MOUNTAIN BOY MINERALS LTD.
MANAGEMENT DISCUSSION AND ANALYSIS ("MD&A")
for the nine months ended August 31, 2017

INTRODUCTION

Mountain Boy Minerals Ltd. ("Mountain Boy" or "the Company") is an exploration stage company incorporated on April 26, 1999, under the laws of the Province of British Columbia, Canada. Its principal business activity is the acquisition, exploration and evaluation of mineral properties located in the Province of British Columbia, Canada. The Company's common shares are traded on the TSX Venture Exchange ("TSX-V") under the symbol "MTB".

The Company's head office and principal business address is 306 – Suite D, 5th Avenue, PO Box 859, Stewart, British Columbia, Canada, V0T 1W0.

This discussion and analysis of financial position, results of operations and cash flows of Mountain Boy for the nine months ended August 31, 2017 includes information up to and including October 30, 2017 and should be read in conjunction with the Company's unaudited condensed interim financial statements for the nine months ended August 31, 2017 and the Company's audited annual financial statements for the years ended November 30, 2016 and 2015. All the financial statements were prepared using International Financial Reporting Standards ("IFRS") and are stated in Canadian dollars.

The reader is encouraged to review the Company's statutory filings on www.sedar.com and to review other information about the Company on its website at www.mountainboyminerals.ca

Cautionary Statement Regarding Forward-Looking Statements

This MD&A includes certain forward-looking statements or information. All statements other than statements of historical fact included in this MD&A including statements relating to the potential mineralization or geological merits of the Company's mineral properties and the future plans, objectives or expectations of the Company are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include among other things, statements regarding future commodity pricing, estimation of mineral reserves and resources, timing and amounts of estimated exploration expenditures and capital expenditures, costs and timing of the exploration and development of new deposits, success of exploration activities, permitting time lines, future currency exchange rates, requirements for additional capital, government regulation of mining operations, environmental risks, anticipated reclamation expenses, timing and possible outcome of pending litigation, timing and expected completion of property acquisitions or dispositions, and title disputes. They may also include statements with respect to the Company's mineral discoveries, plans, out-look and business strategy. The words "may", "would", "could", "should", "will", "likely", "expect", "anticipate", "intend", "estimate", "plan", "forecast", "project" and "believe" or other similar words and phrases are intended to identify forward-looking information.

Forward-looking statements are predictions based upon current expectations and involve known and unknown 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.

Cautionary Statement Regarding Forward-Looking Statements – (cont'd)

Important factors that could cause actual results to differ materially from the Company's plans or expectations include risks relating to the actual results of exploration programs, fluctuating commodity prices, the possibility of equipment breakdowns and delays, the availability of necessary exploration equipment including drill rigs, exploration cost overruns, general economic or business conditions, regulatory changes, and the timeliness of government or regulatory approvals to conduct planned exploration work. Additional factors that could cause actual results to differ materially from the Company's plans or expectations include political events, fluctuations in mineralization grade, geological, technical, mining or processing problems, future profitability on production, the ability to raise sufficient capital to fund exploration or production, litigation, legislative, environmental and other judicial, regulatory, political and competitive developments, inability to obtain permits, general volatility in the equity and debt markets, accidents and labour disputes and the availability of qualified personnel.

Although the Company has attempted to identify all of the factors that may affect our forward-looking statements or information, this list of the factors is not exhaustive. Readers are cautioned not to place undue reliance on these 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 and uncertainties detailed throughout this MD&A. The Company disclaims any intention or obligation to update or revise forward-looking information, whether as a result of new information, future events or otherwise, except where required by applicable securities laws.

MINERAL PROPERTIES

Mountain Boy is engaged in the exploration and evaluation of a portfolio of mineral properties located in the prolific Golden Triangle area of north-western British Columbia.

The Company has four primary properties, namely the Silver Coin property (gold-silver), the Barbara and Surprise Creek properties (silver-zinc-lead), the Red Cliff property (gold-copper-zinc-lead-silver) and the Mountain Boy property (silver-zinc-lead).

Silver Coin Property

The Silver Coin property is situated 10 kilometres north of the past-producing Silbak-Premier mine. Silbak-Premier produced 2 million ounces of gold and 43 million ounces of silver over its life.

Mountain Boy owned a 49% interest in the Silver Coin mineral claims, a 26.95% interest in the Indi mineral claims and a 29.4% interest in the Kansas mineral claims. These contiguous claims cover 1,247 hectares and comprise the Silver Coin property.

On July 6, 2009, Mountain Boy signed an agreement with Jayden Resources Inc. ("Jayden") to sell 19% of the Silver Coin property (including the necessary adjustments to the Kansas and Indi claims percentages) to Jayden for $350,000. Jayden then owned a 70% interest in the Silver Coin property with Mountain Boy owning the remaining 30% interest.

Silver Coin Property – (cont'd)

Jayden could earn an additional 10% interest in the property by completing $4,000,000 in exploration related expenditures. At November 30, 2011, Jayden had completed the required expenditures and its interest was increased to 80%. Mountain Boy's interest decreased to 20% and it would be carried for all future exploration expenditures. Jayden would act as operator of the Silver Coin project with Mountain Boy serving in an advisory capacity. Development work on Silver Coin is planned to focus on environmental and feasibility studies in anticipation of making a permit application for mining of the property.

Jayden completed 18 holes totalling approximately 2,800 metres as part of its 2010 drilling program which addressed two key objectives:

- Infill holes to aid in ongoing resource studies and confirmation of the grade and continuity of the mineralization.

- Step-out holes to explore for continuation of the mineralization to the north.

Assays from drill hole SC10-311 returned 55 metres averaging 8.42 grams per tonne (0.246 oz/ton) gold and 12.53 grams per tonne (0.366 oz/ton) silver.

Results from extension drilling to the north of previous drilling extended the footprint of gold mineralization at Silver Coin by 160 metres. Mineralization remains open to the north and northwest of the existing resource. The step-out drilling to the north has demonstrated that the mineralization persists in this direction, and remains open. Exploration targets to the south and west of the resource were developed for drill testing.

Of the 18 holes drilled in the 2010 drilling program, 16 holes contained reportable intersections of gold mineralization, and most of those included intervals well in excess of the average grade of the current resource.

On March 4, 2011, Jayden announced that it had filed an updated NI 43-101 technical report in regards to the Silver Coin project. The report was prepared by Minarco-Mine Consultants and is available on SEDAR. The report includes an updated resource estimate incorporating the assay results of 18 holes that the Company drilled during the fall of 2010 which had not previously been reported or included in resource estimates. This updated resource estimate represents an overall increase in the average gold grade of 10.9% and an 11.1% increase in the number of resource ounces previously reported, from 191,300 measured oz, 644,300 indicated oz and 655,200 inferred oz, to 218,410 measured oz, 624,006 indicated oz and 813,273 inferred oz. The updated resource estimate incorporates a total of 732 drill holes (88,645 metres) plus 76 trenches (1,447 metres).

Silver Coin Property – (cont'd)

Using a base case cut-off grade of 0.3 grams gold per ton ("gpt") the Report identifies the following gold, silver and zinc resource:

SILVER COIN CLASSIFIED RESOURCES March 2011							
0.3 g/t Au Cut-off	Tonnes	Au (g/t)	Ag (g/t)	Zn (%)	Au (oz)	Ag (oz)	Zn (lbs)
Measured	4,372,225	1.55	6.53	0.26	218,410	918,417	25,531,741
Indicated	19,759,025	0.98	5.57	0.15	624,006	3,537,769	65,642,277
M & I	24,131,250	1.08	5.74	0.17	842,416	4,456,186	91,174,018
Inferred	32,443,840	0.78	6.41	0.18	813,273	6,691,185	128,006,920

At the 0.3 gpt cut-off grade the estimated Measured and Indicated resource is 24.13 million tons grading 1.08 gpt gold for a total of 842,416 ounces of gold, 4.45 million ounces of silver and 91.17 million pounds of zinc. The estimated Inferred resources comprise an additional 813,273 ounces of gold, 6.69 million ounces of silver, and 128 million lbs of zinc.

The resource remains open along strike to the north and south. The two southernmost holes from the 2010 drilling, both located within 150m of the currently modeled southern pit boundary, intersected excellent intervals of gold mineralization. Readers are advised to access the report for detailed technical information.

This technical information was prepared and reviewed by Lawrence Dick, Ph.D., P. Geo. recognized as a Qualified Person under the guidelines of National Instrument 43-101. Jeremy Clark, B. App. Sc. (Geology) Hons, MAIG, is the Qualified Person from Minarco who was responsible for the Technical Report and the estimates therein. Neither individual is related to Mountain Boy.

2017 Drilling Program

Jayden has completed 10 diamond drill holes to date on the 2017 drill program at Silver Coin. The focus is on extending and upgrading lenses of known high-grade gold mineralization within the Main Breccia zone to the northwest as well as testing additional targets along strike to the south and potential subparallel zones to the east. 2017 drilling highlights are as follows:

- SC17-442: intersected a new high-grade zone at surface and continuity of main zone at depth;
- SC17-443: intersected a new high-grade zone at surface and a broad westerly extension of the main breccia zone at depth.

Barbara and Surprise Creek Properties

By an agreement dated September 21, 2006, the Company acquired a 50% interest in the Barbara property which consisted of 10 mineral claims situated in the Skeena Mining Division of British Columbia. The Company was required to complete an 800 metre drill program on the property (completed). The property is subject to a 2% net smelter return royalty to a director of the Company of which 1% may be purchased for $500,000. During the year ended November 30, 2007, the Company acquired the remaining 50% interest in the property.

The Barbara property encompasses over five kilometres of known massive-sulphide-type mineralization. In the main area, extensive drilling has defined a mineralized zone over 1,500 metres in length, open along strike to the north and to depth. Within the project area, over 30 kilometres of known mineralization has been outlined for this mineralization type.

The Barbara property has the potential to host a very large, open-pittable deposit approximately three kilometres from paved Highway 37A and an electric transmission line. Highlights of past drilling by the Company on the Barbara property include:

57.93 metres of 140.44 g/t Ag, 1.66% Pb and 2.51% Zn in DDH 2007-BA-1
12.20 metres of 145.3 g/t Ag, 3.13% Pb and 2.30% Zn in DDH 2007-BA-5
28.96 metres of 203.5 g/t Ag, 2.50% Pb and 1.00% Zn in DDH 2007-BA-15
18.29 metres of 246.5 g/t Ag, 0.78% Pb and 1.71% Zn in DDH 2007-BA-17
3.05 metres of 401 g/t Ag, 4.14% Pb and 0.46% Zn in DDH 2010-BA-82
15.24 metres of 117.5 g/t Ag, 1.68% Pb and 2.81% Zn in DDH 2010-BA-147

On January 28, 2010, the Company entered into an option and joint venture agreement with Great Bear Resources Ltd. ("Great Bear") which granted Great Bear the option to acquire up to a 70% interest in the Barbara, Stro, Booze and George Copper properties ("Barbara Properties"). On April 1, 2010, the Company received TSX-V approval for the agreement and issued 600,000 common shares valued at $0.20 per share as a finder's fee with respect to this transaction. The agreement gave Great Bear the option to earn an initial 50% interest in the Barbara Properties by paying $158,000 (paid) and incurring $5,500,000 in exploration expenditures on or before December 31, 2013 (incurred). Great Bear could earn an additional 20% interest by completing a bankable feasibility study on or before December 31, 2015.

In 2010, Great Bear completed an 82-hole, 15,000 metre drill program. Results included 106.71 metres (core length) of 81 g/t silver, 1.37% lead and 1.62% zinc in drill hole BA-2007-5, and the discovery of higher-grade feeder zones such as 7.5 metres of 8.41% zinc, 1.11% lead and 66 g/t silver in hole BA-2007-10, and 13.10 metres of 4.11% zinc, 1.37% lead and 137 g/t silver in hole BA-2007-28. The Barbara property was increased to 24 mineral claims covering 9,778 hectares.

The option and joint venture agreement was amended on October 25, 2010, such that Great Bear included the Surprise Creek property under the terms of the agreement, and the acquisition costs for the Surprise Creek property, borne entirely by Great Bear, and were applied against the earn-in requirement of the Barbara property.

Great Bear did not complete a bankable feasibility study by December 31, 2015 and did not execute their option to acquire the additional 20% interest. The Barbara and Surprise Creek properties will go forward on a 50/50 joint venture basis between Mountain Boy and Great Bear.

Barbara and Surprise Creek Properties – (cont'd)

The Surprise Creek property consists of 19 mineral claims situated in the Skeena Mining Division of British Columbia covering 7,472 hectares. The property covers much of the same stratigraphy as Barbara. Among other targets, Surprise Creek hosts semi-massive to massive zinc-silver-lead mineralization at the Ataman zone.

On October 18, 2016, the Company and Great Bear amended their agreement and entered into separate joint venture agreements for the Barbara and Surprise Creek properties. The joint venture agreements set Great Bear as the operator of the Barbara property and set the Company as the operator of the Surprise Creek property. Both the Company and Great Bear retain a 50% ownership interest in the Surprise Creek and Barbara properties. Annual minimum work programs of $250,000 are required at each project to ensure continuing exploration activity.
All other provisions of the original agreement remain in effect.

On June 1, 2017, the Company entered into an option agreement with Great Bear in which it was granted the option to acquire Great Bear's 50% interests in the Barbara and Surprise Creek properties. The Company will issue Great Bear 10,000,000 common shares (issued 2,500,000 common shares) and pay Great Bear $1,300,000 in stages between the date of TSX-V acceptance of the agreement and August 20, 2020. The companies received TSX-V acceptance of the agreement on June 15, 2017. In addition, the Company will make cash payments to Great Bear on achieving certain milestones toward establishing an economic resource, which could amount to as much as $3,700,000 were both properties to go into production.

Barbara

Great Bear completed its 2016 field investigation program at Barbara. Work included over 150 metres of channel sampling, targeting both recently de-glaciated and previously mapped volcanogenic-massive-sulphide-mineralized stratigraphy, and a comprehensive re-logging, resampling and review of drill core from the 15,000-metre, 82-hole drill program completed in 2010 by Great Bear. The $250,000 program cost was borne on a 50/50 basis by Mountain Boy and Great Bear.

On November 2, 2016, Mountain Boy released the highlights of its trench sampling program at Barbara:

- Trench C2 included 12 metres of 5.09% zinc, 1.81% lead and 20 grams per tonne silver within 39.0 metres of 3.76% zinc, 2.26% lead and 30 g/t silver.
- Trench C included 1.5 metres of 6.64% zinc, 2.71% lead and 21 g/t silver within 19.5 metres of 3.92% zinc, 1.55% lead and 44 g/t silver.
- Trench D included 12 metres of 5.24% zinc, 1.59% lead and 30 g/t silver within 19.5 metres of 3.96% zinc, 1.05% lead and 20 g/t silver.
- Glacial retreat since 2010 has exposed strike extensions of the zone which have now been sampled.
- Re-logging of historical drill core has revealed a high-grade sulphide-carbonate overprint of the stacked volcanogenic massive sulphide system (VMS), comprising a core of enhanced grade that is traceable along strike at surface.

Barbara and Surprise Creek Properties – (cont'd)

Barbara – (cont'd)

On December 8, 2016, Mountain Boy released additional trench sampling results from Barbara.

Highlighted results included:

- Trench A included 7.50 metres of 5.31% zinc, 1.97% lead and 132 g/t silver within 15.0 metres of 3.84% zinc, 1.25% lead and 108 g/t silver;
- Trench K included 6 metres of 3.2% zinc, 0.72% lead and 120 g/t silver within 12 metres of 2.42% zinc, 0.55% lead and 99 g/t silver;
- Trench M included 6 metres of 0.35 g/t gold, 19.2 g/t silver and 2.1% copper defining a copper-gold target related to higher-temperature VMS feeder-style mineralization at the George copper area of the Barbara property.

A comprehensive 3-D geological model will be created to assist with planning for the 2017 exploration program at the Barbara property.

On January 17, 2017, the Company announced that it had identified high-grade polymetallic mineralization to be targeted in the 2017 exploration season and that it had expanded the Barbara property through staking of an additional 469 hectares. The property now consists of 25 mineral claims covering 10,247 hectares and includes strategic ground between Barbara and Highway 37A that is prospective for hosting extensions to mineralization.

The Company completed a reconnaissance mapping and sampling program at the Big Red target, a broad area of relatively flat, de-glaciated terrain showing widespread hydrothermal alteration 1 to 3 kilometres to the north of Highway 37A. A suite of character samples was collected from altered and mineralized showings within Lower Hazleton group volcanic hosts. High-grade zinc, lead and silver, plus zones of copper and gold mineralization, were discovered across a 3 km by 2 km area. Results are consistent with high-grade polymetallic VMS feeder-style mineralization controlled by generally southeast-striking high-angle structures. Highlights include sample BR 7222 returning 20.3% cent zinc, 6.73% lead, 255 g/t silver, 0.37% copper and 100 parts ppb gold. The Company intends to undertake follow-up exploration in the Big Red area in 2017.

Surprise Creek

The Surprise Creek claims consist of 7,472 hectares within 19 claims at headwaters of Surprise Creek. In the summer of 2016, Mountain Boy sampled a zone discovered by geologist Alex Walus in 2007 and further defined by Great Bear in 2010. This zone called the Ataman zone (formerly Rumble zone) is a wide barite-rich exhalative horizon with galena-sphalerite-minor chalcopyrite and minor pyrite. The zone is along a ridge extending into a wide valley bottom. The zone which is exposed over a vertical height of 600 metres and a width of at least 200 metres has been traced through float boulders into an adjoining valley approximately 1.3 kilometres away. The geological crew has identified the potential vent area (potential source of high-grade mineralization) to this system within the exposed portion of the zone. The Company applied for a drill permit to test the zone. The low elevations for the drill program will allow for drilling well into the fall season. Mountain Boy is the operator on the Surprise Creek claims.

Barbara and Surprise Creek Properties – (cont'd)

Surprise Creek – (cont'd)

Mountain Boy's 2016 exploration program on the Surprise Creek property has yielded high-grade silver-base-metal values from grab sampling of both outcrop and float on the Ataman zone.

Highlights of the surface sampling from part of the Ataman zone include:

- In the middle part of the Ataman zone several barite-carbonate veins and shear zones up to 25 metres wide were found. These are potential sources of barite.
- Several angular boulders up to 1 metre in size composed of limestone/mudstone with 1 to 15% sphalerite were located near the footwall region of the zone. Three samples collected from these boulders assayed 3.04, 3.13 and 11.64% zinc plus anomalous lead, silver, gold, arsenic and tungsten.
- Float breccia composed of chert and barite fragments cemented by limonite yielded 479 grams per tonne (g/t) Ag, 0.17 g/t Au, 2.45% Pb and 0.7% Zn.
- A limestone/chert horizon at least 3 to 4 metres wide with extremely fine-grained sphalerite returned 81 g/t Ag, 0.22 per cent Pb and 5.53 per cent Zn.
- A 1 m chip from a barite-carbonate vein with visible 1 to 2% galena and 2 to 3% sphalerite assayed 297 g/t Ag, 0.85% Pb and 3.10% Zn.

Potential targets on the Ataman zone include:

- Zinc-silver zones with lead, copper and gold values;
- Silver-rich zones in barite breccia;
- Copper-zinc-silver-lead zones in barite-rich rocks;
- Barite-rich shear zones;
- Gold-silver zones at depth beneath the vent area identified on the Ataman zone.

On February 2, 2017, Mountain Boy released the 2016 drill results from the Ataman zone.

Two drill holes targeted the Ataman zone in late 2016. Hole SC-1 was drilled parallel to the zone and did not intersect significant mineralization. Hole SC-2, drilled across the zone, successfully intersected mineralization but was terminated prematurely due to inclement weather and appears to have ended in mineralization. Mountain Boy reported extensive barite mineralization occurring with other polymetallic VMS-style mineralization at the Ataman zone which was traced across approximately 1.2 kilometres of strike length.

Highlights of the drill results include 4.31% zinc, 44.75 grams per tonne silver, 0.33% copper and 67% barite across 4.58 metres in drill hole SC-2.

Barbara and Surprise Creek Properties – (cont'd)

Surprise Creek – (cont'd)

2017 Exploration Plans

The Company has planned an exploration program on the Surprise Creek claims that will include continued surface sampling, metallurgical testing and further drilling. The metallurgical testing is on a section of a drill intersection in DDH-SC-2016-2 that carried appreciable barite with significant silver, copper and zinc. The company will use the results of the testing to direct future exploration at the Ataman zone. Within this zone, potential targets include:

- Zinc-silver zones with lead, copper and gold values;
- Silver-rich zones in barite breccia;
- Copper-zinc-silver-lead zones in barite-rich rocks;
- Barite-rich shear zones;
- Gold-silver zones at depth beneath the vent area identified on the Ataman zone.

On July 18, 2017, Mountain Boy released the results of metallurgical testing on the massive sulphide barite mineralization in core from DDH-SC-2016-2. The drill hole was from the Ataman zone within the Surprise Creek claims. The hole intersected 0.12 g/t gold, 28 g/t silver, 1.21% zinc, 0.03% lead, 0.31% copper and 46.73% barite over 18.94 metres. The full width of the zone was not intersected as the drilling was terminated due to bad weather and freezing of the water source. Highlights of the metallurgical testing on core from this 18.94 section include:

- Barite concentrate from Surprise Creek VMS test far exceeds API (American Petroleum Institute) standards;
- Cu grade of 26.2% at 70.5% recovery and Zn grade of 53.8% at 89.1% recovery in initial tests.

The initial metallurgical work on the core rejects was done by SGS Laboratory located in Richmond, B.C. The work included flotation methods to recover the copper and zinc minerals and subsequent flotation of the tailing to determine barite recovery as well as purity. The concentrate from the barite flotation was then sent by SGS to Ana-Lab Corp in Texas to determine the levels of any impurities that may hinder use as in oil field drilling.

The lab estimated that the recovery should be higher for both Cu and Zn in a closed circuit test. Further testing on copper and zinc recoveries will be carried out on 2017 drill core. Gold and silver metals are mostly contained within the copper concentrate.

The initial flotation results on the tails from the sulphide flotation tests indicate a product with 91.6% $BaSO_4$ at 83.2% recovery. This was an open circuit test, and there was 10.8% barite in the intermediate product from the sulphide tests. SGS estimated that the final recovery should be higher than 83.2% (should be close to 90%) but this can only be confirmed by locked cycle test in future. The SGS test results will be posted on the Company's website upon receipt of the final report.

Red Cliff Property

The Red Cliff property is a former producing copper and gold property located 20 kilometres north of Stewart, B.C. It consists of 8 Crown granted mineral claims. The Company owned a 100% interest in the Red Cliff property. The Red Cliff property is subject to a 2% net smelter return royalty of which the Company may purchase 1% for $1,000,000.

On November 19, 2008, the Company entered into an option agreement with Decade Resources Ltd. ("Decade"), a company with directors in common with the Company to option Decade a 60% interest in the Red Cliff claims. In order to earn the 60% interest, Decade was required to incur exploration expenditures on the property of $500,000 in the first year, $500,000 in the second year and $250,000 in the third year. Decade incurred the exploration expenditures to earn the 60% interest in the Red Cliff claims. The companies then operated the Red Cliff property on a 60/40 joint venture basis.

The Silver Crown 6 claim, in which Decade is earning a 100-per-cent interest, is situated adjacent to the north portion of the Red Cliff claims. To the north of the Silver Crown 6 claim, Mountain Boy owns a 100% interest in the MB property. The Red Cliff Extension claim, owned 100% by Decade, is along the east side of the Silver Crown 6 claim. To date, Decade and Mountain Boy have identified four main separate gold-bearing zones on the Red Cliff property. These are called the Red Cliff, Upper Montrose, Lower Montrose and Waterpump zones, and are located within the Crown-granted claims.

On October 31, 2011, the Company informed Decade that could not finance its share of exploration expenditures and therefore would have its interest diluted under the terms of the joint venture agreement. At October 31, 2011, the Company owed Decade $435,785 in exploration expenditures related to its 40% interest in the Red Cliff property. Effective November 1, 2011, the Company agreed to dilute its interest by 5% in lieu of the $435,785 thereby reducing its interest to 35%.

Red Cliff Property – (cont'd)

During the nine months ended August 31, 2017, the Company incurred $224,071 in joint venture exploration costs on the Red Cliff property. During the year ended November 30, 2016, the Company incurred $83,646 in joint venture exploration costs on the Red Cliff property.

At August 31, 2017, the Company owed Decade $191,217 (November 30, 2016: $33,646) for joint venture exploration costs on Red Cliff which was included in accounts payable and accrued liabilities.

A National Instrument 43-101 report on the Red Cliff property prepared by Dr. Lawrence Dick, PhD, PGeo, filed on SEDAR states that a preliminary characterization of the mineralized system hosting gold at Red Cliff is as follows:

- Mineralization consists of gold-bearing zones that are hosted by a 30-metre-to-40-metre-wide, near-vertically dipping shear zone, which can be traced for over two kilometres, trending north-south, within the property.
- Gold-bearing mineralized zones, within the shear zone, have been intersected over a vertical distance of approximately 700 metres.
- Multiple gold-bearing mineralized zones have been identified within the wide shear zone.
- Gold is associated with abundant chalcopyrite and pyrite, most commonly in sulphide-bearing veins within the shear, as well as gold-bearing zones outside of the vein systems.
- Gold is associated with fine galena-sphalerite veinlets along fracture zones peripheral to the chalcopyrite-pyrite stockworks.
- Gold is associated with sparse chalcopyrite, pyrite, hematite and epidote in quartz veins.

Highlights of drilling along the 2.5 kilometre long shear zone outlined to date include some of the following gold intersection results:

- 10.63 grams per tonne gold over 12.2 metres of core length in DDH 2009 MON-2;
- 10.94 grams per tonne Au over 25.91 metres of core length in DDH 2010 MON-31;
- 43.91 grams per tonne Au over 7.47 metres of core length in DDH 2011 MON-11;
- 14.53 grams per tonne Au over 30.64 metres of core length in DDH 2011 MON-27;
- 10.85 grams per tonne Au over 10.28 metres of core length in DDH 2011 MON-29;
- 16.32 grams per tonne Au over 8.32 metres of core length in DDH 2011 MON-37;
- 62.51 grams per tonne Au over 4.27 metres of core length in DDH 2012 MON-03;
- 14.88 grams per tonne Au over 14.02 metres of core length in DDH 2012 MON-24

Complete results can be viewed in the NI 43-101 report.

2016 Exploration Program

On March 8, 2016, the Company announced that it had commenced geochemical sampling to establish continuity along the shear zone, particularly south of the exposed Waterpump zone. The Waterpump zone, which is on the south side of the Lydden Creek canyon, is about 100 metres southeast of the Montrose zone, which is on the north side of the canyon. The Montrose zone has been extensively drilled between 2009 and 2013, but the Waterpump zone has seen limited exploration.

Red Cliff Property – (cont'd)

2016 Exploration Program – (cont'd)

On May 24, 2016, the Company reported that it had completed the first phase of surface geochemical and rock sampling in areas that were exposed by melting snow. The first phase of surface geochemical sampling returned high gold in panned silt samples assaying up to 263.81 grams per tonne. Sampling consisted of gathering approximately 25 kilograms of creek material from three creeks that was screened to a 20-mesh size and then panned with the heavy portion analyzed for gold.

On September 20, 2016, the Company reported that the 2016 drill program had commenced to test the Waterpump zone.

The only description of the Waterpump zone that the Company has is from a 1988 assessment report (17465) filed with the Ministry of Mines. In this report, the description is based on sampling on a cliff face 30 metres above the Lydden Creek canyon floor. The description states:

- Adjacent to a two-to-three-metre-wide diorite dike which appears to be the locus for the mineralization, the alteration and mineralization become most intense.
- Outward from this dike, the alteration can be traced for roughly 10 metres, where it is accompanied by one to three finely disseminated pyrite.
- Immediately adjacent to the dike, the mineralization takes the form of a stockwork of crosscutting quartz pyrite veins one to three centimetres wide, which constitutes in places up to 20 of the rock.
- Within these veins, the pyrite is predominately coarse grained and is accompanied by minor amounts of chalcopyrite.

On March 16, 2017, the Company announced that it had received the ICP results from the 2016 drill program on the Red Cliff property. Drilling during 2016 was intended to intersect the Waterpump zone, located through previous work, at surface in the 100 to 200 metre deep Lydden Creek canyon and one historic drill hole completed in 1988. Exact locations of this historic work were not available to the Company and drill pads were located approximately 200 metres higher in elevation and west of the reported showings in Lydden Creek. Drilling intersected wide zones of silicified, pyritic rocks with minor chalcopyrite in 10 of the drill holes completed. Low gold values were obtained from the intersected zone. Upon comparing the previous ICP results from the Montrose zone (Waterpump-south extension) with the 2016 results, it appears that the drilling intersected the Waterloo zone.

Results from 2009-2012 drill programs on the north side of Lydden Creek indicate that the Waterloo zone consists of an epidote altered, silicified and pyritic zone carrying chalcopyrite but low gold values. It is up to 50 metres wide occurring along the west side of the Montrose zone. The lack of elevated lead, zinc and silver plus the presence of epidote indicate the intersection of the Waterloo zone. The Montrose zone is distinctive in that it contains elevated zinc, lead and silver along with gold.

Red Cliff Property – (cont'd)

2017 Exploration Plans

The Company's 2017 exploration plans at Red Cliff will include the following:

- Further work to accurately locate the 1988 drill hole collar, in order to determine the area of intersection on the water pump as well as the GPS co-ordinates of the zone in the canyon. The drill hole intersection was 150 metres below the creek level, indicating an extensive zone. The company plans to use a drone to locate the area of the zone in order to photograph it as well as get the co-ordinates. Once avalanche conditions are evaluated and it is safe, climbers will be used to sample the zone so the company can confirm previous reported values;

- Drill holes to further define and test the Red Cliff copper-gold zones. Drilling will test above the 1000 mine level where values as high as 37.26 grams per tonne (g/t) gold and 6.07 per cent copper where obtained over 0.91 metre in a drill hole beneath the underground workings. A drill hole (RC-2010-1) located 150 metres above the 1000 mine level intersected 21.94 g/t gold and 0.76 per cent copper over 4.42 metres. Another drill hole (RC-2010-10) intersected 29.93 g/t gold and 1.57 per cent copper over 1.9 metres along strike to RC-2010-1. An underground drill will be used to complete four holes to test the zone in an area of cliffs above the mine portal and below the above intersections to establish continuity of gold values;

- Drill several deep holes to test beneath DDH-MON-2009-11 (5.18 g/t gold and 0.43 per cent copper over 12.65 metres), DDH-MON-2011-11 (43.91 g/t gold and 1.46 per cent copper over 7.47 metres) and DDH-MON-2011-27 (14.53 g/t gold and 0.27 per cent copper over 30.64 metres). These holes are to confirm the southwest-plunging nature of the high-grade (gold-copper-zinc) Montrose zone;

- Model the complete 2007-2017 data to aid in future exploration;

- If indicated by modelling, complete the first resource study.

2017 Metallurgical Testing on Core from the Montrose Zone

The drill hole selected is DDH-2012-61 which contained two different styles of gold-bearing mineralization. The total width of the drill intersection was 35.06 metres of 7.8 g/t gold, 9.04 g/t silver, 0.42% copper, 0.097% lead and 0.29% zinc at 173.93 metres to 208.99 metres. The hole was drilled at minus 75 degrees and the Company believes that the zone was approximately 15 metres in true width. Within the intersection, there is a zinc-rich portion carrying fine visible gold and a deeper copper-rich section with coarse visible gold. Testing will include gravity and flotation methods for recovery of the gold and possibly the other metals.

Red Cliff Property – (cont'd)

2017 Phase 1 Exploration

On May 23, 2017, the Company announced that the 2017 Phase 1 exploration program had commenced at Red Cliff and that equipment had been mobilized to the project site. The Phase 1 program will include the following:

- Drill holes to further define and test the Red Cliff copper-gold zones above the underground workings and below DDH-2010 RC-1 (4.42 metres of 21.94 grams per tonne Au), DDH-2010-RC-5 (7.32 m of 13.10 g/t Au) and DDH-2010-RC-10 (1.90 m of 29.93 g/t Au). There is a vertical distance of 200 m between the workings and upper drill holes;

- Drill holes to test and extend the zone beneath DDH-2012-61 (35.06 m of 7.83 g/t Au), DDH-2011-27(30.64 m of 14.53 g/t Au) and DDH-2011-28 (13.71 m of 7.90 g/t Au);

- Further work to accurately locate the Waterpump zone, initially using a drone to locate and if needed, use climbers to sample the zone in Lydden Creek;

- Drill holes to the north along the zone to test for extension of the mineralization outlined to date;

- Petrographic studies to aid in rock determinations and help facilitate the planning of drill holes.

On June 20, 2017 the Company announced that several of the Phase 1 drill holes completed on the Montrose zone, north of Lydden Creek, have intersected a sheared and mineralized intrusive rock with stockworks of galena-sphalerite-chalcopyrite.

In the first hole, drilled at minus 55 degrees at right angles to the zone, a zone of sheared mineralized intrusive was intersected at 158.5 to 219.5 metres. The second hole from the same set-up, drilled at minus 60 degrees, intersected sheared and mineralized intrusive from 213 to 274 metres. Visible gold was noted within the numerous galena stringers within 259 m and 264 m within the second hole. Varying amounts of galena stringers are present within the entire mineralized interval. The mineralization within the above two holes is similar to that encountered in DDH-2011-27 (30.64 m of 14.53 g/t Au). The reader is cautioned that assay results from the 2017 holes have not been obtained and this comparison is for reference purposes due to similar lithologies and proximity to the 2011 drill holes.

True width of the zones appears to be at least 30 metres based on plotting the geology on a cross-section. These holes are some of the deepest testing the Montrose zone. Mineralization is open in all directions to these holes.

Drilling is also being carried out on the Red Cliff zone, located 900 metres south of the Montrose zone. Drilling has intersected quartz with chalcopyrite, pyrite and sphalerite over zones up to five metres in width.

Red Cliff Property – (cont'd)

2017 Phase 1 Exploration

On July 5, 2017, the Company announced that drilling on the Montrose zone had intersected a wide mineralized intrusive within red tuffs forming the Betty Creek formation. The Company has used a just-completed petrographic study, which has greatly aided the 2017 exploration. Based on thin sections examination of mineralized rocks from both the Red Cliff zone and Montrose zone, the following information was obtained:

- Mineralization is associated with intrusions of porphyritic latite to trachyte;
- Late alteration-mineralization events led to the deposition of quartz, carbonates, pyrite, magnetite, chalcopyrite, galena, specularite, sphalerite and gold;
- The presence of magnetite and iron-rich chlorite as well as an undulating, wavy pattern of some of the veins indicate a high-temperature (hypothermal) environment.

Using this information, the Company has continued drilling holes which still contained the intrusive, whether it was mineralized or not. As a result, all holes on the Montrose zone were continued past areas where previous drilling would have been terminated. All three holes completed on the Montrose zone contain visible gold at depths deeper than expected. The three holes have tested a zone up to 150 metres in vertical height in an area that had not been tested previously.

The third hole was drilled at minus 50 degrees and at right angles to the zone was off the same set-up as holes 1 and 2. It intersected almost 100 metres of weakly sheared and brecciated intrusive with mineral zonation occurring from 150 metres to 250 metres in depth. Along the upper intersection, weak disseminated pyrite is present with local quartz-amethyst-galena-sphalerite-chalcopyrite-pyrite stringers in zones up to five metres. At a core length of 163 metres, fine visible gold is noted in galena-sphalerite stringers. From the top mineralized zone, short galena-sphalerite sections are noted to 218 metres where the hole intersects an 18-metre section of quartz-amethyst-galena-sphalerite-chalcopyrite-pyrite stringers. At 227 metres and 229 metres, visible gold is noted within the galena-sphalerite veinlets. At the termination of the galena-sphalerite veinlets, chalcopyrite-pyrite veining is present along the bottom chill margin of the intrusive as well as the baked contact of the red tuff. The chalcopyrite-pyrite veining is present over a 10-metre length. True width of the intrusive appears to be at least 70 metres in DDH-Mon-17-3.

On the Red Cliff zone, the Company has also completed three holes. The holes contained a five-to-six metre wide mineralized zone with strong chalcopyrite.

On July 31, 2017, the Company announced that drilling on the fifth hole on the Montrose zone also intersected a wide mineralized intrusive. The hole tested the zone lower in elevation than the previous 2017 holes. Logging the core has indicated three main mineralized sections within the intrusive. Along the east edge, galena-sphalerite-chalcopyrite stringers occur in zones up to 5 metres wide. Near the west edge of the intrusive, another galena-sphalerite-chalcopyrite stringer zone is present. The fifth hole was drilled to test beneath some of the gold bearing intersections found in the Company's 2011 and 2012 drilling on the Montrose zone.

Red Cliff Property – (cont'd)

2017 Phase 1 Exploration

To date, 5 holes have been completed on the Red Cliff zone and 35 holes have been completed on the Montrose zone. Highlights of the latest assays received include:

- Intersection of 19.9 grams per tonne gold over 4.12 metres in DDH-17-M0N-5;
- Intersection of 14.93 grams per tonne gold over 8.38 metres in DDH-17-M0N-18;
- Intersection of 9.5 grams per tonne gold over 10.98 metres in DDH-17-M0N-27.

Decade and Mountain Boy Acquire 1% NSR in Red Cliff/Montrose Property

Decade and Mountain Boy entered into a royalty purchase agreement with an arm's-length individual royalty holder, wherein they have agreed to purchase 100% of the individual royalty holder's 1% net smelter return royalty in the Red Cliff/Montrose property. Decade and Mountain Boy are beneficial owners of 65% and 35% interests, respectively, in the property; accordingly, Decade will purchase 65% of the NSR from the vendor and Mountain Boy will purchase 35% of the NSR from the vendor.

Under the terms of the agreement, for their respective pro-rata portions of the NSR, Decade will pay $6,500 and issue 280,000 common shares to the vendor and Mountain Boy will pay $3,500 and issue 171,428 common shares to the vendor. On closing, following the transfer of the NSR to Decade and Mountain Boy, the NSR will be cancelled. The agreement remains subject to approval of the TSX Venture Exchange.

Mountain Boy Property

The Company owns a 100% interest in the Mountain Boy property located in the Skeena Mining Division of British Columbia. The Mountain Boy property is comprised of 4 reverted Crown grants and 37 units in three modified grid claims located 22 kilometres north of Stewart, B.C. The property is a high grade silver prospect with a long history of exploration which commenced in 1910 and resulted in 8 adits exploring different vein systems.

Grab sampling further along the zone at surface has yielded 0.15 % copper, 3.5 % lead, 0.61 % zinc and 300 gram silver per tonne as well as 0.33 5 copper, 0.79 % lead, 0.36 % zinc and 1300 gram silver per tonne. The Cameron portion of the South Mann zone has been traced for at least 200 metres on surface.

The Company drilled on the south side of the Mann vein in the area of the Cameron adit in September 2011. A total of 2,381 metres of drilling was completed in 36 holes in order to test 4 different zones on the property. Zones tested included the Mann, South Mann and several mineralized splays off the Mann. The Mann zone is a wide vein exposed in a pinnacle at least 70 metres high and 70 metres long. The vein varies from over 7 to 13 metres in true width. It has been traced along the hillside for at least 250 metres and over 150 metres of height. Coarse-grained sphalerite, galena and minor chalcopyrite comprise 10-15 % of the vein locally within a jasper-barite-calcite-chlorite rich zone. The mineralization tends to occur as semi-massive lenses at an oblique angle to the overall trend of the structure. DDH-MB-2011 tested the area between a hole drilled in 2006 into the Mann vein approximately 150 metres south of the above pinnacle. This single hole that tested the zone in this area intersected 7.01 metres of 281.7 g/t silver. Holes MB-12 to 36 tested the area to the south of the Mann zone to evaluate the silver potential of the South Mann and several mineralized splays. Drilling was successful in testing the Mann zone, but low silver and base metal values were indicated for the other 3 zones.

Mountain Boy's 2016 exploration program on the Mountain Boy property yielded high-grade silver-base metal values from grab sampling. Work was carried out in two different zones as follows:

- High Grade Zone: A total of 13 grab samples were collected along the vein which was up to four metres wide. The zone is exposed along 50 metres of hillside. The values varied from 95 to 31,192 grams per tonne (g/t) Ag, 0.07 to 9.94% Zn, 0.02 to 7.42% Cu and 0.03 to 7.36% Pb. The average values were 4,795.16 g/t Ag, 3.35% Zn, 0.837% Pb and 1.38% Cu. The two highest values were 31,192 and 21,400 g/t Ag from a zone of cross-faulting cutting the High Grade Zone. This new mineralization was exposed along the creek bottom which had been scoured by heavy rains. This new zone has massive acanthite (silver sulphide) stringers over 0.6 metres of width.

- Mann Zone: A total of 17 grab samples were collected from the footwall area of the Mann vein. The vein which is up to 13 metres wide has been traced over 200 metres of strike and 70 metres of height. The values varied from 45 to 12,758 g/t Ag, 0.29 to 22.87% Zn, 0.07 to 1.0% Cu and 0.04 to 19.88% Pb. The average values were 750.48 g/t Ag, 9.02% Zn, 2.61% Pb and 0.303% Cu. Sampling of three float rocks in a gulley north of the Mann Zone gave up to 582 g/t Ag, 3.93% Cu and 12.65% Zn. These values indicate another mineralized zone above the Mann in an area obscured by vegetation.

Mountain Boy Property – (cont'd)

The zones are barite-rich replacement zones that occur 150 metres apart. There is a trail to the bottom of the Mann Zone that is exposed in a pinnacle of rock that is 70 metres high, 15 metres wide and along 30 metres of strike. Based on previous work, metallurgical testing was conducted on material from the Mann Zone. International Metallurgical and Environmental Inc. conducted preliminary metallurgical testing on material from the Mann Zone in 2003. The laboratory ground the samples and used flotation methods to recover a lead concentrate and a zinc concentrate. Their report concluded that a lead concentrate is readily possible with the material from the Mann Zone. The maximum lead concentrate grade observed was 48 % lead with most of the diluents being zinc mineralization. The laboratory concluded that the lead concentrate grade would improve beyond 48 % lead with additional changes in reagent additions. The silver grades in the lead concentrate were in the range of 12,000 to 16,000 grams (400 to 500 ounces per ton) per tonne silver. Silver recovery is strongly tied to lead recovery. The recovery and upgrading of zinc minerals into a zinc concentrate from the sample were readily accomplished. The final concentrates produced in the test program were very high and were nearly a maximum for sphalerite. Overall recovery of zinc to a saleable final concentrate is expected to be very good in the range of 80 to 85% zinc recovery. The laboratory processed the tails through gravity processes to produce a barite concentrate that was over 90 % $BaSO_4$. This product would be saleable as a drilling mud which requires over 90 % $BaSO_4$.

At present, the large demand for the mineral barite in the drilling industry in north-eastern British Columbia is met by imports from China and India. The Company will study ways to separate and purify the barite mineral which presently sells for upward of $400/tonne. The silver, zinc, lead and copper concentrate could then be shipped by boat out of Stewart, British Columbia or trucked to smelters in south-eastern British Columbia. Indicated grade for the Mann Zone is 29% $BaSO_4$ based on previous exploration.

West George Copper Property

On August 30, 2017, the Company entered into an option agreement with Auramex Resource Corp. whereby the Company can earn a 60% interest in West George Copper property as follows:

- On signing, Auramex will receive $700,000 in portable assessment credits;
- $10,000 cash and $30,000 of work expenditures before the second anniversary;
- $20,000 cash and $50,000 of work expenditures before the third anniversary;
- After earning a 60% interest, each $250,000 of work expenditures will increase the percentage ownership by 5%;
- If the Company earns a 95% interest, the remaining 5% converts to a 1.5% net smelter return royalty;
- Once the option is exercised, Auramex will receive a 2% net smelter return royalty of which 1% can be purchased for $1,000,000.

The property consists of 288 hectares adjacent to the Company's 100% owned George Copper property. The project has a silica cap over highly sericite altered andesitic rocks containing sulphide-bearing quartz stockworks. High copper values with two to three grams per tonne gold have been obtained on the talus slopes below the silica cap. A geological crew with the capability to sample the steep slopes is presently working on the property. Samples are being collected from the main alteration zone during this sampling program. Bedrock samples that are taken will be sent to the lab for assay shortly.

Manuel Creek Property

On December 9, 2016, the Company acquired a 100% interest in the Manuel Creek zeolite property located northeast of Keremeos, British Columbia for $15,000.

The Manuel Creek property consists of 42 mineral tenures (2,625 acres) overlaying the Manual Creek tuff-hosting zeolites. The tuff beds which can be traced for five kilometres in road cuts range up to 10 metres in thickness. The property can be accessed from Highway 3A via the Twin Lakes and Grand Oro roads. In addition, a power transmission line runs through the property. Several assessment reports have been filed suggesting the effective zeolite to be a calcium-rich variety of clinoptilolite, very similar to Bromley Vale (Canadian Zeolite). ARIS (assessment report indexing system) 26889 (Dr. B.N. Church, PhD, P.Eng) estimated that the property could potentially host three million tonnes of zeolite within exposures along strike. This estimate is not National Instrument 43-101 compliant, and the Company has not verified this estimate. It is used for reference purpose only. Additional work including diamond drilling is needed to prove the tonnage, thickness, lateral continuity and consistency of the zeolite mineralization.

Furthermore, dacitic tuff from the Manual Creek member was submitted to AMEC Earth & Environmental Laboratories in Calgary (ARIS 31640) in 2011. This was done in order to determine pozzolanic activity and compressive strength variation with time of curing for the samples. This testing yielded excellent results. The zeolitic pozzolan is essentially equivalent to pure Portland cement and can be used in amounts up to 30% cement replacement. It should be competitive at this mixture level with fly ash. The process has many advantages from environmental (less emission of carbon dioxide into the atmosphere), to enhanced strength, lower temperatures during curing and cost savings.

The Company has engaged in discussions with the Lower Similkameen Indian Band in order to complete a preliminary environmental assessment prior to applying for work permits. Once the company has received the completion of the assessment, it will apply for work permits to compete a bulk test.

FR and Dave Properties

On January 6, 2016, the Company sold the FR and Dave Properties for total proceeds of $150,000.

Ed Kruchkowski, P Geo., is the Company's designated Qualified Person for this MD&A within the meaning of National Instrument 43-101 and has reviewed and approved the technical information described herein.

Mr. Kruchkowski is not independent of Mountain Boy as he is President, CEO and a director of the Company.

SELECTED ANNUAL INFORMATION

The following financial data is selected information for the Company for the three most recently completed fiscal years:

	Year ended November 30, 2016	2015	2014
Total revenues	$ -	$ -	$ -
Net loss and comprehensive loss	$ (1,093,365)	$ (140,414)	$ (170,418)
Basic and diluted loss per share	$ (0.01)	$ (0.00)	$ (0.00)
Total assets	$ 13,818,413	$ 13,465,529	$ 13,510,932
Total long-term liabilities	$ 2,818,000	$ 2,676,500	$ 2,686,500
Cash dividends per share	$ -	$ -	$ -

All the annual results were derived from financial statements prepared using IFRS.

RESULTS OF OPERATIONS

The Company recorded a net loss and comprehensive loss of $488,365 for the nine months ended August 31, 2017 compared to $644,709 for the nine months ended August 31, 2016.

General and administrative expenses for the nine months ended August 31, 2017 were $494,865 compared to $654,996 for the nine months ended August 31, 2016.

During the nine months ended August 31, 2017, the Company incurred financial consulting fees of $39,010 compared to $Nil during the nine months ended August 31, 2016.

The Company signed an investor relations agreement in August 2016. The consultant was engaged for $3,250 per month. During the nine months ended August 31, 2017, the Company recorded an investor relations expense of $29,250 compared to $3,250 for the nine months ended August 31, 2016.

In December 2016, the Company entered into an agreement for marketing services for a period of one year at a cost of $100,000. The marketing services include building business and financial networks, building a social media presence, conference opportunities and other guidance. The program also provides the Company access to and meetings with market participants in Europe. During the nine months ended August 31, 2017, the Company recorded marketing expense of $69,387 compared to $Nil during the nine months ended August 31, 2016.

During the nine months ended August 31, 2017, the Company recorded share-based payments with a fair value of $234,000 related to 3,900,000 stock options granted. During the nine months ended August 31, 2016, the Company recorded share-based payments with a fair value of $551,634 related to 12,500,000 stock options granted.

During the nine months ended August 31, 2017, the Company incurred exploration and evaluation costs of $97,769 compared to $53,128 during the nine months ended August 31, 2016.

During the nine months ended August 31, 2016, the Company sold its FR and Dave properties for proceeds of $150,000.

SUMMARY OF QUARTERLY RESULTS

The figures for the quarters ended November 30, 2016 and 2015 are calculated from the Company's annual audited financial statements. All other amounts are from unaudited condensed interim financial statements prepared by management. All quarterly results were derived from financial statements prepared using IFRS.

	Q3 Aug 31, 2017	Q2 May 31, 2017	Q1 Feb 28, 2017	Q4 Nov 30, 2016
Revenues	$ -	$ -	$ -	$ -
Net loss and comprehensive loss	$ (94,915)	$ (324,382)	$ (69,068)	$ (410,290)
Basic and diluted loss per share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
	Q3 Aug 31, 2016	**Q2 May 31, 2016**	**Q1 Feb 29, 2016**	**Q4 Nov 30, 2015**
Revenues	$ -	$ -	$ -	$ -
Net loss and comprehensive loss	$ (601,446)	$ (30,341)	$ (12,922)	$ (60,537)
Basic and diluted loss per share	$ (0.01)	$ (0.00)	$ (0.00)	$ (0.00)

Variances in quarterly results can be due to stock-based compensation incurred in a quarter as the Company's stock options generally vest on the grant date and therefore are fully expensed in the quarter in which they are granted; to deferred income tax expense recorded in a quarter related to the renouncement of mineral property expenditures to the investors in the Company's flow-through private placements; and to the write-off of mineral properties during a quarter.

In the quarter ended May 31, 2017, the Company recorded a share-based payments charge of $234,000 for the fair value of 3,900,000 stock options granted during the quarter.

In the quarter ended November 30, 2016, the Company recorded a stock-based compensation charge of $171,634 for the fair value of 3,000,000 stock options granted during the quarter.

In the quarter ended November 30, 2016, the Company recorded deferred income tax expense of $141,500 related to the renouncement of mineral property expenditures to the investors in a flow-through private placement.

In the quarter ended August 31, 2016, the Company recorded a stock-based compensation charge of $551,634 for the fair value of 12,500,000 stock options granted during the quarter.

LIQUIDITY AND CAPITAL RESOURCES

At August 31, 2017, the Company has not generated revenue from operations, has an accumulated deficit of $14,856,517 and expects to incur further losses in the exploration and evaluation of its mineral properties. Historically, the Company has been able to fund its administrative overheads and its mineral property exploration and evaluation programs primarily through equity financings.

The junior mining industry is considered speculative in nature. The uncertainty in junior mining equity markets may make it difficult to raise capital through the private placements of shares. While the Company is using its best efforts to achieve its business plans by examining various financing alternatives, there is no assurance that the Company will be successful with its financing ventures.

Financing Activities – Year ended November 30, 2016:

On January 6, 2016, the Company sold its FR and Dave properties for proceeds of $150,000. These properties were considered to be non-core assets.

On August 30, 2016, the Company issued 4,609,200 common shares at $0.05 per share to settle accounts payable and accrued liabilities of $230,460. The debt settlement agreements were with a director of the Company, companies with directors in common with the Company and a company managed by a director of the Company.

On October 11, 2016, the Company issued 11,000,000 common shares pursuant to the private placement of 11,000,000 flow-through units at $0.05 per unit for proceeds of $550,000. Each unit consisted of one flow-through common share and one share purchase warrant which entitled the holder to purchase an additional common share at $0.07 per share until October 11, 2018. No finder's fees or commission were paid in connection with the private placement. The proceeds from the flow-through private placement will be expended on the Company's mineral properties located in British Columbia.

Financing Activities – Nine Months ended August 31, 2017:

On March 15, 2017, the Company issued 650,000 flow-through units at $0.08 per unit and 2,993,666 non-flow-through units at $0.06 per unit. The total proceeds were $231,620. The Company recorded a flow-through premium of $6,500. The Company incurred share issue costs of $1,908.

Each flow-through unit consisted of one flow-through common share and one share purchase warrant to purchase an additional common share at $0.10 per share until March 15, 2019. Each non-flow-through unit consisted of one non-flow-through common share and one share purchase warrant to purchase an additional common share at $0.10 per share until March 15, 2019.

The share purchase warrants contained an acceleration right in favour of the Company, whereby if for a trading period of 20 continuous days before the expiry of the warrants, the price of the Company's common shares is at least $0.16 per share, the Company may provide a notice that the warrants will expire on the 11th day after the date of notice, if unexercised.

LIQUIDITY AND CAPITAL RESOURCES

Financing Activities – Nine Months ended August 31, 2017:

The Company issued 2,925,000 common shares at $0.05 per share for proceeds of $146,250 pursuant to the exercise of stock options.

The Company issued 200,000 common shares at $0.07 per share for proceeds of $14,000 pursuant to the exercise of share purchase warrants.

Financing Activities Subsequent to August 31, 2017:

On September 25, 2017, the Company issued 3,600,000 flow-through units at $0.10 per unit and 2,830,000 non-flow-through units at $0.08 per unit. The total proceeds were $586,400. At October 31, 2017, the Company had received share subscriptions of $174,400 related to this private placement.

Each flow-through unit consisted of one flow-through common share and one share purchase warrant to purchase an additional common share at $0.13 per share until September 25, 2019. Each non-flow-through unit consisted of one non-flow-through common share and one share purchase warrant to purchase an additional common share at $0.10 per share until September 25, 2019.

The Company issued 4,015,000 common shares at $0.05 per share for proceeds of $200,750 pursuant to the exercise of stock options.

The Company intends to complete further equity financings and/or asset sales to fund future exploration programs and administrative overheads.

PROPOSED TRANSACTION

On October 27, 2017, the Company announced a non-brokered private placement of flow-through units. The flow-through unit offering will comprise up to 3,000,000 flow-through units at $0.10 per unit for gross proceeds of up to $300,000. Each flow-through unit will contain one flow-through common share and one non-flow-through common share purchase warrant to purchase an additional common share at $0.12 per share for a two year period.

OFF-BALANCE SHEET ARRANGEMENTS

None

TRANSACTIONS WITH RELATED PARTIES

At October 30, 2017, the Company's board of directors is comprised of Ed Kruchkowski (CEO), Rene Bernard (CFO), Randy Kasum and Ron Cannan.

The Company incurred the following charges by directors of the Company and by companies with directors in common with the Company during the nine months ended August 31, 2017 and 2016:

	2017	2016
Deferred exploration costs - geological	$ -	$ 30,000
Consulting fees	7,500	-
Management fees	45,000	45,000
Office and telephone	-	4,500
	$ 52,500	$ 79,500

On August 30, 2016, the Company issued 4,609,200 common shares with a fair value of $0.05 per share to settle accounts payable and accrued liabilities of $230,460 with a director of the Company, companies with directors in common with the Company and a company managed by a director of the Company.

Key Management Compensation

The Company considers its Chief Executive Officer and Chief Financial Officer to be key management. During the nine months ended August 31, 2017 and 2016, the Company incurred management fees of $45,000 as key management compensation.

Related Party Balances

At August 31, 2017, accounts receivable includes $8,125 (November 30, 2016: $4,875) for investor relations due from a public company with directors in common with the Company.

At August 31, 2017, exploration advances includes $26,000 (November 30, 2016: $Nil) advanced to a director of the Company for a future exploration program.

At August 31, 2017, accounts payable and accrued liabilities includes $191,217 (November 30, 2016: $33,646) for exploration costs on the Red Cliff joint venture, due to a public company with directors in common with the Company.

At August 31, 2017, accounts payable and accrued liabilities includes $10,000 (November 30, 2016: $10,500) due to companies with directors in common with the Company for management fees.

The amounts due to related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

CRITICAL ACCOUNTING ESTIMATES

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements are discussed below:

Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

Title to Mineral Properties

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Rehabilitation Provisions

Rehabilitation provisions have been determined to be $Nil based on the Company's internal estimates. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from period to period.

Share-Based Payments

The Company uses the Black Scholes Option Pricing Model for valuation of share based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Recognition of Deferred Tax Assets and Liabilities

The carrying amount of deferred income tax assets and liabilities is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Changes in estimates of future taxable profit can materially affect the amount of deferred income tax assets and liabilities recognized from period to period.

CHANGES IN ACCOUNTING POLICIES

The Company's significant accounting policies are outlined in Note 3 to its unaudited condensed interim financial statements for the nine months ended August 31, 2017. There were no changes to the Company's significant accounting policies that had a material impact on the Company's condensed interim financial statements during the nine months ended August 31, 2017.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The fair values of the Company's financial assets and liabilities approximate their carrying amounts because of their current nature.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash, reclamation deposits and accounts payable. Cash is designated at fair value through profit or loss and reclamation deposits are classified as loans and receivables. Accounts payable are classified as other financial liabilities.

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash is exposed to interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company's accounts payable are all current and due within 90 days of the balance sheet date. As at August 31, 2017, the Company has a working capital deficiency of $57,845 and will require additional financing to provide sufficient capital to meet its short-term financial obligations.

RISKS AND UNCERTAINTIES

In addition to the risks and uncertainties outlined earlier in this MD&A, the Company is also subject to additional risks and uncertainties including the following:

General Risk Associated with the Mining Industry

Mineral exploration is an inherently risky business with no guarantees that the exploration will result in the discovery of an economically viable deposit. Among the risks faced are title risk, financing risk, permitting risk, commodity price risk and environmental regulation risk.

Mining activities involve risks which careful evaluation, experience and knowledge may not eliminate. The commercial viability of any mineral deposit depends on many factors not all of which are within the control of management. Some of the factors that affect the viability of a mineral deposit include its size, grade and proximity to infrastructure, government regulation, taxes, royalties, environmental and reclamation and closure obligations. Management attempts to mitigate its exploration risk through a strategy of joint ventures with other companies which balances risk while at the same time allows properties to be advanced.

Dependence on Key Personnel

Loss of management personnel or key operational leaders could have a disruptive effect on the implementation of the Company's business strategy and on the running of day-to-day operations until their replacement is found. Recruiting personnel is expensive and the competition for professionals is intense. The Company may be unable to retain its key employees or attract other qualified employees which may restrict its growth potential.

DISCLOSURE OF OUTSTANDING SHARE DATA

Issued and Outstanding Common Shares

At October 30, 2017, there were 155,007,982 common shares issued and outstanding.

Stock Options

At October 30, 2017, the Company had 12,460,000 stock options outstanding entitling the holders thereof the right to purchase one common share for each option held as follows:

Number of Options	Exercise Price	Expiry Date
1,200,000	$0.05	August 17, 2021
4,360,000	$0.05	August 22, 2021
3,000,000	$0.075	September 7, 2021
3,900,000	$0.05	May 16, 2022
12,460,000		

Share Purchase Warrants

At October 30, 2017, the Company had 20,873,666 share purchase warrants outstanding entitling the holders thereof the right to purchase one common share for each warrant held as follows:

Number of Warrants	Exercise Price	Expiry Date
10,800,000	$0.07	October 11, 2018
3,643,666	$0.10	March 15, 2019
2,830,000	$0.10	September 25, 2019
3,600,000	$0.13	September 25, 2019
20,873,666		