PROVENANCE GOLD CORP.
(formerly Sparx Energy Corp.)
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2018

This management's discussion and analysis ("**MD&A**") presents an analysis of the financial position of Provenance Gold Corp., formerly Sparx Energy Corp., ("**Provenance**" or the "**Corporation**") for the three months ended March 31, 2018. The following information should be read in conjunction with the December 31, 2017 audited financial statements of the Corporation, including the accompanying notes, which have been prepared in accordance with International Financial Reporting Standards (IFRS).

Date of Report

This MD&A is dated May 30, 2018 and presents material information up to this date.

Forward-Looking Statements

This MD&A may contain forward-looking statements relating to future events. In some cases, forward-looking statements can be identified by words such as "anticipate", "continue", "estimate", "expect", "forecast", "may", "will", "project", "should", "believe", or similar expressions. These forward-looking statements by their nature involve risks and uncertainties that could cause actual results to differ materially from those contemplated by such statements, including the "Risks and Uncertainties" discussed in this MD&A. The Corporation considers the assumptions on which these forward-looking statements are based to be reasonable at the time they were prepared, but cautions the reader that these assumptions regarding future events, many of which are beyond the control of management, may ultimately prove to be incorrect.

Description of Business

Provenance Gold Corp., formerly Sparx Energy Corp., is classified as a reporting issuer in the jurisdictions of British Columbia and Alberta. As a reporting issuer, the Corporation’s business is to comply with all reporting requirements while endeavoring to find, acquire and finance suitable and favorable resource related projects. During its latest fiscal year the corporation did not conduct significant commercial operations other than to meet filing requirements. On January 16th, 2017 the Corporation acquired 1084160 B.C. Ltd. and was renamed “Provenance Gold Corp.”. The Corporation holds an option on 149 Quartz claims in Yukon, Canada consisting of approximately 9,100 acres.

The Corporation will primarily focus on expanding on its strong exploration results on the 2K property that were achieved in 2016 and 2017. The 2018 field program will focus on more detailed mapping of the geology of the property, with emphasis on structural geology, mineralization and rock alteration patterns. The intent of the current year’s program is to better understand the gold system, to locate key mineral zones, and gain the information to focus the next round of drilling. The Corporation will also continue to evaluate any new mineral properties it identifies, with a focus on the Yukon and other politically stable, safe regions.

Strategy

As of January 16th 2017, the Corporation acquired an option on 149 Quartz claims in Yukon, Canada. Subsequently, the Corporation has mobilized a team of consultants for daily management of the project and on the ground support. Significant work has been done to date on the property including infrastructure development, sampling, assaying and key target area evaluation. The 2018 field program will initially focus on more detailed mapping of the geology of the property, with emphasis on structural geology, mineralization and rock alteration patterns. The initial focus will be along the N50E mineralization trend that was recognized last season, particularly in the portion of the zone from upper Kenyon Creek to the upper part of Great Bear Creek. This year's work will focus more on the higher temperature vein mineralization.

Risk Factors

The Corporation is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties. Due to the nature of the Corporation's business and the present stage of exploration of its resource properties (which are primarily early stage exploration properties with no known resources or reserves that have not been explored by modern methods), the following risk factors, among others, will apply:

Mining Industry is Intensely Competitive: The Corporation's business will be the acquisition, exploration and development of resource properties. The mining industry is intensely competitive and the Corporation will compete with other companies that have far greater resources.

Resource Exploration and Development is Generally a Speculative Business: Resource exploration and development is a speculative business and involves a high degree of risk, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in size to return a profit from production. The marketability of natural resources that may be acquired or discovered by the Corporation will be affected by numerous factors beyond the control of the Corporation. These factors include market fluctuations, the proximity and capacity of natural resource markets, government regulations, including regulations relating to prices, taxes, royalties, 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 Corporation not receiving an adequate return on invested capital. The great majority of exploration projects do not result in the discovery of commercially mineable deposits of ore.

Fluctuation of Metal Prices: Even if commercial quantities of mineral deposits are discovered by the Corporation, there is no guarantee that a profitable market will exist for the sale of the metals produced. Factors beyond the control of the Corporation may affect the marketability of any substances discovered. The prices of various metals have experienced significant movement over short periods of time, and are affected by numerous factors beyond the control of the Corporation, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The supply of and demand for metals are affected by various factors, including political events, economic conditions and production costs in major producing regions. There can be no assurance that the price of any mineral deposit will be such that any of its resource properties could be mined at a profit.

Permits and Licenses: The operations of the Corporation will require licenses and permits from various governmental authorities. There can be no assurance that the Corporation will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

No Assurance of Profitability: The Corporation has no history of earnings and, due to the nature of its business, there can be no assurance that the Corporation will ever be profitable. The Corporation has not paid dividends on its shares and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Corporation is from the sale of its common shares or, possibly, the sale or optioning of a portion of its interest in its resource properties. Even if the results of exploration are encouraging, the Corporation may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists. While the Corporation may generate additional working capital through further equity offerings or through the sale or possible syndication of its properties, there can be no assurance that any such funds will be available on favourable terms, or at all. At present, it is impossible to determine what amounts of additional funds, if any, may be required. Failure to raise such additional capital could put the continued viability of the Corporation at risk.

These financial statements have been prepared assuming the Corporation will continue on a going concern basis:
The Corporation's financial statements for the three months ended March 31, 2018 have been prepared on the basis that it will continue as a going concern. The Corporation recorded a comprehensive loss of $64,000 (2017 - $67,829) during this period. As at March 31, 2018, the Corporation had a working capital deficiency of $789,927 (2017 –$105,908) and an accumulated deficit of $682,702 (December 31, 2017 - $618,702) which was funded primarily by the issuance of equity. The Corporation's ability to continue as a going concern and to realize assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. If the Corporation is unable to obtain adequate additional financing, it may be required to curtail operations and exploration activities. Furthermore, failure to continue as a going concern would require that the Corporation's assets and liabilities be restated on a liquidation basis which would likely differ significantly from their going concern assumption carrying values.

Uninsured or Uninsurable Risks: The Corporation may become subject to liability for pollution or hazards against which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Corporation's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and production activities.

Government Regulation: Any exploration, development or mining operations carried on by the Corporation will be subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. In addition, the profitability of any mining prospect is affected by the market for precious and/or base metals which is influenced by many factors including changing production costs, the supply and demand for metals, the rate of inflation, the inventory of metal producing corporations, the political environment and changes in international investment patterns.

Environmental Matters: Existing and possible future environmental legislation, regulations and actions could cause significant expense, capital expenditures, restrictions and delays in the activities of the Corporation, the extent of which cannot be predicted and which may well be beyond the capacity of the Corporation to fund. The Corporation's right to exploit any mining properties will be subject to various reporting requirements and to obtaining certain government approvals and there can be no assurance that such approvals, including environment approvals, will be obtained without inordinate delay or at all.

Financing Risks: The Corporation has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under any applicable agreements. Although the

Corporation has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that it will be able 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.

Insufficient Financial Resources: The Corporation does not presently have sufficient financial resources to undertake by itself the exploration and development of all of its planned exploration and development programs. The development of the Corporation's properties will therefore depend upon the Corporation's ability to obtain financing through the joint venturing of projects, private placement financing, public financing or other means. There can be no assurance that the Corporation will be successful in obtaining the required financing. Failure to raise the required funds could result in the Corporation losing, or being required to dispose of, its interest in its properties. In particular, failure by the Corporation to raise the funding necessary to maintain in good standing its various option agreements could result in the loss of its rights to such properties.

Dependence Upon Others and Key Personnel: The success of the Corporation's operations will depend upon numerous factors, many of which are beyond the Corporation's control, including (i) the ability to design and carry out appropriate exploration programs on its resource properties; (ii) the ability to produce minerals from any resource deposits that may be located; (iii) the ability to attract and retain additional key personnel in exploration, marketing, mine development and finance; and (iv) the ability and the operating resources to develop and maintain the properties held by the Corporation. These and other factors will require the use of outside suppliers as well as the talents and efforts of the Corporation and its consultants and employees. There can be no assurance of success with any or all of these factors on which the Corporation's operations will depend, or that the Corporation will be successful in finding and retaining the necessary employees, personnel and/or consultants in order to be able to successfully carry out such activities. This is especially true as the competition for qualified geological, technical and mining personnel and consultants is particularly intense in the current marketplace.

Price Fluctuations and Share Price Volatility: In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual and extreme fluctuations in price will not occur.

Surface Rights and Access: Although the Corporation acquires the rights to some or all of the minerals in the ground subject to the tenures that it acquires, or has a right to acquire, in most cases it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In such cases, applicable mining laws usually provide for rights of access to the surface for the purpose of carrying on mining activities, however, the enforcement of such rights can be costly and time consuming. In areas where there are no existing surface rights holders, this does not usually cause a problem, as there are no impediments to surface access. However, in areas where there are local populations or land owners, it is necessary, as a practical matter, to negotiate surface access. There can be no guarantee that, despite having the right at law to access the surface and carry on mining activities, the Corporation will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out mining activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Corporation may need to rely on the assistance of local officials or the courts in such jurisdictions.

Title: Although the Corporation has taken steps to verify the title to the resource properties in which it has or has a right to acquire an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title (whether of the Corporation or of any underlying vendor(s) from whom the Corporation may be acquiring its interest). Title to resource properties may be subject to unregistered prior agreements or transfers, and may also be affected by undetected defects or the rights of indigenous peoples.

Results of Operations

At March 31, 2018 total assets were $1,137,853 compared to $812,148 at December 31, 2017. This increase in assets is the result of investment in exploration expenditures to complete the 2017 program on the Y2K Gold Property. The Corporation has no operating revenues. During the three months ended March 31, 2018, the Corporation had a comprehensive loss of $64,000 compared to a loss of $67,829 in the prior year.

Selected Annual Information

Selected financial data for the Corporation for the three most recently completed financial years is presented below. It has been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). The presentation and functional currency of the Corporation is the Canadian dollar.

	December 31, 2017	**December 31, 2016**	**December 31, 2015**
	$	**$**	**$**
Total revenue	Nil	Nil	Nil
Net loss	328,211	27,448	34,030
Net loss per share, basic and diluted	0.01	0.00	0.00
Total assets	812,148	884	349
Total non-current financial liabilities	209,467	Nil	Nil

During 2015 and 2016 the Corporation received loans and share capital while it investigated potential business opportunities for acquisition. This activity led to consulting and professional costs as well as the costs of maintaining the Corporation as a reporting issuer. During 2017, Provenance commenced active exploration of its Y2K Gold property. The Corporation has reported no discontinued operations and has paid no dividends and is unlikely to pay dividends for the foreseeable future.

Selected Quarterly Financial Information

The following selected financial data is derived from the financial statements of the Corporation prepared within acceptable limits of materiality and is in accordance with International Financial Reporting Standards.

	3 Months ended Mar 31, 2018 $	3 Months ended Dec 31, 2017 $	3 Months ended Sept 30, 2017 $	3 Months ended June 30, 2017 $	3 Months ended Mar 31, 2017 $	3 Months ended Dec 31, 2016 $	3 Months ended Sept 30, 2016 $	3 Months ended June 30, 2016 $
Total revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net loss	64,000	99,578	73,801	87,003	67,829	3,064	6,934	9,537
Net loss per share, basic and diluted	0.00	0.01	0.00	0.00	0.00	0.00	0.00	0.00
Total assets	1,137,853	812,148	823,991	263,496	279,054	884	245	599
Total liabilities	1,098,419	302,316	432,539	246,795	240,250	238,875	235,172	228,592
Total shareholders' equity (deficiency)	39,434	509,832	391,452	16,701	38,804	(237,991)	(234,927)	(227,953)

The following discussion outlines the reasons for some of the variations in the quarterly numbers but, as with most junior mineral exploration companies, the results of operations (including interest income and net losses) are not the main factors in establishing the financial health of the Corporation. Of far greater significance are the resource properties in which the Corporation has, or may earn an interest, its working capital and how many shares it has outstanding. The variation seen over such quarters is primarily dependent upon the success of the Corporation's ongoing property evaluation program and the timing and results of the Corporation's exploration activities on its then current properties, none of which are possible to predict with any accuracy. There are no general trends regarding the Corporation's quarterly results and the Corporation's business of resource exploration is not seasonal, as it can work on its property on a year-round basis (funding permitting). Quarterly results may vary significantly depending mainly on whether the Corporation has abandoned any properties or granted any stock options and these factors which may account for material variations in the Corporation's quarterly net losses are not predictable. General and administrative costs tend to be quite similar from period to period, except in certain cases when there is an increase in corporate activities resulting from the completion of a private placement.

Liquidity, Capital Resources and Outlook

As at March 31, 2018, the Corporation had cash of $67,409, GST receivable of $31,616 and current liabilities of $400,054. As at March 31, 2018, the Corporation had a working capital deficiency of $789,927 of which $488,898 relates to share subscriptions advanced which were converted to common shares on May 8, 2018.

On January 31, 2017, the Corporation executed a Debt Settlement Agreement ("the Agreement") to settle debt totaling $209,467 ($168,811 (principal) plus $40,656 (accrued interest)). Pursuant to the Agreement, the debt was settled by issuing a promissory note in the amount of $209,467. This balance is non-interest bearing and is due on or before August 1, 2019.

During the three months ended March 31, 2018, Provenance provided $243,596 of cash in operating activities (2017 – used $72,635), had a net outflow of $325,315 in investing activities (2017 – inflow of $130,721), and raised $82,500 in financing activities (2017 - $75,000).

During 2016 and prior years, loans were advanced by investors who were assisting in the implementation of the Corporation's business plan. The funds received provided the working capital required to prepare financial statements and for corporate registrations. On March 1, 2016, these investors assigned their loans ($157,205) plus accrued interest ($40,656) to a private company that became a related party as a result of the Securities Purchase Agreement (see below) executed on January 16, 2017.

On January 16, 2017, the Corporation closed a Securities Purchase Agreement ("the Agreement") with the shareholders of 1084160 B.C. Ltd., ("PGC"). PGC is the beneficial owner of the right to earn up to a 100% interest in and to a series of quartz claims located in the Moosehorn Range in the Yukon Territory.

This interest is subject to certain royalty rights pursuant to a property option agreement dated June 10, 2016. Pursuant to the Agreement, the Corporation acquired all of the outstanding share capital of PGC by issuing 11,000,000 common shares and 3,500,000 common share purchase warrants to the shareholders of PGC. Each warrant is exercisable to acquire an additional common share of the Corporation at a price of $0.15 per share until October 19, 2018. In connection with the closing of the Agreement, Sparx Energy Corp. changed its name to "Provenance Gold Corp." and PGC continues as a wholly-owned subsidiary of the Corporation.

The net assets acquired under the Agreement consisted of the following: cash of $166,955; interest in mineral property – 2K Gold of $108,478; accrued expenses ($5,809).

On January 31, 2017, the Corporation completed a private placement of 750,000 units at $0.10 per unit for gross proceeds of $75,000. Each unit is comprised of one common share of the Corporation and one share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of $0.15 until January 31, 2019.

On September 7, 2017, the Corporation completed a private placement of 2,187,733 units at $0.15 per unit for gross proceeds of $328,160. Each unit is comprised of one common share of the Corporation and one-half of one common share purchase warrant. Each full warrant entitles the holder to purchase one common share at a price of $0.30 per share until September 7, 2019. The Corporation issued 40,000 common shares valued at $6,000 as a finder's fee and paid $3,148 in share issue costs.

As of March 31, 2018, advances of $488,898 have been received from subscribers for a private placement financing which the Corporation completed on May 8, 2018. Under the terms by which the funds were advanced, these advances form a non-interest bearing loan to the Corporation until such time as the private placement is completed

Additional equity or debt financing will be required to implement the Corporation's business plan. There can be no assurance that the Corporation will be able to secure additional financing in the future on terms that are acceptable to it or at all.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements as at March 31, 2018.

Financial Instruments and Other Instruments

The Corporation's financial instruments consist of cash, accounts payable and accrued liabilities and loans payable. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values, as applicable.

Transactions with Related Parties

All transactions with related parties have occurred in the normal course of operations and are measured at their fair value as determined by management. Unless otherwise indicated, the balances are unsecured, non-interest bearing, without specific terms of repayment and have arisen from advances or the provision of services and fees described.

During the three months ended March 31, 2018, the Company incurred $52,500 (2017 - $56,800) in consulting fees paid to directors, a former director and/or companies in which former directors are principals.

At March 31, 2018, the Company owed a director $9,000 (December 31, 2017 - $Nil) in respect of fees and out of pocket expenses.

At March 31, 2018, the Corporation owed $209,467 to a company controlled by a director.

Significant Accounting Judgments and Use of Estimates

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

The Corporation's significant judgments and estimates are disclosed in the financial statements as at and for the three months ended March 31, 2018 and the year ended December 31, 2017.

Disclosure of Outstanding Share Data

The Corporation is authorized to issue an unlimited number of common shares.

As at the date of this MD&A, the following is a description of the outstanding equity securities issued by the Corporation:

	Authorized	**Outstanding**
Voting or equity securities issued and outstanding	Unlimited Common Shares	36,214,464 Common Shares
Securities convertible or exercisable into voting or equity securities - warrants exercisable at $0.15 - warrants exercisable at $0.15 - warrants exercisable at $0.30		 3,500,000 750,000 1,093,867

Warrants

As of the date of this MD&A, 5,343,867 warrants were outstanding. 3,500,000 warrants are exercisable to acquire a common share of the Corporation for $0.15 per share until October 19, 2018. 750,000 warrants are exercisable to acquire a common share of the Corporation for $0.15 per share expiring January 31, 2019. 1,093,867 warrants are exercisable to acquire a common share of the Corporation for $0.30 per share expiring September 7, 2019.

Changes in Internal Controls over Financial Reporting

There have been no changes in the Corporation's internal control over financial reporting during the three months ended March 31, 2018, that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

Approval

The Board of Directors of the Corporation has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.