BITTERROOT RESOURCES LTD.
MANAGEMENT DISCUSSION & ANALYSIS
For the period ended July 31, 2017
As of September 27, 2017

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INTRODUCTION

Bitterroot Resources Ltd. is a mineral resource company engaged directly and indirectly through its wholly-owned subsidiaries, (collectively referred to herein as “the Company” or “Bitterroot”), in the acquisition and exploration of mineral properties.

In Mohave County Arizona, Bitterroot’s wholly-owned subsidiary Trans Superior Resources, Inc. (“Trans Superior”) has entered into an Option agreements to acquire a 100% interests in 12 patented mining claims and three (3) unpatented mining claims covering the past-producing Hackberry and Silver King silver mines. The Company has also staked an additional 97 claims covering approximately 2,000 acres of surrounding Federally-managed public lands.

In the Upper Peninsula of Michigan, Bitterroot’s wholly-owned subsidiary Trans Superior Resources, Inc. (“Trans Superior”) owns a 49.9% interest in mineral titles covering approximately 360 square miles. In September 2015, Bitterroot entered into a strategic relationship with Altius Minerals Corporation (“Altius”), whereby Altius has earned a 50.1% interest in Bitterroot’s wholly-owned mineral rights and has an option to earn up to an 80% interest in these mineral rights. Details of the transaction are provided in the Summary of Activities section of this MD&A. Trans Superior also leases the 40 acre, privately-owned LM property in the Upper Peninsula. In southern British Columbia, the Company owns a 100 percent interest in the North Brenda claims.

Between November 1, 2016 and the date of this report, gold spot prices increased approximately 1.9%, copper spot prices increased approximately 32% and the TSX Venture Exchange index was effectively unchanged. The Company is exposed to commodity price and equity market risk due to the cyclical nature of commodity prices and the mineral exploration business. The Company’s management minimizes exploration costs and political risk by operating primarily in mining-friendly, road-accessible North American jurisdictions.

The following Management Discussion and Analysis (MD&A) should be read in conjunction with Bitterroot Resources Ltd.’s condensed consolidated interim financial statements for the period ended July 31, 2017 and the related notes contained therein which have been prepared under International Financial Reporting Standards (“IFRS”). The following should also be read in conjunction with the audited annual consolidated financial statements for the year ended October 31, 2016 and the related notes contained therein which have been prepared under International Financial Reporting Standards (“IFRS”).This information and exploration results are presented in news releases and project summaries available on www.sedar.com or on the Company’s website (www.bitterrootresources.com).

All financial information in this MD&A related to 2017 and 2016 has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

FORWARD LOOKING STATEMENTS

Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflect management's expectations regarding the Company's future growth, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing and development of new deposits and the success of exploration activities) and opportunities. Often, this information includes words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

In making and providing the forward-looking information included in this MD&A the Company's assumptions may include among other things: (i) assumptions about the price of metals; (ii) that there are no material delays in the optimisation of operations at the properties; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; (v) that there is no unanticipated fluctuation in foreign exchange rates; and (vi) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the price of metals; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing will not be obtained as and when required; (iv) material increases in operating costs; (v) adverse fluctuations in foreign exchange rates; and (vi) environmental risks and changes in environmental legislation.

This MD&A (See "Risks and Uncertainties") contains information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

SUMMARY OF ACTIVITIES

In January 2017, Bitterroot acquired options to purchase the Hackberry patented claims and the North Hackberry unpatented claims, covering several past-producing high-grade silver mines. The Company also staked 97 unpatented claims around the patented claims. This acquisition marks the first implementation of its strategy to focus on precious metals exploration and development activities.

In January 2017, the Company appointed John H. Wright as a director of the Company. Mr. Wright is a director of SilverCrest Metals Inc. and was a founder, director and former president and chief operating officer of Pan American Silver Corp.

In February 2017, the Company closed a non-brokered private placement of 7,160,611 units at $0.18 for gross proceeds of $1,288,910. Each unit consists of one common share and one half common share purchase warrant which is exercisable at $0.30 until February 14, 2019.

In September, 2017, the Company closed a non-brokered private placement of 5,331,000 units at $0.20 for proceeds of $1,066,200. Each unit consists of one common share and one half of a common share purchase warrant. Each full warrant is exercisable at $0.30 for a period of 24 months. The proceeds will be used to fund drilling on the Company's Hackberry Silver Project in Arizona and for working capital. The Company also issued 999,500 flow-through common shares at $0.22 for proceeds of $219,890 in a non-brokered private placement. The proceeds will be used to fund drilling on the Company's North Brenda (BC) gold-silver project.

OVERALL PERFORMANCE

Results of Operations

Hackberry Silver Property, Arizona

In January 2017, the Company, through its US subsidiary, Trans Superior Resources, Inc., acquired an option (the "Option") from the Hughes Family Trust ("Hughes") to purchase a 100% interest in 12 patented lode mining claims comprising the core of the Hackberry property, a former high-grade silver producer in Mohave County, Arizona. Under the terms of the Option, the Company has made an initial payment of US$50,000 and issued 1,500,000 common shares to Hughes. To complete the exercise of the Option and acquire a 100 percent interest in the patented claims, the Company is required to pay, on or before each of the next four (4) anniversary dates of Exchange acceptance, US$62,500 and issue to Hughes 1,250,000 shares, for total consideration of US$300,000 and 6,500,000 shares of the Company. Hughes will also retain a 3 percent net smelter returns royalty (the "NSR") on the patented claims and 13 of the Company's unpatented claims. Following exercise of the Option, the Company can buy half (1.5 percent) of the NSR for US$1,500,000. Upon commencement of commercial production, Hughes will also receive minimum advance royalty payments of US$940,000 per year for 5 years. On or before the fourth anniversary, the Company must have incurred or spent a cumulative minimum of US$1,000,000 on exploration expenditures. In April 2017, the Company filed on SEDAR a NI 43-101-compliant technical report on the Hackberry Silver Project.

Also in January 2017, the Company entered into an option agreement with Ely Gold & Minerals Inc. ("Ely") and Ely's wholly-owned subsidiary Nevada Select Royalty Inc. ("Nevada Select") to acquire a 100% interest in the North Hackberry claims (the "Option"). The North Hackberry unpatented lode claims host the past-producing Silver King high-grade silver mine. Under the terms of the Option, the Company will pay US$20,000 and issue 200,000 common shares to Ely (issued). On or before the first anniversary date of Exchange acceptance, the Company will pay US$30,000 and issue 100,000 shares to Ely. On or before the second anniversary date of Exchange acceptance, the Company will pay US$50,000 and issue 100,000 shares to Ely. On or before the third anniversary date of Exchange acceptance, the Company will pay US$50,000 and issue 200,000 shares to Ely for total consideration of US$150,000 and 600,000 Bitterroot common shares to exercise the Option and acquire a 100 percent interest in the unpatented claims. Nevada Select will also retain a 3 percent net smelter returns royalty (the “NSR”) on precious metals (defined as silver, gold and platinum), a 2% NSR on all other products sold from the property and a 0.5% NSR on any unpatented lands which the Company acquires within a 2.66-mile radius of the North Hackberry claims, excluding the 12 patented and 13 unpatented claims subject to the Company’s Option agreement with the Hughes Family Trust. On the first three anniversaries of the Option exercise, the Company will pay Nevada Select advance minimum royalty payments of US$10,000 per year. On each of the fourth through tenth anniversaries of the Option exercise, the Company will pay Nevada Select advance minimum royalty payments of US$15,000 per year. As a result of completion of the transaction with Ely and Nevada Select, the Company paid a finder’s fee to an arms-length party, consisting of 60,000 common shares, to be followed by a second 60,000 common share payment on the first anniversary of Exchange acceptance.

The Company has staked 97 mining claims on surrounding Federal land and now controls lands covering over eight (8) kilometres (5 miles) of prospective strike length along the Hackberry silver-gold mineralized structure.

In March and April 2017, the Company’s consulting geologists conducted geological mapping and sampling on the Hackberry patented lode mining claims and reconnaissance mapping and prospecting over the rest of the claims.

In June 2017, over 340 soil samples were collected along eight traverses across approximately six (6) kilometres (3.7 miles) strike length of the Hackberry mineralized system. A detailed aeromagnetic survey covering approximately eight (8) kilometers (5 miles) of the Hackberry structure was completed in mid-June 2017. These new geological, geochemical and geophysical data sets have helped to identify drill targets. The main priority for Phase 1 drilling is the area around the previous mine workings on the patented mining claims, which host reported silver grades ranging from 20 to over 200 oz silver per ton. Additional drill targets have also been identified on the adjoining unpatented claims. The Company has submitted a Notice of Intent to Conduct Mineral Exploration to the Bureau of Land Management (BLM). Drill testing of these Phase 2 targets on the unpatented claims will commence shortly after the completion of consultation with the BLM.

In August 2017, the Company’s geophysical consultant completed levelling, processing and interpreting aeromagnetic data collected over the Hackberry silver property. Figures showing the aeromagnetic results are posted on www.bitterrootresources.com. The aeromagnetic survey was flown on lines spaced 50-metres (165 feet) apart, with terrain clearances generally ranging from 50 to 90 metres (165-295 feet). This detailed survey shows that the Hackberry mineralized trend is associated with a northwest/southeast-trending linear magnetic low. Along this linear magnetic low, the Hackberry Mine’s underground workings coincide with a subtle magnetic high. Several similar magnetic features have been noted along strike, within a 900 metre (0.6 mile)-long interval, roughly centred on the Hackberry mine workings. The Silver King mine is located 1.5 km (1 mile) northwest of the Hackberry Mine, on the same linear magnetic trend, coincident with a stronger magnetic low.

In early September 2017, a drill rig was mobilized to the Hackberry property. The first three holes of the 12-hole Phase 1 drilling program tested the down-dip extension of the South Hackberry mine. Samples have been shipped to ALS Minerals for assay. The drill has since moved approximately 300 metres WNW and has commenced testing the down-dip extension of the main Hackberry mine. Phase 1 drilling is expected to continue until the end of October, with Phase 2 starting after the completion of consultation with the BLM.

Glen W. Adams, P.Geo, is the Qualified Person responsible for the technical content of this disclosure.

Michigan Lands, Michigan

In September 2015, the Company and its wholly-owned Michigan subsidiaries entered into an agreement with Altius Minerals Corporation (ALS, TSX) ("Altius") whereby the parties closed a strategic transaction (the "Transaction") under which Altius has the option to finance future mineral exploration on the Company's Voyageur Lands and Copper Range Lands in the Upper Peninsula of Michigan (the "Properties"). Altius also subscribed, on a private placement basis, for 4,051,514 post-consolidation common shares of the Company, priced at $0.0987 per share for gross proceeds of $400,000. Altius has since acquired a 50.1% interest in the Properties by funding $600,000 of exploration expenditures. Altius has the right to acquire an additional 19.9% of the Properties by completing $2.5 million in exploration spending by September 29, 2021, plus the right to acquire an additional 10% of the Properties by completing exploration spending of a further $5 million, or completing an NI 43-101 compliant pre-feasibility study on a mineral resource on the Properties, both before September 29, 2025. As of November 1, 2016, Altius is the Operator of the exploration programs. The Company also granted to Altius a 2% net smelter returns (NSR) royalty on the Voyageur Lands (covering approximately 250 square miles of mineral rights) and assigned to Altius its right to repurchase a 1% NSR held by a third party on the Copper Range Lands. During the year ended October 31, 2016, the Company and Altius acquired State of Michigan metallic minerals leases covering an additional 3,050.87 contiguous acres.

The primary exploration targets being pursued on Bitterroot/Altius' Voyageur Lands are conduit-hosted, high-grade magmatic nickel-copper-PGM deposits similar to Lundin Mining's Eagle and Eagle East deposits, which are located 65 km NE of the Voyageur Lands. The Eagle and Eagle East deposits are part of a type of deposits which also includes the much larger Voisey's Bay deposits in Labrador. Mafic intrusions associated with the earliest magmatism in the 1.1 billion year-old Mid-Continent Rift in the Upper Peninsula of Michigan have good potential for the discovery of additional deposits of this type.

In October 2015, Altius retained Geotech Ltd. to complete a 4,590 line-kilometre VTEM Plus airborne magnetic and electromagnetic survey. In early 2016, Altius' analysis of the VTEM Plus data and subsequent Maxwell modelling has resulted in the selection of ten high-priority targets and six secondary targets for follow-up. Prospecting around the VTEM Plus targets has identified an ultramafic high-level intrusion or flow, which enhances the exploration potential of several adjacent, high-priority VTEM Plus targets. Altius is in discussions with potential sources of funding for follow-up ground geophysics (Time Domain EM and gravity) and drilling to test these targets.

LM Property, Michigan

In September 2014, the Company's Michigan subsidiary entered into an agreement whereby it purchased a third party's entire interest in a 40-acre minerals lease in Baraga County, Michigan, known as the "LM" Property. The LM Property is prospective for Ni-Cu-PGM mineralization. The Baraga Basin hosts several other nickel and copper sulphide-bearing mafic/ultramafic intrusions, including Lundin Mining's Eagle and Eagle East deposits and Rio Tinto's Bovine Igneous Complex. Ni-Cu-PGM-mineralized boulders have been discovered in gravel pits less than 2 km east and south ("down-ice") of the LM property. Shallow drilling in the 1990's intersected 190 metres of mafic intrusion hosted in Baraga Group sediments on the LM Property. Bitterroot's management plans to drill-test the intrusion at depths of 400-600 metres, subject to financing. The LM Property lease interest is not part of the Altius Transaction described above.

During the years ended October 31, 2015 and 2016, the Company and the lessors of the LM Property amended the terms of their mineral leases. The amendment gives the Company the option to reduce the current 3% net smelter returns royalty (NSR) to a 2% NSR by paying US$1,000,000 at any time prior to December 31, 2064. The option was purchased for US$4,000, plus 100,000 common shares of the Company.

In November 2015, the Company and the lessors agreed to extend the term of the LM Property mineral leases by 41 years to December 31, 2064. In consideration for extending the term, the US$100/acre annual advance royalty payments will increase by US$10/acre/year. In May 2017, the Company paid its annual advance royalty payment of US$4,800.

During the period ended July 31, 2017, the Company wrote-down certain Michigan exploration and evaluation assets of $215,082.

Dr. Jules J. Lajoie, P.Eng is the Qualified Person responsible for the technical content of this disclosure.

North Brenda Gold Property, British Columbia

Bitterroot's management plans to resume exploration of a high-grade, gold-bearing mineralized structure in the Pennask batholith, on the Company's North Brenda claims. The target, known as the Plateau Zone, is located in a recently logged, road-accessable area 25 km west of West Kelowna, one kilometer north of BC Highway 97C (Okanagan Connector).

The Plateau Zone's soil geochemical anomalies (gold, silver, arsenic, bismuth) occur in glacial till along a two-kilometer long structural trend which is visible in Bitterroot's aeromagnetic data. Trenching through shallow (1-3 metres) glacial till at the west end of the anomalous area exposed several parallel zones of structurally controlled gold mineralization, including a 0.25 metre-wide mineralized zone containing quartz veins and weathered sulphides. Fifteen samples taken along 25 metres of strike length in this zone averaged 33.4 grams Au/tonne. Cross trenches along 220 metres of strike length have also intersected parallel mineralized quartz veins. Trenching along the eastern part of the trend could not access the projected extension of the zone due to wet ground.

The Plateau Zone hosts high-grade gold-bearing veins in hydrothermally altered granodiorite, together with untested gold-in-soil anomalies along a two-kilometer long aeromagnetic trend, suggest the presence of an unexplored gold-bearing system on the North Brenda property. Excellent road access and proximity to infrastructure will allow for low-cost drill-testing of these targets. Bitterroot's management has initiated permitting and consultation with local First Nations in advance of drilling.

In September 2017, the Company closed a $219,890 flow-through share financing, which will be used to fund drilling of the Plateau Zone.

Jeffrey Rowe, P.Geo is the Qualified Person responsible for the technical content of this disclosure.

SUMMARY OF FINANCIAL RESULTS

Revenues

Due to the Company's status as an exploration and development stage mineral resource company and a lack of commercial production from its properties, the Company currently does not have any revenues from its operations.

Expenses

During the nine months ended July 31, 2017, the Company recorded a loss of $648,607 ($0.03 per share) compared to a loss of $211,176 ($0.01 per share) for the nine months ended July 31, 2016.

Expenses details are as follows:

a) Foreign exchange loss of $27,577 (2016 – $1,059) – the change in foreign exchange is due to fluctuations in US dollar exchange rates during periods on USD held cash and USD accounts payable.

b) Interest expense of $20,628 (2016 - $Nil) - During the period ended July 31, 2017, the Company accrued interest of $18,275 on non-current liabilities due to a non-arm's length party for management fees that bear interest at a rate of 12% per annum.

c) Share-based payments of $174,162 (2016 - $32,651) – During the period ended July 31, 2017, the Company granted 1,070,000 (2016 – 1,200,000) stock options calculated using the Black-Scholes option pricing model.

d) Write-down of exploration and evaluation assets of $215,082 (2016 - $Nil). During the period ended July 31, 2017, the Company wrote-down certain exploration and evaluation assets of $215,082 related to the Norwich target in the Michigan Lands property.

The remaining expenses were relatively comparable to the same period of the prior year.

During the three months ended July 31, 2017, the Company recorded a loss of $99,724 ($0.00 per share) compared to a loss of $52,644 ($0.00 per share) for the three months ended July 31, 2016.

Expenses details are as follows:

a) Foreign exchange loss of $33,462 (2016 – $601) – the change in foreign exchange is due to fluctuations in US dollar exchange rates during periods on USD held cash and USD accounts payable.

b) Interest expense of $3,811 (2016 - $Nil) - During the period ended July 31, 2017, the Company accrued interest of $3,811 on non-current liabilities due to a non-arm's length party for management fees that bear interest at a rate of 12% per annum.

The remaining expenses were relatively comparable to the same period of the prior year.

SUMMARY OF QUARTERLY RESULTS

The following tables set forth a comparison of revenues and expenses for the previous eight quarters ending with July 31, 2017:

	July 31, 2017	April 30, 2017	January 31, 2017	October 31, 2016
Revenue	$ nil	$ nil	$ nil	$ nil
Loss for the period	(99,724)	(465,985)	(82,898)	(70,471)
Exploration and Evaluation assets	5,158,036	5,053,052	4,588,032	4,418,045
Total assets	5,665,091	5,770,184	4,625,278	4,452,493
Loss per share	(0.00)	(0.02)	(0.00)	(0.00)

	July 31, 2016	April 30, 2016	January 31, 2016	October 31, 2015
Revenue	$ nil	$ nil	$ nil	$ nil
Loss for the period	(52,644)	(65,934)	(92,598)	(112,810)
Exploration and Evaluation assets	4,396,698	4,426,171	4,428,271	4,417,166
Total assets	4,469,675	4,478,939	4,511,704	4,542,397
Loss per share	(0.00)	(0.00)	(0.00)	(0.01)

During the quarter ended April 30, 2017, the Company recorded share-based payments of $163,856 and wrote-down certain exploration and evaluation assets of $215,082 related to the Michigan Lands property.

During the quarter ended January 31, 2017, the Company recorded share-based payments of $10,306.

During the quarter ended January 31, 2016, the Company recorded share-based payments of $32,651.

During the quarter ended October 31, 2015, the Company recorded professional fees of $60,572.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

As at July 31, 2017, the Company had cash of $463,164, $175,775 was owed to related parties, accounts payable and accrued liabilities were $44,072 and the working capital was $407,452. The accompanying condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The continuation of the Company is dependent upon the continuing financial support of creditors and stockholders, refinancing debts payable, obtaining additional long term debt or equity financing, as well as achieving and maintaining a profitable level of operations. The Company required additional working capital to meet operating and exploration costs for the upcoming year.

In February 2017, the Company issued 7,160,611 units priced at $0.18, for gross proceeds of $1,288,910 in a non-brokered private placement. Each unit consists of one common share and one half of a common share purchase warrant. Each full warrant will be exercisable at $0.30 for a period of 24 months. The proceeds will be used to fund exploration and acquisition costs on the Company's recently-acquired Hackberry silver project and for working capital. Finders' fees of $65,010 and 301,770 share purchase warrants (broker warrants), exercisable on the same terms as the private placement warrants, were paid to third party finders.

In September, 2017, the Company closed a non-brokered private placement of 5,331,000 units at $0.20 for proceeds of $1,066,200. Each unit consists of one common share and one half of a common share purchase warrant. Each full warrant is exercisable at $0.30 for a period of 24 months. The proceeds will be used to fund drilling on the Company's Hackberry Silver Project in Arizona and for working capital. The Company also issued 999,500 flow-through common shares at $0.22 for proceeds of $219,890 in a non-brokered private placement. The proceeds will be used to fund drilling on the Company's North Brenda (BC) gold-silver project. Finders' fees of $49,445.40 and 277,830 share purchase warrants (broker warrants) exercisable on the same terms as the private placement warrants, were paid to third party finders.

In September, 2017, 70,000 stock options were exercised at $0.10 for proceeds of $7,000.

During the period ended January 31, 2017, the Company received loan proceeds of $122,341 from a non-arm's length party. The loan proceeds were unsecured, bearing interest at a rate of 12% per annum and were payable on demand. These loans and interest were repaid immediately following completion of the 7,160,611-unit private placement described above.

RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

The following is a summary of related party transactions and balances during the period ended July 31, 2017:

(a) Management fees of $90,000 (2016 - $90,000) were incurred from a company controlled by a Director of the Company.

(b) Share-based payments include stock options granted to directors and officers recorded at a fair value of $148,960 (2016 - $23,128).

During the period ended July 31, 2017, the Company received loan proceeds of $122,341 (October 31, 2016 - $15,000) from a non-arm's length party and recorded interest expense of $2,353 (2016 - $Nil). The loan proceeds were unsecured, bearing interest at a rate of 12% per annum and were payable on demand. During the period ended July 31, 2017, the Company repaid the loan payable and accrued interest in full.

As at July 31, 2017, the Company owed $31,500 (October 31, 2016 - $126,000) in current liabilities to a company controlled by a director in common for management fees. During the period ended July 31, 2017, the company controlled by a director in common agreed to postpone the payment due date of $126,000 management fees incurred for the period November 1, 2015 to October 31, 2016, until March, 2020. The amounts owing are unsecured and bear interest at a rate of 12% per annum. As at July 31, 2017, the Company accrued interest expense of $18,275 and are classified as non-current liabilities on the condensed interim statements of financial position.

RISKS AND UNCERTAINTIES

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

- Operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, changing government law and regulation, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Insurance may be maintained at levels consistent with prudent industry practices to minimize risks, but the Company is not fully insured against all risks, nor are all such risks insurable.

- Financial risks include commodity prices, interest rates and the Canadian dollar and the United States dollar, which are beyond the Company's control.

- Regulatory risks include the possible delay in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, increased fees for filing, the introduction of ever more complex reporting requirements, the escalating cost of which the Company must meet in order to maintain its exchange listing and the resulting potential for accounting errors which may lead to fines, interest charges and cash calls.

The Company's ability to meet its ongoing financial obligations will be determined by management's success in acquiring exploration and evaluation assets, obtaining equity financing, negotiating joint venture arrangements and facilitating the exercise of outstanding share purchase warrants and options. There can be no assurance that the Company will be able to continue to raise funds, in which case it may be unable to meet its obligations. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the realizable value of its assets may be materially less than the amounts recorded on the statements of financial position. Details of funding commitments on the Company's exploration and evaluation assets are disclosed in Note 5 of the condensed consolidated interim financial statements for the period ended July 31, 2017.

DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

An analysis of the material components of the Company's general and administrative expenses is disclosed in the condensed consolidated interim financial statements for the period ended July 31, 2017 to which this MD&A relates. An analysis of the material components of the exploration and evaluation assets of the Company is disclosed in Note 5 of the condensed consolidated interim financial statements for the period ended July 31, 2017 to which this MD&A relates.

OUTSTANDING SHARES, STOCK OPTIONS AND WARRANTS

As at the date of this report, the Company has the following outstanding:

- 35,780,478 common shares
- Stock options:

Number of Options	Exercise Price ($)	Expiry Date
45,000	1.00	March 24, 2018
80,000	1.05	August 28, 2018
20,000	1.00	January 23, 2019
160,000	1.00	June 19, 2019
1,200,000	0.10	January 21, 2021
200,000	0.10	January 16, 2022
800,000	0.32	April 20, 2022
2,505,000		

- Warrants:

Number of Warrants	Exercise Price ($)	Expiry Date
3,882,075	0.30	February 14, 2019
2,943,330	0.30	September 19, 2019
6,825,405		

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

PROPOSED TRANSACTIONS

The Company continues to evaluate property acquisitions and dispositions, actively target sources of additional financing through alliances with financial, exploration and mining entities and to explore and develop its exploration and evaluation assets. Should it enter into agreements over new properties, it may be required to make cash payments and complete work expenditure commitments.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual reports could differ from management's estimates.

CONTINGENCIES

There are no contingent liabilities.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Changes in Internal Control over Financial Reporting ("ICFR")

In connection with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited condensed consolidated interim financial statements and the audited consolidated financial statements and respective accompanying Management's Discussion & Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

Information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements. Management maintains a system of internal controls to provide reasonable assurances that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

OTHER MD&A REQUIREMENTS

Additional disclosure of the Company's technical reports, material change reports, news releases and other information can be obtained on SEDAR at www.sedar.com.

RECENT ACCOUNTING POLICIES

Please refer to the July 31, 2017 condensed consolidated interim financial statements on www.sedar.com.

FINANCIAL INSTRUMENTS

Please refer to the July 31, 2017 condensed consolidated interim financial statements on www.sedar.com.

DIRECTORS AND OFFICERS

Michael S. Carr, *CEO, President, Secretary & Director*
Terence S. Ortslan, *Director*
George W. Sanders, *Director*
John H. Wright, *Director*
Barney Magnusson, *Chief Financial Officer*