



MANAGEMENT'S DISCUSSION AND ANALYSIS
For the three months ended July 31, 2016

RED ORE GOLD INC.
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For the Three Months Ended July 31, 2016
(Information as at September 29, 2016 unless otherwise noted)

Cautionary Statements

Forward-Looking Information

Except for statements of historical fact relating to Red Ore Gold Inc. (the "Company" or "Red Ore" or "Red Ore Gold)", certain statements contained in this MD&A constitute forward-looking information, future oriented financial information or financial outlooks (collectively "forward-looking information") within the meaning of Canadian securities laws. Forward-looking information may relate to this document and other matters identified in Red Ore Gold's public filings, Red Ore Gold's future outlook and anticipated events or results and in some cases can be identified by terminology such as "may", "will", "could", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "projects", "predict", "potential", "targeted", "possible", "continue", "objective" or other similar expressions concerning matters that are not historical facts and include, , access to sufficient capital resources, the timing of cash flows, capital and operating expenditures, communications with local stakeholders and community relations, employee relations, settlement of disputes, availability of financing and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions. Such forward-looking statements are based on a number of material factors and assumptions including but not limited in any manner, those disclosed in any other of Red Ore Gold's public filings and include the ultimate determination, access to adequate services and supplies, economic conditions, foreign currency exchange rates, interest rates, access to capital and debt markets and associated cost of funds, availability of a qualified work force, positive employee relations, lack of social opposition and legal challenges, and the ability to settle disputes. While Red Ore Gold considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in other Red Ore Gold filings. Forward-looking statements are based upon management's beliefs, estimate and opinions on the date the statements are made and, other than as required by law, Red Ore Gold does not intend and undertakes no obligation to update any forward-looking information to reflect, among other things, new information or future events.

This MD&A may include forward looking statements regarding the Company' s future.

INTRODUCTION

The following provides Management's Discussion and Analysis of the financial position of Red Ore Gold Inc. ("the Company") and the results of operations of the Company for the three months ended July 31, 2016. Management's Discussion and Analysis was prepared by Company management and approved by the Board of Directors on September 29, 2016.

All figures are presented in Canadian dollars (unless otherwise indicated) and are in accordance with International Financial Reporting Standards ("IFRS"). These statements together with the following Management Discussion and Analysis dated September 29, 2016, are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to potential future performance. Red Ore Gold's financial statements were prepared in accordance with IFRS. All amounts in this MD&A are expressed in Canadian dollars ("CAD"), unless otherwise noted.

NATURE OF OPERATIONS

Corporate summary

Red Ore Gold Inc. was incorporated under the laws of the Province of British Columbia by Articles of Incorporation dated January 13, 2011.

Red Ore Gold is a junior company engaged in the identification, acquisition, evaluation and of opportunities in any field of endeavour...

On September 8, 2014, the British Columbia Securities Commission ("BCSC") issued a cease trade order ("CTO") against the Company. On September 11, 2015, the Ontario Securities Commission ("OSC") issued a temporary CTO against the Company and extended it on September 24, 2014. On December 9, 2014, the Alberta Securities Commission ("ASC") issued a CTO against the Company. The CTOs were imposed due to the failure of the Company to file its annual audited financial statements, its management discussion and analysis and related certifications for the year ended April 30, 2014 (collectively, the "2014 Annual Filings").

On March 11, 2016 each of the BCSC, OSC and ASC, issued partial revocation and variation orders (the "Partial Revocation Orders") in respect of the CTOs.

Pursuant to the Partial Revocation Orders, the Company proposes to undertake a non-brokered private placement of its securities (the Private Placement) to raise gross proceeds of \$125,000 to bring its continuous disclosure record up to date, apply for a full revocation of the CTOs and to provide working capital. The Company proposes to complete the Private Placement with investors pursuant to appropriate exemptions under National Instrument 45-106 - Prospectus Exemptions. The Company is proposing to sell 5,000,000 units at a price of \$0.025 per unit for aggregate gross proceeds of \$125,000. Each unit will be comprised of one common share and one share purchase warrant entitling the holder to purchase one additional common share for a period of two years from the date of issuance at a price of \$0.033 per share.

The office of the Company is located at #408 - 150 24th St., West Vancouver, British Columbia, V7V 4G8.

GROUP STRUCTURE

The Company had a wholly owned subsidiary, Red Ore Gold NV Inc. (“RNV”), which was incorporated under the laws of the State of Nevada by Articles of Incorporation on November 15, 2011. On November 30, 2014 the status of the subsidiary was revoked by the State of Nevada and that company no longer exists. The Company has no intention of taking any steps to reverse that revocation. The subsidiary was deconsolidated on that date with no resulting gain or loss.

Highlights

Highlights for the three months ended July 31, 2016 include:

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- The Company continues to have a very quiet period as there is very little activity in the junior public company stock market.
- The Company has curtailed expenditures and has incurred only those costs necessary to maintain the Company's continued existence.
- The Company received no new funding during the three month period and is being financed through accounts payable.

Discontinuance of Listing Application

The Company has discontinued its listing application on the Venture Stock Exchange and is seeking new opportunities in any sector. If, as and when the Company is reactivated, it intends to seek a listing on a stock exchange.

SELECTED FINANCIAL INFORMATION

The following table contains selected financial information of the Company for the three months ended July 31, 2016 and the year ended April 30, 2016.

	Quarter ended July 31, 2016	Quarter ended July 31, 2015
Revenue and other income	\$ -	\$ -
Total expenses	105,451	9,044
Other income	3,658	-
Net loss for the period	(9,044)	(9,044)
Basic and diluted loss per common share	(0.005)	(0.000)

	As at July 31, 2016	As at April 30, 2016
Total assets	\$ 37,235	\$ 77,559
Total long-term financial liability	-	\$ 175,236
Cash dividends per common share	NIL	NIL

The chart below presents the summary financial information of Red Ore Gold Inc.:

Consolidated Statement of Financial Position	Balance as of July 31, 2016 \$	Consolidated Statement Of Income (Loss)	Quarter ended July 31, 2016 \$
Current assets	22,235	Operating expenses	(105,451)
Noncurrent assets	15,000	Other items	3,658
Current liabilities	83,131	Net loss	(101,793)
Noncurrent liabilities	-		
Shareholders' equity (deficiency)	(45,896)		

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

Expenses and Net Loss for the Quarter End

Total expenses for the quarter ended July 31, 2016, were \$105,451 (July 31, 2015 - \$9,044).

Significant variance

During the quarter ended July 31, 2016, the Company (i) completed the process of getting the CTOs lifted, (ii) settled old accounts payable and accrued interest of \$153,441 by issuing 5,932,933 common shares, (iii) raised funds through a share issuance of 6,030,00 common shares for proceeds of 76,500, (net of share subscriptions of 74,250), and (iv) converted the debenture payable of \$186,419 to 372,838 common shares .

The Company was also actively negotiating the acquisition of 100% of VHP Therapies SAS (a French non related private company in the early stages of research into Alzheimer's disease) and was exploring possibilities for near term common share financing for such an acquisition.

During the quarter ended July 31, 2015, the Company was essentially inactive and therefore, comparing the two quarters is substantially meaningless.

Regulatory fees were \$48,335 in relation to removal of the CTOs.

Legal fees of \$32,824 were incurred to complete the removal of the CTOs. Additional audit fees of \$5,000 were incurred related to the under accrual of the April 30, 2016 audit.

Accretion expense was \$11,183 to recognize the remainder of the deferred discount on the conversion of the debenture payable of \$186,419 for 372,838 common shares.

General and administrative expenses were \$8,076 and consisted of rent, contract fees for office services and other office expenditures.

Other income consisted of various recoveries related to the shares for debt process.

No cash dividends have been paid by the Company. The Company has no present intention of paying cash dividends on its common shares as it anticipates that all available funds will be invested to finance new and existing exploration activities.

Quarterly results

Quarter	Net Income (Loss) (\$)	Income (Loss)/ Share (\$)	Total Assets (\$)	Shareholder's Equity (\$)
Q1/2017	(101,793)	(0.005)	37,235	(45,896)
Q4/2016	(45,903)	(0.004)	77,559	(434,713)
Q3/2016	(14,878)	(0.001)	3,799	(388,811)
Q2 /016	(11,086)	(0.001)	1,900	(373,933)
Q1/2016	(9,044)	(0.000)	1,830	(362,846)
Q4/2015	(11,601)	(0.001)	1,770	(353,802)
Q3/2015	(17,083)	(0.001)	6,660	(342,201)
Q2/2015	(7,137)	(0.000)	6,573	(325,117)

CRITICAL ACCOUNTING ESTIMATES

Preparing financial statements in conformity with IFRS requires the Company to select from possible alternative accounting principles. Estimates also affect classification and reported amounts for various assets, liabilities, equity balances, revenues and expenses. Prior estimates are revised as new information is obtained and are subject to change in future periods. Management believes the accounting policies and estimates used in preparing the consolidated financial statements are considered appropriate in the circumstances but are subject to numerous judgments and uncertainties inherent in the financial reporting process.

Income taxes - The Company is subject to income taxes in numerous jurisdictions. Significant judgment is required in determining the worldwide provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities based on the Company's current understanding of tax laws as applied to the Company's circumstances. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Stock option valuation - Issuances and grants of share options are valued using the fair value method. Management uses the Black-Scholes valuation model to estimate the fair value of options determined at grant date. Grants of options result in non-cash charges to expense or development property and a corresponding credit to share-based payment reserves. Charges associated with granted options are recorded over the vesting period. Significant assumptions affecting valuation of options include the trading value of the Company's shares at the date of grant, the exercise price, the term allowed for exercise, a volatility factor relating to the Company's historical share price, forfeiture rates, dividend yield and the risk-free interest rate.

LIQUIDITY AND CAPITAL RESOURCES

At July 31, 2016, the Company had cash of \$14,836. During the three months ended July 31, 2016, the Company spent cash of \$103,740 through operating activities, received share capital financing of 58,500 (net of subscriptions of \$74,250) and received a net of \$799 from related parties .

The Company has financed its operations from inception to date through the issuance of equity securities. The Company has administrative and other expenses that exceed available cash resources.

In mid-2014, however, the Company exhausted its capital resources and as a result, in the latter half of 2014, the CTOs were issued for failure to file required continuous disclosure documents. This has seriously affected the Company's ability to raise capital. In mid May, 2016 the CTOs were all lifted.

The Company requires additional funding to be able to further explore opportunities in any sector and to meet ongoing requirements for general operations. The ability of the Company to continue as a going concern is dependent on raising additional financing, identification of a suitable future opportunity and generation of profitable operations in the future.

Financing Transactions

Three months ended July 31, 2016

On July 21, 2016 the Company issued 372, 838 shares upon the conversion of the payable debenture in the face amount of \$186,41.

On July 21, 2016 the Company issued 5,932,933 shares in settlement of \$156,441 in accounts payable and accrued interest.

On July 31, 2016 the company issued 6,030,000 units for cash of \$150,750. Each unit consisted of one common share and one share purchase warrant to acquire one Company common share for \$0.033 for 24 months from date of issue.

At July 31, 2016 the Company had 6,030,000 warrants outstanding until July 21, 2018 with an exercise price of \$0.033 per common share.

Year ended April 30, 2016

The Company issued no equity securities of any type in the years ended April 30, 2016 and 2015.

At April 30, 2016 the Company had Nil warrants outstanding.

OUTSTANDING SHARE DATA

Information with respect to outstanding common shares, warrants, compensation options, compensation option warrants and stock options as at September 29,2016, July 31, 2015 and April 30, 2015, are as follows:

	Sept 29, 2016	July 31, 2016	April 30, 2016
Common shares	34,165,998	34,165,998	21,830,227
Warrants	6,030,000	6,030,000	-
Fully diluted shares outstanding	40,195,998	40,195,998	21,830,227

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, loan receivable, accounts payable and due to related parties. The fair value of the instruments approximates the carrying value due to their short-term nature.

Financial instruments are grouped into Level 1 to 3 based on the degree to which the inputs used to determine the fair value are observable.

- Level 1 fair value measurements are those derived from quoted prices in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1, that are observable either directly or indirectly.. As at July 31, 2016, the Company does not have any Level 2 financial instruments
- Level 3 fair value measurements are those derived from valuation techniques that include inputs that are not based on observable market data. As at July 31, 2016, the Company does not have any Level 3 financial instruments.

At July 31, 2016 all of the company's financial instruments are measured at level 1.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any material off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, derivative instrument obligations, or with respect to any obligations under a variable interest entity arrangement.

TRANSACTIONS WITH RELATED PARTIES

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

The Company considers Rosehearty Energy Inc. ("Rosehearty")(formerly Galahad Metals Inc.) and Agro Phosphate Inc. ("Agro") to be related companies due to common directors and management.

Transactions with key management personnel

Key management of the company are members of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, and President. Key Management remuneration includes the following:

	<u>July 31, 2016</u>	<u>July 31, 2015</u>
<u>Short-term key management benefits</u>		
Compensation including bonuses	<u>\$ Nil</u>	<u>\$ Nil</u>

Transactions with related parties

- (1) The Corporate Secretary contract service costs of \$Nil (2015 - \$Nil).
- (2) The Chief Executive Officer advanced the company \$15,180 (April 30, 2016 - \$16,700), which amount has no specified terms of repayment, is unsecured and non interest bearing and is presented as due to related party. The CEO acquired 720,000 common shares for \$18,000.
- (3) The former Chief Executive Officer advanced the Company an aggregate of \$Nil (April 30, 2016 - \$81,145) which amount has no specified terms of repayment, is unsecured and non interest bearing and is presented as due to related party. The amount owing was settled by the issue of 3,277,800 common shares.
- (4) At July 31, 2016 the Company has a long term convertible note with a face value \$Nil (April 30, 2016 - \$186,419) payable to Rosehearty Energy Inc.(Note 5). The convertible debt has accrued interest of \$Nil (2016 - \$4,660) which is reflected in accrued liabilities. The Company recognized accretion expense of \$11,183 (2016 - \$1,318) related to the convertible note.

BOARD PURPOSE AND FUNCTION

The directors and management of the parent company have extensive experience operating in the United States and taking projects through to various stages of exploration and development. There is a balanced representation of directors with operational, corporate and financial backgrounds.

The Board's purpose is to ensure corporate governance, risk, strategy and shareholder interests are priorities at all times. At the end of the financial year under review, the board consisted of four members.

Except as disclosed below, Red Ore Gold Inc. is not aware of any director or of the families of any directors, having any interest, direct or indirect, in any transaction during the last financial year or in any proposed transaction with any company. which has affected or will materially affect the Company.

DIRECTORS AND OFFICERS, CHANGES

On June 25, 2013, Michael Newman, resigned from the Board of Directors.

On August 27, 2013, Patricia Purdy resigned as Corporate Secretary.

On May 31, 2014 Sabino Di Paola resigned as CFO

On May 31, 2014 Robin Dow was appointed interim CFO

On April 9, 2015 Robert Schellenberg resigned from the Board of Directors

On December 31, 2015 Robin Dow resigned as Interim CFO

On December 31, 2015 Douglas Wallis was appointed CFO

On March 24, Larry Hoover resigned as CEO.

On March 24, 2014, Robin Dow was appointed CEO.

On April 4, 2016, Patricia Purdy was appointed Corporate Secretary.

INVESTOR RELATIONS

As at the date of this Management Analysis and Discussion, Red Ore Gold Inc., the Company has not signed a contract with an investor relation company. If, as and when the CTOs are lifted and its securities become listed on a stock exchange, it will determine at the time whether such a contract will be required.

PROPOSED TRANSACTIONS

The Company is continually reviewing potential situations in all sectors with a view to enhancing value to shareholders.

CONTRACTUAL OBLIGATIONS

The Company does not have any fixed contractual obligations or commitments for capital or operating leases, purchase obligations or other long-term commitments except for those related to property option agreements and as disclosed below. Any commitments under exploration property option agreements are cancellable at the Company's option but would result in forfeiture of rights under those agreements.

- a) The Company's operations are governed by governmental laws and regulations regarding environmental protection. Environmental consequences are hardly identifiable, in term of level, impact or deadline. At the present time and to the best knowledge of its management, the Company is in conformity with the laws and regulations in effect. Restoration costs will be accrued in the financial statements only when they will be reasonably estimated and will be charged to the earnings at the time.
- b) As at July 31, 2016, the Company has negative working capital of \$60,896 and as a result does not have significant working capital to meet its existing obligations and fund its operations over the next twelve months. The Company is entirely dependent upon its ability to obtain sufficient cash to cover its operating costs by way of external financing.

CONTROL AND PROCEDURES

The Chief Executive Officer and Chief Financial Officer are responsible for designing internal controls over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with IFRS. The design of the Company's internal control over financial reporting was assessed as of the date of this Management Discussion and Analysis.

Based on this assessment, it was determined that certain weaknesses existed in internal controls over financial reporting. As indicative of many small companies, the lack of segregation of duties and effective risk assessment were identified as areas where weaknesses existed. The existence of

these weaknesses is to be compensated for by senior management monitoring, which exists. The officers will continue to monitor very closely all financial activities of the Company and increase the level of supervision in key areas. It is important to note that this issue would also require the Company to hire additional staff in order to provide greater segregation of duties. Since the increased costs of such hiring could threaten the Company's financial viability, management has chosen to disclose the potential risk in its filings and proceed with increased staffing only when the budgets and work load will enable the action. The Company has attempted to mitigate these weaknesses, through a combination of extensive and detailed review by the CFO of the financial reports, the integrity and reputation of senior accounting personnel, and candid discussion of those risks with the audit committee.

RISKS AND UNCERTAINTIES

The Company is subject to a number of risks and uncertainties due to the nature of its business and the present stage of development of its business. Investment in the natural resource industry in general and the exploration and development sector in particular, involves a great deal of risk and uncertainty. Current and potential investors should give special consideration to the risk factors involved, should the Company continue in the mineral business

It should be noted that the company currently has no mineral assets. However, should the Company secure an interest in a different business, the risk factors may be significantly different, and the Company will define those at that time in the MD&A subsequent to any transaction.

Management

Dependence on Key Personnel, Contractors and Service Providers, shareholders of our Company rely on the good faith, experience and judgment of the Company's management and advisors in supervising and providing for the effective management of the business and the operations of the Company and in selecting and developing new investment and expansion opportunities. The Company may need to recruit additional qualified contractors and service providers to supplement existing management. The Company will be dependent on a relatively small number of key persons, the loss of any one of whom could have an adverse effect on the Company.

Value of Our Common Shares

The value of the Company's common shares could be subject to significant fluctuations in response to variations in quarterly and annual operating results, the success of the Company's business strategy, competition or other applicable regulations which may affect the business of the Company and other factors.

Additional Funding and Financing Risk

Additional funds will be required for future exploration and development. The source of future funds available to the Company is through the sale of additional equity capital or borrowing of funds. There is no assurance that such funding will be available to the Company. Furthermore, even if such financing is successfully completed, there can be no assurance that it will be obtained on terms favorable to the Company or will provide the Company with sufficient funds to meet its objectives, which may adversely affect the Company's business and financial position.

In addition, any future equity financings by the Company may result in substantial dilution for existing shareholders.

Environmental Risk

Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that future changes to environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties in which the Company holds interests that have been caused by previous or existing owners or operators.

Uninsured Hazards

The Company currently carries minimal insurance coverage. The nature of the risks the Company faces in the conduct of its operations are such that liabilities could exceed policy limits in any insurance policy or could be excluded from coverage under an insurance policy. The potential costs that could be associated with any liabilities not covered by insurance or in excess of insurance coverage or compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays, adversely affecting the Company's financial position.

Conflicts of Interest

Certain Directors of the Company also serve as Directors of other companies involved in natural resource exploration, development and production. Consequently, there exists the possibility that such Directors will be in a position of conflict of interest. Any decision made by such Directors involving the Company are made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such Directors will declare and refrain from voting on, any matter in which such Directors may have a material conflict of interest.

Regulatory Matters

The Company's business is subject to various federal, provincial and local laws governing prospecting and development, taxes, labor standards and occupational health, mine safety, toxic substances, environmental protection and other matters. Exploration and development are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws impose high standards on the mining industry to monitor the discharge of waste water and report the results of such monitoring to regulatory authorities, to reduce or eliminate certain effects on or into land, water or air, to progressively rehabilitate mine properties, to manage hazardous wastes and materials and to reduce the risk of worker accidents. A violation of these laws may result in the imposition of substantial fines and other penalties.

STRATEGY AND OUTLOOK

Our objective is to maximize the value of the Company for our shareholders and our strategy to obtain this result is to continually seek opportunities to participate in new ventures in any sector.

, The Company intended to retain its interest in the Bottle Creek property as part of this strategy; however, it had no funding available to proceed on the property. On March 8, 2016 the Company disposed of its interest in the property for proceeds of \$15,000..

Red Ore Gold Inc. short term list of objectives is as follows:

- 1) Recapitalize with adequate funding to revoke the outstanding CTOs on the Company's securities; and;
- 2) Seek an alternative business opportunity in any sector which could provide value to shareholders.

While Management has been generally successful in obtaining sufficient funding for its operating, capital and exploration requirements from inception to mid- 2014, the imposition of CTOs in the latter part of 2014 has impacted the Company's ability to raise further capital. The Company, subsequent to the period covered by this report , has taken steps to refinance including obtaining an order for a partial revocation of the CTOs to permit it to issue a limited number of securities for (i) funding to bring its continuous disclosure requirements into a current status, and (ii) working capital. There is no assurance. however, that additional future funding will be available to the Company or that, when it is required it will be available on terms which are acceptable to Management..

OTHER INFORMATION

Other information and additional disclosure of the Company's technical reports, material change reports, news releases, and other information may be found on SEDAR.

CORPORATE INFORMATION

Directors and Officers

Robin Dow, HBA, MBA, FCSI – CEO, Director and Chairman

Larry Hoover – Director, President

Doug Wallis, CPA, CA – CFO

Patricia L. Purdy – Director and Corporate Secretary

Corporate Office

#408 -150 24th St., West Vancouver, British Columbia, V7V 4G8

Independent Auditor

Mazars Harel Drouin, LLP Chartered Professional Accountants

Corporate Banker

Royal Bank of Canada, West Vancouver

Transfer Agent

Capital Transfer Agency Inc., Toronto