

**BETHPAGE CAPITAL CORP.**  
("Bethpage" or the "Company")

**Management's Discussion and Analysis**  
**For the nine months ended September 30, 2016 and 2015**

The following discussion and analysis, prepared as of November 10, 2016, should be read together with the unaudited condensed interim financial statements of Bethpage for the period ended September 30, 2016 and related notes attached thereto, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in Canadian dollars unless otherwise indicated.

Certain statements in this report constitute forward-looking statements. Such forward-looking statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to put undue reliance on forward-looking statements, which speak only as of the date the statements were made and readers are advised to consider such forward-looking statements in light of the risks set out below. Additional information related to Bethpage is available for view on SEDAR at [www.sedar.com](http://www.sedar.com).

**Description of Business**

Bethpage was incorporated pursuant to the Business Corporations Act of British Columbia on May 13, 2010. The Company is domiciled in Canada and its office is at Suite 717 – 1030 West Georgia Street, Vancouver, BC. Bethpage is an exploration stage company engaged in the evaluation and exploration of its interests in the Hall Lake Property, situated in the Fort Steele Mining Division, British Columbia. Pursuant to a prospectus filed with the British Columbia and Alberta Securities Commissions, the Company completed an Initial Public Offering ("IPO") on June 19, 2012 and its shares were listed for trading on the TSX Venture Exchange (the "Exchange"), as a Tier 2 issuer on June 21, 2012.

**Operations**

The Company entered into an option agreement with Eagle Plains Resources Ltd. ("Eagle Plains") on September 16, 2011 to earn a 60% interest in the Hall Lake property situated in the Fort Steele Mining Division, British Columbia (the "Option Agreement"). The Option Agreement, as subsequently amended, provides for the Company to earn its interest by incurring exploration expenditures of \$3,000,000 and making payments consisting of \$600,000 in cash and issuing 1,100,000 shares to the optionor over a period ending on December 31, 2019. To date, \$10,000 cash has been paid and 200,000 shares have been issued. The Hall Lake Property consists of one claim block covering 523 hectares.

Under the terms of the amended Option Agreement, at any time prior to exercise of the option, Eagle Plains will have the right to terminate the agreement and option by giving 30 days' notice to the Company, and in such event the Company shall have no further obligations to Eagle Plains.

During 2011, an exploration program was carried out on the Hall Lake Property, consisting of a 479.1 line km airborne geophysical survey. The survey was flown in conjunction with four other properties in the Purcell Basin. The survey was flown by GeoTech Limited, a geophysical contractor based in Aurora, Ontario. The airborne geophysical survey identified five anomalous features or targets.

During the year ended December 31, 2015, the Company allowed certain claims to lapse which resulted in a \$109,690 impairment of evaluation and exploration assets.

The following expenditures have been incurred on the property to September 30, 2016:

*Acquisition costs:*

Balance, December 31, 2014	\$	29,309
Option payment, cash		5,000
Option payment, shares		7,000
Impairment		(36,309)
Balance, December 31, 2015 and September 30, 2016	\$	5,000

*Exploration costs:*

Balance, December 31, 2014		78,881
Impairment		(73,381)
Balance, December 31, 2015 and September 30, 2016	\$	5,500
Total, December 31, 2015	\$	10,500
Total, September 30, 2016	\$	10,500

**Results of Operations**

Bethpage incurred a loss of \$32,226 during the nine months ended September 30, 2016 compared with a loss of \$46,511 in the comparative period in 2015.

The net losses during the nine months ended September 30, 2016 and 2015 are summarized below:

	2016	2015
Accounting and audit	\$ 2,400	\$ 12,390
Legal and professional	4,482	5,196
Regulatory and listing fees	11,954	12,004
General and administrative	13,627	17,627
Interest income	(237)	(706)
Net loss for the period	\$ 32,226	\$ 46,511

The general decrease in the Company's expenditures in 2016 over 2015 is due to efforts to contain costs.

Bethpage incurred a loss of \$14,189 during the three months ended September 30, 2016 compared with a loss of \$14,250 in the comparative period in 2015. Costs were comprised of \$750 for accounting and audit (2015 - \$1,500), \$3,591 for legal fees (2015 - \$2,949), \$5,290 for regulatory and listing fees (2015 - \$4,451), \$4,530 for general and administrative (2015 - \$5,530), and interest of \$28 (2015 - interest income of \$180).

**Summary of Quarterly Results**

Quarter ended:	Net loss	Loss per share
December 31, 2014	24,250	0.00
March 31, 2015	19,297	0.01
June 30, 2015	12,964	0.00
September 30, 2015	14,250	0.00
December 31, 2015	124,328	0.01
March 31, 2016	10,589	0.00
June 30, 2016	7,448	0.00
September 30, 2016	14,189	0.00

The December 31, 2015 loss included an impairment of evaluation and exploration assets of \$109,690 resulting from the lapse of certain property claims on Hall Lake Property.

### **Liquidity and Capital Resources**

Bethpage's exploration activities have been funded to date through the issuance of common shares pursuant to private placements. The Company has raised approximately \$662,000 in equity financing to date. Bethpage expects that it will continue to be able to utilize private placement financing to further develop resources within its Hall Lake Property. The Company had net working capital of \$41,751 at September 30, 2016, however it is possible that further funding may be required to meet the Company's obligations in 2016. The Company continues to closely monitor its ongoing requirements and to explore all methods of raising additional funds. There can be no certainty that such additional funds may be raised when required.

### **Related Party Transactions**

The following amounts were paid to directors or officers of the Company:

	Three months ended Sept. 30, 2016	Three months ended Sept. 30, 2015	Nine months ended Sept. 30, 2016	Nine months ended Sept. 30, 2015
Accounting services	\$ -	\$ 1,500	\$ -	\$ 10,500

### **Off-Balance Sheet Arrangements**

Bethpage does not have any off-balance sheet arrangements which may affect its current or future operations or conditions.

### **Critical Accounting Estimates**

The preparation of financial statements requires management to establish accounting policies, estimates and assumptions that affect the timing and reported amounts of assets, liabilities revenues and expenses. These estimates are based on historical experience and on various other assumptions that management believes to be reasonable under the circumstances, and require judgement on matters which are inherently uncertain. Details of the Company's significant accounting policies, estimates and assumptions can be found in Note 2 of the audited financial statements for the year ended December 31, 2015.

### **Accounting standards issued by not yet effective**

#### New standard IFRS 9 "Financial Instruments"

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets.

The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. The adoption of IFRS 9 is not expected to have an impact on the Company's financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

## Outstanding Share Data

The authorized capital of Bethpage consists of an unlimited number of common shares without par value. As of the date of this MD&A, there were 8,400,000 common shares issued and outstanding.

The following table summarizes information about stock options outstanding and exercisable at November 10, 2016:

Number of Shares	Exercise Price	Expiry date	Exercisable
375,000	\$0.15	June 21, 2022	375,000
100,000	\$0.165	October 11, 2017	100,000
100,000	\$0.15	February 8, 2018	100,000
575,000			575,000

## Investor Relations

The Company does not have any investor relations arrangements.

## Risk Factors

Exploration-stage mineral exploration companies face a variety of risks and, while unable to eliminate all of them, Bethpage aims at managing and reducing such risks as much as possible. Few exploration projects successfully achieve development stage, due to factors that cannot be predicted or anticipated, and even one such factor may result in the economic viability of a project being detrimentally impacted such that it is neither feasible nor practical to proceed. Bethpage closely monitors its activities and those factors that could impact them, and employs experienced consultants to assist in its risk management and to make timely adequate decisions.

Environmental laws and regulations could also impact the viability of a project. Bethpage has ensured that it has complied with these regulations, but there can be changes in legislation outside Bethpage's control that could also add a risk factor to a project.

## Approval

The Board of Directors of the Company approved the disclosure contained in this MD&A on November 10, 2016.