



## **MANAGEMENT DISCUSSION AND ANALYSIS**

**FOR**

**FIRE RIVER GOLD CORP.**

**FOR THE QUARTER ENDED JANUARY 31, 2018**

The following discussion and analysis is Management's assessment of the results and financial condition of Fire River Gold Corp. (the "Company" or "FAU") for the quarter ended January 31, 2018 and should be read in conjunction with the unaudited condensed interim financial statements and the related notes. The date of this Management Discussion and Analysis is April 2, 2018.

Additional information on the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **FORWARD LOOKING STATEMENTS**

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different than those expressed or implied. The Company disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

### **BUSINESS OF FIRE RIVER GOLD CORP.**

During this quarter, the Company was not actively involved in any mining projects or exploration. The Company may be regarded as dormant until Company management secures financing.

The major impact to the Company occurred in the previous fiscal year as follows: Effective October 7, 2013 Waterton Global Value, L.P. ("Waterton") has taken full and unrestricted control of the Nixon Fork Gold Mine and Mystery Creek Resources, Inc. ("MCRI"), the U.S. corporation that owns the mine. This action was a result of the default by Fire River on the terms of the Credit Agreement with Waterton. Fire River has delivered all rights, debts, properties and obligations of MCRI to Waterton and Waterton accepted such as full and final satisfaction of the indebtedness due to Waterton under the Credit Agreement. As part of the final Settlement Agreement Waterton also agreed to pay to Fire River approximately C\$250,000 in cash

and other obligations. During the year ended October 31, 2015, the Company applied \$11,268 of note payable against the receivable from Waterton and recovered \$18,300 in cash from Waterton. The remaining balance of the receivable was written off resulting in a \$25,432 charge to statement of comprehensive loss.

## GOING CONCERN

As of January 31, 2018, the Company had no mining or exploration projects. The cease trade orders received by the Company from the British Columbia Securities Commission, the Ontario Securities Commission and the Alberta Securities Commission were revoked in January 2015. Trading in the Company's common stock has been reinstated. The share consolidation at 100:1 was approved on February 24, 2015 by the NEX and the Company enacted the consolidation and shareholders have been notified of their post-consolidation share quantities. The Company has minimal cash and will not be in a position to continue operating without a cash infusion. Company management is actively pursuing opportunities that will provide the necessary cash infusion. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern.

## PROPERTIES

The Company has no mining or exploration properties as of January 31, 2018.

## SELECTED ANNUAL AND QUARTERLY FINANCIAL INFORMATION

The following selected financial information is derived from the audited financial statements of the Company prepared in accordance with IFRS.

(in thousands)	For the year ended October 31, 2017	For the year ended October 31, 2016	For the year ended October 31, 2015
Administrative expenses	206	217	80
Net loss for the year	(206)	(218)	(107)
Net comprehensive loss	(206)	(218)	(107)
Loss per share – Basic & diluted	(0.065)	(0.07)	(0.03)
Total assets	-	-	-
Total long term liabilities	-	-	-

## Results of Operations for the Year

For the year ended October 31, 2017: Administration expenses – administration expenses decreased by \$11,173 from the year ended October 31, 2016. The decrease is mainly due to the accounting and filing fees. The Company management is actively pursuing opportunities that will provide the necessary cash infusion. Exploration and Evaluation – there was no exploration and evaluation activity in the fiscal year 2017 and 2016 as the Company had no projects.

**Quarterly comparison data (in thousands):**

	<b>Jan 31, 2018</b>	<b>Oct 31, 2017</b>	<b>July 31, 2017</b>	<b>Apr 30, 2017</b>	<b>Jan 31, 2017</b>	<b>Oct 31, 2016</b>	<b>July 31, 2016</b>	<b>Apr 30, 2016</b>
Total revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net loss	(40)	(58)	(47)	(54)	(46)	(74)	(46)	(47)
Loss per share	(0.01)	(0.02)	(0.02)	(0.02)	(0.01)	(0.02)	(0.01)	(0.02)
Total assets	Nil	Nil	7	5	2	-	7	5

**Results of Operations for the Quarter**

For the quarter ended January 31, 2018: The net expenditures of \$40,136 for the three months were for the administrative matters. This includes \$9,104 of accounting recovery, \$47,250 of consulting and director fees, \$1,313 of filing fees and \$677 of office expenses.

For the quarter ended January 31, 2017: The net expenditures of \$46,469 for the three months were for the administrative matters. This includes \$45,000 of consulting and director fees, \$1,250 of filing fees and \$219 of office expenses.

Activity in the Company continues to be at a minimum until a cash infusion can be made or a project is found for the Company.

**LIQUIDITY**

Working capital, defined as current assets minus current liabilities, at January 31, 2018 was a deficit of \$613,752 (October 31, 2017: \$573,616).

**MOST RECENT SHARE PROCEEDS**

On August 9, 2012, the Company issued 884,175 equity units at a price of \$0.065 for gross proceeds of \$5,747,135 (the "First Tranche"). Each equity unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at an exercise price of \$0.10 for a period of five years. In connection with the offering, various agents were paid \$137,041 and issued 20,803 compensation options which entitle the agents to purchase one share and one warrant at a price of \$0.065 with each warrant having the same terms as the equity unit warrants.

On August 31, 2012, the Company issued 166,027 equity units at a price of \$0.065 for gross proceeds of \$1,079,176 (the "Second Tranche"). Each equity unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at an exercise price of \$0.10 for a period of five years. In connection with the offering, an agent was paid \$135,279 and issued 13,282 compensation options which entitle the agent to purchase one share and one warrant at a price of \$0.065 with each warrant having the same terms as the equity unit warrants.

On September 19, 2012, the Company issued 1,086,945 equity units at a price of \$0.065 for gross proceeds of \$7,065,142 (the "Third and Final Tranche"). Each equity unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at an exercise price of \$0.10 for a period of five years. In connection with the offering,

various agents were paid an aggregate of \$427,376 and issued 62,625 compensation options which entitle the agents to purchase one share and one warrant at a price of \$0.065 with each warrant having the same terms as the equity unit warrants.

## OUTSTANDING SHARE AND OPTION DATA

### Authorized share capital

The Company has authorized an unlimited number of common shares with no par value. As at April 2, 2018 (the date of this MD&A) the Company had 3,161,570 common shares outstanding (January 31, 2018: 3,161,570). The share consolidation at 100:1 was approved by the NEX on February 24, 2015 and trading in the new shares commenced on February 25, 2015.

### Shares issuances

No new shares were issued during the period ended January 31, 2018 and year ended October 31, 2017. No new shares have been issued from January 31, 2018 to the date of this MD&A.

### Stock options

The Company has established a share purchase option plan whereby the Board may from time to time grant stock options to directors, officers, employees or consultants up to 102,442 shares (adjusted for the 100:1 share consolidation) at any time. Options granted must be exercised no later than ten years from date of grant or such lesser period as determined by the Company's board of directors. The exercise price of an option will be set by the Board of Directors at the time such option is granted and cannot be less than the closing market price on the NEX on the last trading day preceding the grant date, less any allowable discounts that may be permitted under applicable exchange policies.

The following is a summary of the changes in the Company's stock option plan for the period ended January 31, 2018 and year ended October 31, 2017:

	<b>Three months ended January 31, 2018</b>		<b>Year ended October 31, 2017</b>	
	<b>Number of options</b>	<b>Weighted average exercise price \$</b>	<b>Number of options</b>	<b>Weighted average exercise price \$</b>
Outstanding, beginning	-	-	17,366	11.00
Expired	-	-	(17,366)	11.00
<b>Outstanding, ending</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

No options were granted during the period ended January 31, 2018 or to the date of this MD&A. This table has been adjusted for the 100:1 share consolidation approved on February 24, 2015 by the NEX.

## RELATED PARTY TRANSACTIONS

The remuneration of directors and other members of key management were as follows:

	Three Months ended January 31,	
	2018	2017
Consulting fees	\$ 15,750	\$ 15,000

Included in trade and other payables is \$152,472 (October 31, 2017: \$136,722) owing to current and former officers and directors.

## SUBSEQUENT EVENTS

No subsequent events.

## CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates used in the preparation of these financial statements include, amongst other things, determination of fair value on taxes and share compensation. These estimates are reviewed periodically (at least annually), and, as adjustments become necessary, they are reported in earnings in the period in which they become known.

A detailed summary of all of the Company's significant accounting policies is included in Note 3 of the unaudited condensed interim financial statements for the three months ended January 31, 2018.

## IFRS ACCOUNTING POLICIES

The Company's unaudited condensed interim financial statements at January 31, 2018 and audited financial statements as at October 31, 2017 have been prepared in accordance with IFRS as issued by the IASB.

## FINANCIAL INSTRUMENTS AND RISK

The Company's financial instruments consist of cash and trade payables. The fair value of these financial instruments approximates their carrying value unless otherwise noted.

### Fair Values

	Fair value hierarchy	FVTPL, at fair value	Loans and receivables, at amortized cost	Available-for-sale, at fair value	Other liabilities, at amortized cost
Trade and other payables	N/A	-	-	-	\$ 549,528

#### a) Credit Risk

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company is not exposed to credit risk.

**b) Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by continuously monitoring actual and projected cash flows and matching the maturity profile of financial assets and liabilities. Liquidity risk is assessed as high.

**c) Currency Risk**

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to currency risk.

**d) Interest Risk**

Interest rate is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company had no interest-bearing debt at January 31, 2018.

**OFF-BALANCE SHEET ARRANGEMENTS**

The Company has no off-balance sheet arrangements.