

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

**Management's Discussion and Analysis**  
**For the three months ended March 31, 2017 and 2016**

The following discussion and analysis, prepared as of May 16, 2017, should be read together with the unaudited condensed interim financial statements of Bethpage for the period ended March 31, 2017 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. The Company's shares currently trade on the NEX under the symbol BET.H.

### **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, provided 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 Eagle Plains over a period ending on December 31, 2019.

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 Company did not meet the required commitments under the option agreement during the year ended December 31, 2016 and has abandoned the project. As a result, the Company recognized an impairment of \$10,500, comprising the balance of evaluation and exploration assets, in 2016.

### **Results of Operations**

Bethpage incurred a net loss of \$8,961 during the period ended March 31, 2017 compared with a net loss of \$10,589 in the comparative period in 2016.

The net losses during the three months ended March 31, 2017 and 2016 are summarized below:

	2016	2015
Accounting and audit	\$ -	\$ 1,650
Legal and professional	-	730
Regulatory and listing fees	4,178	3,791
General and administrative	4,839	4,570
Interest income	(56)	(152)
<b>Net loss for the period</b>	<b>\$ 8,961</b>	<b>\$ 10,589</b>

## Summary of Quarterly Results

Quarter ended:	Net loss	Loss per share
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
December 31, 2016	23,746	0.01
March 31, 2017	8,961	0.00

The December 31, 2016 loss included an impairment of evaluation and exploration assets of \$10,500 resulting from not meeting commitments on Hall Lake Property. 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 \$712,000 in equity financing to date. On March 9, 2017, the Company completed a private placement and issued 500,000 common shares at \$0.10 per share for gross proceeds of \$50,000.

The Company had net working capital of \$69,554 at March 31, 2017, however it is possible that further funding may be required to meet the Company's obligations in 2017. 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

There were no amounts paid to directors, officers or companies controlled by directors of the Company for the three months ended March 31, 2017 and 2016.

### 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, 2016.

### 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 8,900,000 common shares issued and outstanding.

The following table summarizes information about stock options outstanding and exercisable at May 16, 2017:

Number of Shares	Exercise Price	Expiry date	Exercisable
375,000	\$0.15	June 21, 2022	375,000

### **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 May 16, 2017.