, accounts payable and notes payable.

The Company classified its cash and short-term investments as fair value through profit or loss; receivables and restricted deposits as loans and receivables; and accounts payable and notes payable as other financial liabilities. The fair values of cash and short-term investments are measured on the statement of financial position using level 1 of the fair value hierarchy. The fair values of receivables, restricted deposits, accounts payable approximate their book values because of the short-term nature of these instruments.

**DECLAN RESOURCES INC.**  
**Management's Discussion and Analysis**  
**Year Ended September 30, 2017**

---

**Financial Instruments and Risk Management (continued)**

*Financial instrument risk exposure*

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.

*Credit risk*

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its payment obligations. The Company has no material counterparties to its financial instruments with the exception of the financial institutions which hold its cash. The Company manages this credit risk by ensuring that these financial assets are placed with a major financial institution with strong investment grade ratings by a primary ratings agency. The Company's receivables consist primarily of goods and services tax due from the government and other receivables; the balances are in good standing as at September 30, 2017. The Company does not believe it has a material exposure to credit risk.

*Liquidity risk*

The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in business accounts which are available on demand. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support its normal operating requirements.

The Company's ongoing liquidity is impacted by various external events and conditions. The Company expects to repay its financial liabilities, consisting of accounts payable and accrued liabilities and notes payable, in the normal course of operations and to fund future operational and capital requirements future equity and debt financing.

To the extent that the Company does not believe it has sufficient liquidity to meet these obligations, management will seek to secure additional funds through long term debt and equity transactions.

*Interest rate risk*

The Company is exposed to interest rate risk. The Company's bank account earns interest income at variable rates. The fair value of its portfolio is relatively unaffected by changes in short-term interest rates. Interest rate risk is minimal as the Company does not have significant interest bearing assets or any variable interest bearing liabilities that are tied into market rates.

*Commodity price risk*

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

*Foreign exchange risk*

The Company is not exposed to any significant foreign currency risk.

**DECLAN RESOURCES INC.**  
**Management's Discussion and Analysis**  
**Year Ended September 30, 2017**

---

**Management of Capital**

The Company manages its common shares, stock options and share purchase warrants as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk. The Company is not subject to any externally imposed capital requirements.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash treasury invested in certificates of deposit with major financial institutions.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company has historically relied on the equity markets and debt securities to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

There have been no changes to the Company's approach to capital management during the year ended September 30, 2017.

**Additional Information**

On October 1, 2016, Kelsey Chin replaced Leah Martin as the Corporate Secretary of the Company.

On December 30, 2016, Gordon King resigned from the Board of Directors of the Company. Michael Curtis was appointed to the Board on January 17, 2017 to replace Mr. King.

On June 1, 2017, Tyson King resigned from the Board of Directors of the Company.

Additional information relating to the Company is available on the Company's website at [www.declanresources.com](http://www.declanresources.com) and under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Forward-Looking Statements**

Except for statements of historical fact, this MD&A contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, forward-looking information in this MD&A includes, but is not limited to, statements with respect to future events and is subject to certain risks, uncertainties and assumptions. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is based on the opinions and estimates of management at the date the statements are made, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors could cause results to differ materially from those expressed in the forward-looking statements include, but are not limited to: general economic conditions in Canada, the United States and globally; industry conditions, including fluctuations in commodity prices; governmental regulation of the mining industry, including environmental regulation; geological, technical and drilling problems; unanticipated operating events; competition for and/or inability to retain drilling rigs and other services; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; volatility in market prices for commodities; liabilities inherent in mining operations; changes in tax laws and incentive programs relating to the mining industry; and the other factors described herein under "Risks and Uncertainties" as well as in our public filings available at [www.sedar.com](http://www.sedar.com). Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

### **Risks and Uncertainties**

The Company is in the mineral exploration and development business and, as such, is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. Some of the possible risks include the following:

- a) The industry is capital intensive and subject to fluctuations in metal prices, market sentiment, foreign exchange and interest rates. The recovery of the Company's investment in exploration and evaluation assets and the attainment of profitable operations are dependent upon the discovery and development of economic ore reserves and the ability to arrange sufficient financing to bring the ore reserves into production.
- b) The most likely source of future funds for further acquisitions and exploration programs undertaken by the Company are the sale of equity capital or the offering by the Company of an interest in its properties to be earned by another interested party carrying out further exploration or development. If such exploration programs are successful, the development of economic ore bodies and commencement of commercial production may require future equity financings by the Company which are likely to result in substantial dilution to the holdings of existing shareholders.

**Risks and Uncertainties (continued)**

- c) The Company's capital resources are largely determined by the strength of the resource markets and the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.
- d) The prices of metals greatly affect the value of and the potential value of its exploration and evaluation assets. This, in turn greatly affects its ability to raise equity capital, negotiate option agreements and form joint ventures.
- e) The Company must comply with health, safety, and environmental regulations governing air and water quality and land disturbances and provide for mine reclamation and closure costs. The Company's permission to operate could be withdrawn temporarily where there is evidence of serious breaches of such regulations, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations.
- f) The operations of the Company will require various licenses and permits from various governmental authorities. There is no assurance that the Company will be successful in obtaining the necessary licenses and permits to continue exploration and development activities in the future.
- g) Although the Company has taken steps to verify title to exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title. Such assets may be subject to prior agreements or transfers and title may be affected by such undetected defects.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in any forward looking statement. The development and exploration activities of the Company are subject to various laws governing exploration, development, and labour standards which may affect the operations of the Company as these laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are, or were conducted.

**DECLAN RESOURCES INC.**  
**Management's Discussion and Analysis**  
**Year Ended September 30, 2017**

---

**Corporate Information**

Directors:	Michelle Gahagan Wayne Tisdale Bryce Tisdale Michael Curtis
Officers:	Wayne Tisdale, President and CEO David Hughes, CFO Kelsey Chin, Corporate Secretary
Auditor:	Davidson and Company LLP Chartered Professional Accountants Suite 1200 – 609 Granville Street Vancouver, BC, V7Y 1G6
Legal Counsel:	Tingle Merrett LLP Suite 639 – 1250 Standard Life Building 5 <sup>th</sup> Avenue SW Calgary, AB T2P 0M9
Transfer Agent:	Computershare Trust Company of Canada 2 <sup>nd</sup> Floor – 510 Burrard Street Vancouver, BC, V6C 3B9

**Contact Information**

Wayne Tisdale, President and CEO  
Declan Resources Inc.  
Suite 302 – 1620 West 8<sup>th</sup> Avenue  
Vancouver, British Columbia V6J 1V4  
Tel: 604-639-4457