Phoenix Gold Resources Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

PHOENIX GOLD RESOURCES CORP.

(An exploration stage company)
(Formerly Zuri Capital Corp.)

FOR THE YEAR ENDED JANUARY 31, 2016

(Expressed in Canadian dollars)

Dated as of May 27, 2016

This Management Discussion and Analysis ("MD&A") of the consolidated financial condition, results of operations, and cash flows of Phoenix Gold Resources Corp. ("PXA" or the "Company") are for the year ended January 31, 2016. This MD&A should be read in conjunction with the Company's audited consolidated financial statements and related notes thereto for the years ended January 31, 2016 and 2015.

The financial information in this MD&A is derived from the Company's audited consolidated financial statements which have been prepared in Canadian dollars unless otherwise noted, in accordance with International Accounting Standards as issued by the International Accounting Standards Board. The content of this MD&A has been approved by the Board of Directors, on the recommendation of its Audit Committee. This MD&A is dated May 27, 2016 and is current to date, unless otherwise noted.

Al Maynard, BAppSc (Geol), MAIG, MAusIMM of Al Maynard and Associates Pty Ltd., a Qualified Person as defined by National Instrument 43-101, is responsible for the Company's most recent technical report dated March 10, 2014, and has read and approved the relevant technical information contained in this MD&A.

Additional information relating to the Company is available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com as well as the Company's website at www.phoenixgoldresources.com.

DESCRIPTION OF BUSINESS

Phoenix Gold Resources Corp. (formerly Zuri Capital Corp. ("Zuri")) was incorporated on May 2, 2011 under the laws of the province of British Columbia, Canada. The Company is a TSX Venture Exchange ("Exchange") Tier 2 listed mineral exploration and development company with its principal business focusing on the acquisition and exploration of the gold mineral rights located in Nevada, USA. The Company has not yet determined whether the property contains mineral reserves that are economically recoverable. As at January 31, 2016, The Company's management has determined that the mineral rights are impaired and recognized an impairment loss of $761,576.

Zuri entered into a letter of agreement dated July 29, 2013 (the "Letter Agreement") which was amended on October 8, 2013, November 14, 2013, December 2, 2013, December 16, 2013, January 21, 2014, and February 21, 2014, with Phoenix, a private corporation incorporated in the province of British Columbia on March 11, 2013. On April 23, 2014, Zuri and Phoenix completed a reverse takeover transaction (the "RTO Transaction") which has been accounted for as a reverse takeover of net assets in accordance with the Company's accounting policies on reverse takeover transactions that do not constitute business combinations. As a result, Zuri carries on the business of Phoenix and continues pursuant to the laws of British Columbia effective April 23, 2014 with respect to the RTO Transaction. Zuri changed its name to "Phoenix Gold Resources Corp." effective April 23, 2014. Also effective April 25, 2014, Zuri resumed trading on the Exchange with the trading symbol "PXA".

On December 4, 2015, The Company entered into a letter agreement (the "Letter Agreement") with Blue Creek Forest Products Ltd. ("Blue Creek") and its major shareholder, Four Rivers Resources Inc. ("FRRI"), which contemplates a transaction that will result in a reverse takeover and change of business of the Company by Blue Creek (the "Transaction") subject to approval of the shareholders of the Company and approval of the Exchange.

The Letter Agreement will be followed by the negotiation of a definitive agreement (the "Definitive Agreement") setting forth the detailed terms of the Transaction and containing the terms and conditions set out in the Letter Agreement and such other terms and conditions as are customary for transactions of the nature and magnitude contemplated in the letter agreement.

Pursuant to the terms of the Letter Agreement, it is currently contemplated that the Transaction will be effected by way of amalgamation (the "Amalgamation") under a plan of arrangement or similar business combination, whereby a wholly-owned subsidiary of the Company incorporated under the British Columbia Business Corporations Act ("Phoenix Subco") will amalgamate with Blue Creek to form an amalgamated company called "Blue Creek Forest Products Ltd." ("Amalco"). Under the amalgamation, the Company will acquire all of the then issued and outstanding securities of Blue Creek, not exceeding 25,000,000 common shares (on a diluted basis) in addition to a further 15,000,000 common share purchase warrants, all of which will be exchanged for like securities of the Company on a 1-for-1 (the "Exchange Ratio") basis following: (a) a share consolidation(s) of the Company having a cumulative effect of consolidation on a 20-to-1 basis (the "Consolidation"); and (b) debt settlements with the Company's creditors to reduce the current liabilities to no more than $50,000 (the "Debt Settlements"); provided that following the Consolidation and Debt Settlements and immediately prior to the Amalgamation, there will be no more than 6,000,000 common shares of the Company issued and outstanding and there will be no outstanding stock options. The common shares issued to investors under the Private Placement (as described below) will be exchange for common shares of the Resulting Issuer and therefore will not be subject to a four month hold.

As a result of the Transaction, Amalco will become a wholly-owned subsidiary of the Company, which will have indirectly acquired Blue Creek and the business of Blue Creek will become the business of the Company (the "Resulting Issuer"). Upon completion of the Transaction, the Company expects to change its name to "Blue Creek Forest Products Inc." or such other name acceptable to Blue Creek and the applicable regulatory authorities (the "Name Change").

In addition, although no loan or deposit has been made by Blue Creek to the Company, under the Letter Agreement, Blue Creek will be responsible for the costs and expenses of the Company incurred in respect of the Transaction. On closing of the Transaction, the Resulting Issuer will reimburse Blue Creek for all such costs and expenses paid.

The parties intend that Blue Creek will, prior to the Transaction and subject to Exchange approval, complete a private placement for gross proceeds of up to $500,000 (the "Private Placement") of debt or equity securities entitling the holder to acquire a common share of Blue Creek for $0.20 per share. Upon closing of the Transaction, all securities of Blue Creek issued in connection with the Private Placemenet will automatically be exchanged for like securities of the Company in accordance with the Exchange Ratio. Blue Creek expects to pay the finder or broker, as the case may be, under the Private Placement (the "Agent") a commission of up to 10% cash plus up to 10% broker's warrants exercisable at $0.20 per broker warrant for a period of 24 months. The parties are currently involved in discussion with a prospective agent in connection with the Private Placement and sponsorship, and additional disclosure will be provided upon settling the terms of an engagement letter.

The proceeds of the Private Placement will be used to fund the business plan of the Resulting Issuer on closing of the Transaction and for general working capital purposes.

Following completion of the Private Placement and the Transaction, the Resulting Issuer is expected to have not more than a total of 31,000,000 common shares issued and outstanding (on a diluted basis) and an additional 15,000,000 common share purchase warrants, and there will be no outstanding stock options.

The closing of the Transaction will be subject to several conditions, including, but not limited to the following:

1. the execution of the Definitive Agreement;

2. the receipt of all regulatory, corporate and third party approvals, including the approval of the shareholders of the Company, the Exchange and compliance with all applicable regulatory requirements and conditions necessary to complete the Transaction;

3. the Company having not more than $50,000 in current liabilities and no more than 6,000,000 common shares of the Company issued and outstanding and no outstanding stock options immediately prior to the Amalgamation;

4. the completion of the Private Placement at a minimum offering price of $0.20;

5. the maintenance of the Company's listing on the Exchange;

6. the confirmation of the representations and warranties of each party to the Definitive Agreement as set out in such agreement;

7. the absence of any material adverse effect on the financial and operational condition of the assets of each of the parties to the Definitive Agreement;

8. the delivery of standard completion documentation including, but not limited to legal opinions, officers' certificates and certificates of good standing or compliance; and

9. other conditions precedent customary for a transaction such as the Transaction.

The closing of the Transaction is intended to occur upon finalization and execution of the Definitive Agreement, which is intended to occur by March 31, 2016, but in no event any later than June 30, 2016, at which time the Letter Agreement is then terminated.

On May 27, 2016, The Company entered into an amending agreement to with Blue Creek and FRRI to extend the deadline for closing of the Transaction from June 30, 2016 to July 29, 2016.

Corporate

On April 23, 2014, Mr. Glenn Laing replaced Mr. Mike Gillis as the Company's President and Chief Executive Officer and Mr. Sean Choi replaced Mr. Iqbal Boga as the Company's Chief Financial Officer and Corporate Secretary upon completion of the RTO Transaction. On May 1, 2014, Mr. Don McDowell was appointed as the Company's Vice President of Corporate Development/Exploration.

On April 23, 2014, Mr. Glenn Laing, Mr. William Matlack, Mr. Paul Jones, and Mr. Andrew Lee were appointed as the Company's Board of Directors (the "Board"), and SF Partnership LLP, Chartered Accountants, was appointed as auditor of the Company.

Effective November 5, 2014, Mr. William Matlack resigned from the Board of the Company.

TECHNICAL

Location

The Phoenix Gold Properties (as defined below) are located in Lander County, Nevada, within the Battle Mountain Mining District, which hosts a series of gold mines (Marigold, Lonetree, Fortitude, Trenton Canyon and is immediately adjacent to Newmont Mining Corporation's Phoenix Mine, one of the largest operating mines in North America.

The Properties cover 60.66 hectares (149.4 acres) and have been subject to exploration since the 1880's through the 1940's with modern exploration continuing through 2013 with over $250,000 by AGEI from 2008-2012, including US$112,390 in land and exploration expenses for the Plumas Property and Eldorado Property during the period since December 2010.

Technical Report Recommendations

The National Instrument 43-101 *Standards of Disclosure for Mineral Projects* technical report (the "Technical Report") entitled "NI 43-101 Technical Report on the Phoenix Gold Project Located at Lander County, Battle Mountain Mining District, Nevada USA" dated effective March 10, 2014 by Allen J. Maynard recommends that all of the primary target areas, being the Plumas Property and the Eldorado Property be explored initially. It also recommended comprehensive surface geology, alteration and structural mapping and extensive geochemical sampling and detailed re-logging of earlier drill holes to improve the understanding of the geological controls of the mineralization and proposed a mapping and drill exploration program be initiated and carried out over a twelve (12) month period.

Proposed work program and budget

The Technical Report recommended a work program, to include geologic, alteration and structural mapping detailed re-logging of earlier drill holes taking into consideration the latest district geological interpretations of the structures, rock-types and controls on the mineralization.

Exploration Report and Work Program

Plumas Property

Surface Sampling and Prospecting Program

The Company carried out a detailed mapping, sampling and prospecting program over the Plumas Property in the second quarter ended July 31, 2014. The results were integrated into the Plumas Property database together with all previously recorded geochemical and rock chip surface sampling results. A new map and interpretation was produced showing the distribution of the surface gold values across the Plumas Property relative to the geological structures and rock types and the drill holes that were completed as part of the 2014 drill program,

2014 Drill Program

Drilling commenced in July 2014 and was completed in September 2014. A total of 6 drill holes totalling approximately 1,413 meters were drilled on the Plumas Property. Assay results from the first 4 drill holes have been received. The assay results from the last two holes are still pending.

Subject to financing the Company plans to conduct a further 6 hole drill program totaling approximately 1500 meters on the Plumas Property.

Eldorado Property

Surface Sampling and Prospecting Program

The Company completed a chip and soil sampling, mapping and prospecting program on the Eldorado Property. All the results have been integrated into the Eldorado database together with previously recorded geochemical and rock chip surface sampling results to produce maps and information showing the distribution of the surface gold values across the Eldorado Property relative to the geological structures and rock types, defining an area of mineralization that will be the focus of a future drill program.

Proposed Drill Program

Subject to financing the Company plans to conduct a 5 hole drill program total approximately 1000 meters on the Eldorado Property.

Mineral Rights Expenditures and Balances

The cumulative costs incurred on the Company's mineral properties are as follows:

		Phoenix Gold Properties (Nevada, USA)
Balance - Opening	$	**-**
Additions – capitalized exploration expenditures		65,322
Balance as at January 31, 2014		**65,322**
Additions - capitalized exploration expenditures		899,924
Balance as at January 31, 2015		**965,246**
Additions - capitalized exploration expenditures		196,330
Impairment charges recognized during the year *		(761,576)
Balance as at January 31, 2016	**$**	**400,000**

* The Company's management has determined that the mineral rights are impaired as of January 31, 2016 and recognized an impairment loss of $761,576.

RESULTS OF OPERATIONS AND SELECTED FINANCIAL INFORMATION

As at January 31, 2016, the Company had negative working capital of $1,882,119 (January 31, 2015 – negative working capital of $1,151,716), and reported a deficit of $3,663,276 (January 31, 2015 – $2,366,202).

Operating and Administrative Expenses

	Three Months Ended January 31, 2016	Three Months Ended January 31, 2015	Year Ended January 31, 2016	Year Ended January 31, 2015
Management fees	$ 59,199	$ 52,722	$ 228,404	$ 213,296
Foreign exchange loss	76,664	101,950	90,540	113,571
Investor relations	2,926	73,806	51,525	245,700
Consulting fees	7,500	15,000	42,500	255,752
RTO expense	-	(133,238)	-	250,259
Stock-based compensation	-	-	-	213,531
Office and administration	402	14,320	28,406	44,113
Professional fees	3,413	29,189	24,687	130,457
Travel	-	5,666	-	12,134
Filing fees	851	-	9,826	2,064
Total Operating and Administrative Expenses	$ 150,955	$ 159,415	$ 475,888	$ 1,480,877
<u>Other Loss</u>				
Unrealized loss on short-term investment*	-	30,196	-	413,272
Loss on disposition of short-term investment**	-	-	59,610	-
Impairment of mineral rights	761,576	-	761,576	-
Net Loss and Comprehensive Loss	**$ 912,531**	**$ 189,611**	**$ 1,297,074**	**$ 1,894,149**

* The Company recognized an unrealized loss of $413,272 on its investment holdings in shares of GRIT which were acquired pursuant to the Concurrent Financing (as described on page 4 above), based on the fair value assessment of the 298,684 GRIT shares held by the Company as of January 31, 2015 based on the closing market price of the GRIT shares on the London Stock Exchange.

** In March and April 2015, the company disposed of all 287,684 ordinary shares of GRIT at a net cash proceeds of $74,518. The Company recognized a loss of $59,610 on this transaction.

For the three months ended January 31, 2016

The Company's net loss and comprehensive loss for the three months ended January 31, 2016 was $912,531 (2015 - $189,611). Management fees totalled $59,199 (2015 - $52,722). The management fees remained relatively constant during the current quarter compared to the prior comparative quarter. Foreign exchange loss totalled $76,664 (2015 - $101,950) due to unfavourable fluctuations in the value of Canadian dollar as compared to the United States dollar for the quarter. Investor relations expense totalled $2,926 (2015 - $73,806). Investor relations expense was significantly higher in the prior quarter due to amortization of prepaid amounts for three investor relations consulting engagements with arm's length unrelated parties for the provision of investor relations and promotion services. Consulting fees totalled $7,500 (2015 - $15,000). Consulting fees decreased as the number of consultants decreased within the Company during the quarter compared with prior comparative quarter. RTO Transaction expense (recovery) totalled $Nil (2015 - $(133,238)). Portion of the RTO Transaction expenses were reclassified to equity on during the comparative quarter. Office and administration, professional fees, travel expenses, and filing fees totalled $4,666 (2015 - $49,175). The significant decrease in these expenses was due to less business activities carried out by the Company during the quarter compared with the prior comparative quarter. The company recognized an impairment loss of $761,576 to adjust the book value of its mineral rights to $400,000 on January 31, 2016.

For the year ended January 31, 2016

The Company's net loss and comprehensive loss for the year ended January 31, 2016 was $1,297,074 (2015 - $1,894,149). Management fees totalled $228,404 (2015 - $213,296). Management fees remained relatively constant during the current year compared to the prior year. Foreign exchange loss totalled $90,540 (2015 - $113,571) due to unfavourable fluctuations in the value of Canadian dollar as compared to the United States dollar for the year. Investor relations expense totalled $51,525 (2015 - $245,700). Investor relations expense was significantly higher in the prior year due to amortization of prepaid amounts for three investor relations consulting engagements with arm's length unrelated parties for the provision of investor relations and promotion services. Consulting fees totalled $42,500 (2015 - $255,752). Consulting fees were significantly higher in the prior year due to the amortization of prepaid amounts for four consulting engagements with arm's length unrelated third parties for the provision of financial advisory and administrative services. RTO transaction expenses totalled $Nil (2015 - $250,259). The Company has not incurred any costs related to RTO transaction during the year as the RTO transaction was completed during the fiscal 2015. The company incurred $Nil in stock-based compensation expense during the year (2015 - $213,531). Office and administration, professional fees, travel expenses, and filing fees totalled $62,919 (2015 - $188,768). The significant decrease in these expenses was due to less business activities carried out by the Company during the year compared with the prior comparative year. The company recognized an impairment loss of $761,576 to adjust the book value of its mineral rights to $400,000 on January 31, 2016.

Financial results for the years ended January 31, 2016 and 2015

	Year ended January 31, 2016	Year ended January 31, 2015
Revenue	$Nil	$Nil
Total net loss	$1,297,074	$1,894,149
Total net loss per share (basic and diluted)	$0.04	$0.06
Total assets	$421,765	$1,188,838
Total long-term liabilities	$Nil	$Nil
Total liabilities	$1,903,884	$1,375,308
Shareholders' equity (deficiency)	$(1,482,119)	$(186,470)
Cash dividends per share	$Nil	$Nil

SUMMARY OF QUARTERLY RESULTS FOR EACH OF THE LAST EIGHT QUARTERS:

Quarter ended	Total revenue	Net loss	Basic and diluted loss per share
January 31, 2016	$Nil	$912,531	$0.03
October 31, 2015	$Nil	$31,378	$0.00
July 31, 2015	$Nil	$148,692	$0.00
April 30, 2015	$Nil	$204,473	$0.01
January 31, 2015	$Nil	$189,611	$0.00
October 31, 2014	$Nil	$488,077	$0.01
July 31, 2014	$Nil	$467,626	$0.01
April 30, 2014	$Nil	$748,835	$0.04

OFF BALANCE-SHEET ARRANGEMENTS

The Company has no off balance-sheet arrangements.

LIQUIDITY AND CAPITAL RESOURCES

The Company has historically relied upon equity financing and loans from directors to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance the Company will be able to obtain the required financing in the future on acceptable terms.

The Company has limited financial resources, no source of operating income and no assurance that additional funding will be available to it for current or future projects, although the Company has been successful in the past in financing its activities through the sale of equity securities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and its exploration success. Any quoted market for the Company's shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

As at January 31, 2016, the Company had the following contractual arrangements and commitments in place for certain services and in respect of its mineral properties:

(a) As part of the letter of agreement entered into with AGEI and Matlack on July 9, 2013 and as amended on October 29, 2013, December 16, 2013, January 21, 2014, and February 21, 2014 for the acquisition of certain patented mineral claims in Nevada, comprised of the Eldorado Property, the Plumas Property (collectively, the "Phoenix Gold Properties"), the Company has the following commitment:

(i) As part of the lease of the Plumas Property describe in note 6, the Company is required to make annual payments of $49,021 (US$35,000) on each anniversary date of April 23, 2014 for a period of 20 years. Future minimum lease payments are as follows:

2016	49,021
2017	49,021
2018	49,021
2019	49,021
2020	49,021
Thereafter	686,294

(b) On December 4, 2015, the Company entered into a letter agreement (the "Letter Agreement") with Blue Creek Forest Products Ltd. ("Blue Creek") and its major shareholder, Four Rivers Resources Inc. ("FRRI"), which contemplates a transaction that will result in a reverse takeover and change of business of the Company by Blue Creek (the "Transaction"). The Transaction is subject to approval of the shareholders of the Company and approval of the Exchange. The closing of the Transaction is subject to number of conditions and must be completed by no later than June 30, 2016, at which time the Letter Agreement is then terminated. Subsequent to the year end, the Company entered into an amending agreement with Blue Creek and FRRI to extend the deadline for closing of the Transaction from June 30, 2016 to July 29, 2016.

FINANCING ACTIVITIES

On March 11, 2013, the Company issued 100 common shares at a value of $0.01 per share upon incorporation.

On March 22, 2013, the Company issued 15,149,900 common shares at a value of $0.000001 per share for $15 (rounded) to directors and founding shareholders of the Company.

On July 9, 2013, the Company issued 500,000 common shares to AGEI and 100,000 common shares to Matlack at a price of $0.10 per share as part of the consideration to acquire the Plumas Property.

On April 23, 2014, the Company redeemed and cancelled 4,250,000 shares.

Concurrent to the RTO Transaction on April 23, 2014, Phoenix completed the Concurrent Financing for gross proceeds of $1,554,400. Under the Concurrent Financing, Phoenix issued 15,544,000 Units consisting of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one common share of the Company at an exercise price of $0.20 per share until April 23, 2017. The fair value of these 7,772,000 warrants was estimated at $337,305. Phoenix incurred commission and expenses of $197,529 related to the Concurrent Financing. In addition, the Company issued 1,055,120 broker's warrants and 280,000 agent's options. Each brokers warrant entitles the holder to acquire one common share of the Company at a price of $0.10 per until April 23, 2015. Each agent's option entitles the holder to acquire one unit of the Company at a price of $0.10 per unit for a period of 3 years from the date of issuance. Each unit is comprised of one common share and half of the common share purchase warrant of the Company, with each whole warrant entitling the holder to acquire one common share of the Company for $0.20 per share for a period of 3 years from the date of issuance. The fair value of 1,055,120 broker's warrants was estimated at $32,076 and the fair value of 280,000 agent's options was estimated at $19,796.

On April 23, 2014, Phoenix acquired Zuri pursuant to the RTO Transaction. Prior to the RTO Transaction Zuri had 4,000,000 common shares outstanding. Zuri acquired 27,044,000 common shares of Phoenix in return for its net assets. Zuri then issued 27,044,000 of its common shares to the original shareholders of Phoenix. In connection with the RTO Transaction, the Company incurred $442,118of costs, of which $250,259 was expensed on the statement of loss during the period with the remaining $191,859 recorded as a reduction to share capital.

On May 1, 2014, the Company issued 600,000 stock options (the "Options") to CHF Investor Relations pursuant to the terms of the investor relations service agreement ("Service Agreement"). The Options are exercisable for a period of five years from the date of grant at an exercise price of $0.10 per share. The Options will vest quarterly, with a five-year maximum term. Upon termination of the Service Agreement, any vested options will be cancelled after 30 days.

On July 22, 2014, 400,000 Zuri stock options originally recognized on April 23, 2014 were forfeited due to the resignation of the officers and directors of Zuri at RTO. These options had original expiration date of March 19, 2017.

On August 20, 2014, the Company issued 483,900 common shares at a price of $0.10 per share to settle $48,390 of payables to America's Gold Exploration Inc., a company controlled by an officer of the Company.

On August 21, 2014, the Company issued 2,050,000 units of the Company at a price of $0.10 per unit for gross proceeds of $205,000 (the "First Tranche"). Each unit is comprised of one common share and one-half common share purchase warrants. Each whole warrant is exercisable at a price of $0.20 per share for a period of 3 years from the date of issuance. The Company incurred a cost of $25,165 in cash and issued a total of 68,000 broker's warrants related to the First Tranche financing. Each broker's warrant is exercisable at a price of $0.10 per share for a period of 1 year from the date of issuance.

On August 22, 2014, the Company granted a total of 2,582,500 stock options to its directors, officers, and consultants. These stock options vest immediately and are exercisable at $0.10 per common share of the Company for a period of 5 years from the date of grant.

On August 28, 2014, the Company issued 1,695,000 units of the Company at a price of $0.10 per unit for gross proceeds of $169,500 (the "Second Tranche"). Each unit is comprised of one common share and one-half common share purchase warrants. Each whole warrant is exercisable at a price of $0.20 per share for a period of 3 years from the date of issuance. The Company incurred a cost of $11,803 in cash and issued a total of 94,000 broker's warrants related to the First Tranche financing. Each Broker's warrant is exercisable at a price of $0.10 per share for a period of 1 year from the date of issuance.

Subsequent to January 31, 2015, the Company disposed of all 298,684 GRIT shares at a net cash proceeds of $74,518.

On February 3, 2015, 300,000 stock options originally granted on August 22, 2014 were forfeited due to the resignation of one of the Company's directors. These options had original expiration date of August 22, 2019.

On April 23, 2015, 1,055,120 broker's warrants originally issued on April 23, 2014 expired.

On August 21, 2015, 68,000 broker's warrants originally issued on August 21, 2014 expired.

On August 28, 2015, 94,000 broker's warrants originally issued on August 28, 2014 expired.

RELATED PARTY BALANCES AND TRANSACTIONS

The Company considers its Board of Directors and certain consultants which, by virtue of the contracts in place and the functions performed, to be key management. Compensation awarded to key management is listed below:

	Year ended January 31, 2016	Year ended January 31, 2015
Management fees expensed	$ 228,404	$ 213,296
Management fees capitalized	154,828	141,592
Share-based payments, non-cash	-	213,531
Total	$ 383,232	$ 568,419

For the year ended January 31, 2016, the Company paid or accrued management fees of $156,404 (January 31, 2015 - $144,296) to Avonlea Ventures Inc., and $72,000 (January 31, 2015 - $69,000) to 2238012 Ontario Inc., and $154,828 (January 31, 2015 - $141,592) to America's Gold Exploration Inc., companies controlled by officers and/or directors of the Company.

As at January 31, 2016, the Company owed a balance of $nil (January 31, 2015 - $29,316) to Ecuador Gold and Copper Corporation, a company under common control. The balance was included in accounts payables and accrued liabilities.

These transactions are in the normal course of operations and are recorded at the exchange amount agreed to by the related parties.

As of January 31, 2016, the Company had advances from a related company, which is owned and controlled by an officer and director of the Company, in the amount of $373,351 (January 31, 2015 - $327,487). The advances are non-interest bearing, unsecured, and have no fixed term of repayment.

On May 12, 2014, the Company issued a promissory note of $54,520 (US $50,000) to an officer and director of the Company. The promissory note bears interest at a rate of 10% per annum, payable monthly in arrears on the last day of each and every month. The full amount was due on May 31, 2014 which was extended with the same terms and due on demand status. As of January 31, 2016, the Company had $4,285 (2015 - $4,285) remaining promissory notes payable with the same terms and due on demand status.

FINANCIAL INSTRUMENTS

As at January 31, 2016, the Company's financial instruments consist of other receivables, accounts payable and accrued liabilities, and promissory note payable. These financial instruments are classified as loans and receivables or other financial liabilities and are carried at amortized cost. The fair values of these financial instruments approximate their carrying values due to the short-term nature of these instruments.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments. Note 15 to the audited consolidated financial statements for the years ended January 31, 2016 and 2015 presents information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing these risks.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's critical accounting estimates are defined as those estimates that have a significant impact on the portrayal of its financial position and operations and that require management to make judgements, assumptions and estimates in the application of IFRS. Judgments, assumptions and estimates are based on historical experience and other factors that management believes to be reasonable under current conditions. As events occur and additional information is obtained, these judgements, assumptions and estimates may be subject to change. The Company's significant accounting policies can be found in note 3 of the Company's audited consolidated financial statements. The Company believes the followings are the critical accounting estimates used in the preparation of its consolidated financial statements.

Use of estimates

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies to financial information presented. Actual results may differ from the estimates, assumptions and judgements made.

Estimates and underlying assumptions are reviewed on an ongoing basis. Changes made to estimates are reflected in the period the changes are made.

Significant areas requiring the use of estimates and assumptions include accounts payable and accrued liabilities, valuation of share-based payment reserves, warrant reserves, valuation of short-term investments, valuation of mineral rights, and recoverability of deferred tax assets. By their nature, these estimates and assumptions are subject to measurement uncertainty, and the impact of changes in estimates in the financial statements of future period could be material. These assumptions are reviewed periodically and, as adjustments become necessary, they are reported in earnings (loss) in the periods in which they become known.

Intangible assets: mineral rights

Under IFRS, the Company defers all cost relating to the acquisition and exploration of its mineral properties after the legal right to explore a property has been obtained, but before technical feasibility and commercial viability of the property has been established. Any revenues received from such properties are credited against the costs of the property. When commercial production commences on any of the Company's properties, any previously capitalized costs would be charged to operations using unit-of-production method. The Company reviews the carrying value of its mineral properties for recoverability when events or changes in circumstances indicate that the properties may be impaired. If such a condition exists and the carrying value of a property exceeds the estimated net recoverable amount, provision is made for the impairment in value.

The existence of uncertainties during the exploration stage and the lack of definitive empirical evidence with respect to the feasibility of successful commercial development of any exploration property does create measurement uncertainty concerning the estimate of the amount of impairment to the value of any mineral property. The Company relies on its own or independent estimates of further geological prospects of a particular property and also considers the likely proceeds from a sale or assignment of the rights before determining whether or not impairment in value has occurred.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit" or "CGU"). The allocation of the Company's assets into CGUs requires judgement. A CGU recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount is reduced to the recoverable amount. Impairment is recognized immediately in profit or loss. Where an impairment subsequently reverses, the carrying amount is increased to the revised estimate of recoverable amount but only to the extent that this does not exceed the carrying value that would have been determined if no impairment had previously been recognized.

Share-based payment

The Company uses the fair value method, utilizing the Black-Scholes pricing model, for valuing stock options granted to directors, officers, and consultants. The estimated fair value is recognized over the applicable vesting period as stock-based compensation expense and an increase to share-base payment reserve. Any consideration paid by employees on the exercise of stock options or purchase of stock is credited to share capital plus the amounts originally recorded as share-base payment reserve. The fair value of options is estimated using the Black-Scholes pricing model based on estimates and assumptions for expected life of the options, expected volatility, risk-free interest rate and dividend yield. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates could be material in future periods.

Warrants reserve
The Company uses the fair value method, utilizing the Black-Scholes pricing model, for valuing warrants. The fair value of warrants is estimated using the Black-Scholes pricing model based on estimates and assumptions for expected life of the warrants, expected volatility, risk-free interest rate and dividend yield. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates could be material in future periods.

Fair value of equity settled transaction
IFRS 2 recommends that an entity shall measure any equity-settled share-based payment transactions directly at the fair value of the goods or services received. The Company issued warrants and options as part of the private placements and compensation payments to agents and brokers. The Company determined that the fair value of services received is not reliably measurable because the warrants attached to these transactions are not from the result of any services purchased by the Company. Also, fair values of services from agents and brokers are not reliably determinable because there is no similar open market for the services they provide, and the compensation is not based on a fixed market rate, but rather subject to negotiation by management. Lastly, it is common for exploration stage companies to provide share-based compensation as part of its equity and debt transactions in addition to a cash component. As such, management determined that the fair value of warrants rather than the fair value of services received should be used to determine the fair value of share-based transactions.

Income tax
The future income tax provision is based on the liability method. Future income taxes arise from the recognition of the tax consequences of temporary differences by applying enacted or substantively enacted tax rates applicable to future years of differences between the financial statement carrying amounts and the tax bases of certain assets and liabilities. The Company records a valuation allowance against any portion of those future income tax assets to the extent that it is more than likely that future income tax assets will not be realized. As a result, future earnings are subject to significant management judgement.

CHANGES IN ACCOUNTING POLICIES AND NEW ACCOUNTING STANDARDS AND RECENT PRONOUNCEMENTS

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended January 31, 2016, and have not been applied in preparing these consolidated financial statements. The following standards and interpretations have been issued by the International Accounting Standards Board and the International Financial Reporting Interpretations Committees with effective dates relating to the annual accounting periods starting on or after the effective dates as follows:

International Accounting Standards		**Effective Date**
IFRS 9 – Financial Instruments	IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having	January 1, 2018

only two categories: Amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at the fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in accumulated other comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, Financial Instruments – Recognition and Measurement, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.

The Company is in the process of assessing the impact that the new and amended standards will have on its financial statements or whether to early adopt the new requirements.

RISKS AND UNCERTAINTIES

The Company's securities should be considered a highly speculative investment and investors should carefully consider all of the information disclosed in the Company's Canadian regulatory filings prior to making an investment in the Company.

General

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits, which, though present, are insufficient in quantity and/or quality to return a profit from production.

The Company is in the resource sector and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same industry. Some of the current risks include the following:

(a) The Company has no history of earnings and will not generate earnings until production commences;

(b) Any future equity financings by the Company for the purposes of raising additional capital may result in substantial dilution to the holdings of existing shareholders;

(c) There can be no assurance that an active and liquid market for the Company's shares will develop and investors may find it difficult to resell their shares; and

(d) The directors and officers of the Company will devote a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses, and as such, conflicts of interest may arise from time to time.

The Company's business is subject to exploration and development risks
The Phoenix Gold Properties are in the exploration stage and no known reserves have been discovered on such properties. At this stage, favourable results, estimates and studies are subject to a number of risks, including, but not limited to:

- the limited amount of drilling and testing completed to date;
- the preliminary nature of any operating and capital cost estimates;
- the difficulties inherent in scaling up operations and achieving expected metallurgical recoveries;
- the likelihood of cost estimates increasing in the future; and
- the possibility of difficulties procuring needed supplies of electrical power and water.

There is no certainty that the expenditures to be made by the Company in the exploration of the Phoenix Gold Properties described herein will result in discoveries of mineral resources in commercial quantities or that any of the Phoenix Gold Properties will be developed. Most exploration projects do not result in the discovery of mineral resources and no assurance can be given that any particular level of recovery of mineral resources will in fact be realized or that any identified resource will ever qualify as a commercially mineable (or viable) resource which can be legally and economically exploited. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permit regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of mineral resource ultimately discovered may differ from that indicated by drilling results. There can be no assurance that mineral resource recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The long-term profitability of the Company's operations will be related to the cost and success of its exploration programs, which may be affected by a number of factors beyond the Company's control.

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources, any of which could result in work stoppages, damage to property, and possible environmental damage.

Hazards such as unusual or unexpected formations and other conditions such as fire, power outages, labour disruptions, flooding, cave-ins, landslides and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the Company's financial position.

The Company will continue to rely upon consultants and others for exploration and development expertise. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the costs of operations, fluctuations in markets, allowable production, importing and exporting of minerals and environmental protection.

Political Risk

The Company's property is located in Nevada, USA, and will be subject to changes in political conditions and regulations in that country. The Company's activities are subject to extensive laws and regulations governing worker health and safety, employment standards, waste disposal, protection of historic and archaeological sites, mine development, protection of endangered and protected species and other matters.

USA regulators have broad authority to shut down and/or levy fines against facilities that do not comply with regulations or standards. The Company's mineral exploration and mining activities in the USA may be adversely affected in varying degrees by changing government regulations relating to the mining industry or shifts in political conditions that increase the costs related to the Company's activities or maintaining its licenses. Operations may also be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, and expropriation of property, environmental legislation and mine safety.

A number of other approvals, licenses and permits may be required for various aspects of mine development. While the Company will use its best efforts to ensure title to the licenses and access to surface rights continue into the future, these titles or rights may be disputed, which could result in costly litigation or disruption of operations. The Company is uncertain if all necessary permits will be maintained on acceptable terms or in a timely manner. Future changes in applicable laws and regulation or changes in their enforcement or regulatory interpretation could negatively impact current or planned exploration and development activities on the Phoenix Gold Properties. Any failure to comply with applicable laws and regulations or failure to obtain or maintain permits, even if inadvertent, could result in the interruption of exploration and development operations or material fines, penalties or other liabilities.

Financing Risks

Although the Company was able to obtain adequate financing in the past, there is no assurance that the Company will continue to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

Fluctuating Price and Currency

The Company raises its equity primarily in Canadian dollars and will conduct its principal business and operation activities in and proposes to maintain certain accounts in Canadian dollars and United States dollars ("US dollars"). The Company's operations in the USA make it subject to foreign currency fluctuation and such fluctuations may adversely affect the Company's financial position and operating results.

Foreign Countries and Regulatory Requirements

Even if the Phoenix Gold Properties are proven to host economic reserves of gold and/or other mineral resources, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits or repatriation of profits. Any changes in regulations or shifts in political conditions in the USA are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

Uninsurable Risk

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

No Assurance of Surface Rights

The Company has represented that it has mineral property interests in the Phoenix Gold Properties. However, it remains possible that surface rights corresponding to the mineral properties may be subject to prior other rights or may be affected by undetected defects.

Permits and Licenses

The operations of the Company may require licenses and permits from various governmental authorities. There can be no assurance that such licenses and permits as may be required to carry out exploration, development and mining operations at its projects will be granted.

Competition

The mineral industry is intensely competitive in all its phases. The Company competes with many companies processing greater financial resources and technical facilities than itself for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and service providers. Factors beyond the control of the Company may affect the marketability of mineral substances discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital or losing its investment capital.

Environmental Risk

The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which could result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, consultants and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. In addition, environmental risks may exist on properties in which the Company holds interests which are unknown at present and which have been caused by previous or existing owners or operators. Furthermore, future compliance with environmental reclamation, closure and other requirements may involve significant costs and other liabilities. The Company intends to fully comply with all environmental regulations.

Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements.

DISCLOSURE ON INTERNAL CONTROLS

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements; and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's accounting policies.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

OUTSTANDING SHARE DATA

The Company has an unlimited number of common shares authorized for issuance without par value. As at January 31, 2016 and May 27, 2016, there were 35,272,900 common shares issued and outstanding; 3,162,500 vested stock options issued and outstanding; and 9,644,500 common share purchase warrants issued and outstanding.

The principals of the Company collectively hold 13,500,000 common shares, of which 11,500,000 are subject to a Tier 2 Value Security Escrow Agreement dated April 22, 2014 and 2,000,000 remain subject to a Form 2F CPC escrow agreement dated May 2, 2011.

CAUTION REGARDING FORWARD-LOOKING INFORMATION

Certain statements in this MD&A, particularly statements regarding future economic performance and finances, plans, expectations and objectives of management, may constitute "forward-looking" statements which reflect our current views with respect to future events and financial performance. When used in this MD&A, such forward-looking statements use words such as "may", "will", "expect", "believe", "anticipate", "plan", "intend", "estimate", "project", "continue" and other similar terminology of a forward-looking nature or negatives of those terms. These forward-looking statements are based on certain assumptions by management, certain of which are set out herein. The forward-looking statements appearing in this MD&A reflect current expectations regarding future events and operating performance and speak only as of the date of this MD&A.

Although management believes that the expectations reflected in such forward-looking statements are reasonable, all forward-looking statements address matters that involve known and unknown risks, uncertainties and other factors and should not be read as guarantees of future performance or results. Accordingly, there are or will be a number of significant factors which could cause our actual results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause actual future results, performance or achievements to differ materially include, but are not limited to, all hazards and risks normally incidental to exploration, development and production of mineral resources, political instability and changes to existing government regulations including environmental regulations, ability to obtain adequate financing in future, the impact of global financial crisis, foreign currency fluctuations, ability to identify and integrate future acquisitions, reliance on key personnel and competition with other mineral industry companies for mineral concessions, claims, leases, and other mineral interests as well as for the recruitment and retention of qualified employees and service providers.

All statements, other than of historical fact, included herein are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. There are no assurances that the Company can fulfill such Forward-Looking Statements and the Company undertakes no obligation to update such statements.

Additional information on the Company can be found on SEDAR at www.sedar.com.