WHITE METAL RESOURCES CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the six month period ended October 31, 2017

December 7, 2017

General

This Management Discussion and Analysis ("MD&A") is dated December 7, 2017 and is in respect of the six month period ended October 31, 2017. The following discussion of the financial condition and results of operations of White Metal Resources Corp. (the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the six month period ended October 31, 2017.

The discussion should be read in conjunction with the condensed consolidated interim financial statements for the six month period ended October 31, 2017, including the notes thereto. The Company's condensed consolidated interim financial statements have been prepared in accordance with International financial reporting standards ("IFRS"). Unless otherwise stated, all amounts discussed herein are denominated in Canadian dollars which is the Company's functional and reporting currency.

Additional information relating to the Company is available on the SEDAR website at www.sedar.com.

Going Concern

The condensed consolidated interim financial statements of the Company for the six month period ended October 31, 2017 have been prepared in accordance with International Financial Reporting Standards ("IFRS") on the basis applicable to a going concern. The appropriateness of using the going concern basis is dependent upon, among other things, future profitable operations, and the ability of the Company to raise additional capital. Specifically, the recovery of the Company's investment in mineral properties and exploration expenditures is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to develop its properties and establish future profitable production from the properties, or from the proceeds of their disposition.

The Company is a development stage Company and has not earned any significant revenue to date. The Company has not yet determined whether its resource properties contain ore reserves that are economically recoverable.

Overview of the Company

The company is engaged in the acquisition, exploration and if warranted, development of mining properties in Canada. The Company currently holds interests in resource properties primarily located in Ontario and intends to seek out and acquire additional properties, worthy of exploration and development, as finances permit. The exploration and development of the properties is accomplished either through direct expenditure by the Company or joint venturing of the property to another company. (See section (1) in the Notes to the Financial Statements.) The Company's common shares are listed on the TSX Venture Exchange under the trading symbol "WHM".

Financial and Operational Performance

Financial Condition

The Company's combined cash and restricted cash balance as at October 31, 2017 was $525,503 compared to $421,556 as at April 30, 2017, an increase related to the receipt of an exploration grant in the current period and private placements completed.

Current assets of the Company as at October 31, 2017 were $691,546 compared to $531,810 as at April 30, 2017, a decrease related to general and administrative expenditures and exploration and evaluation expenditures incurred during the current period.

Total assets as at October 31, 2017 were $1,024,065 compared to $873,624 as at April 30, 2017.

Current liabilities as at October 31, 2017 were $150,271 compared to $107,491 at April 30, 2017.

Shareholders' equity increased to $873,794 from $766,133 during the six month period ended October 31, 2017 as a result of the closing of flow-through private placements during the current period for gross proceeds totaling $180,000.

Results of Operations

Total operating costs and expenses for the six month period ended October 31, 2017 were $91,634 (October 31, 2016 – $45,390), a change due largely to share-based payments expense (non-cash) in the current year's period.

Expenses incurred during the six month period ended October 31, 2017 and 2016 consist of:

	October 31, 2017 $	October 31, 2016 $
Advertising and promotion	1,159	11,446
Bank charges and interest	181	616
Consulting	1,850	-
General exploration	10,190	-
Insurance	5,259	4,030
Legal and accounting	11,165	19,287
Share-based payments	52,262	-
Office and miscellaneous	2,593	634
Trust and filing fees	6,975	9,377

The cumulative deficit from inception of the Company is $1,172,975 (April 30, 2017 - $1,098,111).

Cash flows

Cash of $50,776 was provided by operating activities during the six month period ended October 31, 2017 (October 31, 2016 - $93,289 – cash used in operating activities), the large swing related to a $90,321 exploration grant received for the Pickle Lake project during the current period and the current period add-back for non-cash share-based payments expense.

Cash of $124,042 was used in investing activities (October 31, 2016 - $298,977) during the period ended October 31, 2017, a decrease due to lower exploration and evaluation expenditures in the current period as compared to the prior year's comparative period.

Cash provided from financing activities was $177,213 for the six month period ended October 31, 2017 (October 31, 2016 – $631,258) as a result of private placements completed during the current and previous periods net of share issue costs.

During the six month period ended October 31, 2017, 350,000 shares were issued valued at $12,750 pursuant to mineral property options in the Shebandowan property area and for the Gunners Cove property option that was executed during the current period.

Summary of Quarterly Results

The Company had a net loss of $74,846 for the period ended October 31, 2017 (October 31, 2016 - $40,415). The following table contains the results from the eight most recently completed quarters:

	Second Quarter Ended October 31, 2017 $	**First Quarter Ended July 31, 2017 $**	**Fourth Quarter Ended April 30, 2017 $**	**Third Quarter Ended January 31, 2017 $**	**Second Quarter Ended October 31, 2016 $**	**First Quarter Ended July 31, 2016 $**	**Fourth Quarter Ended April 31, 2016 $**	**Third Quarter Ended January 31, 2016 $**
Expenses	80,374	11,260	30,058	8,332	28,695	16,695	67,320	9,019
Net income (loss) for the period	(70,008)	(4,838)	(708,855)	(8,332)	(23,720)	(16,695)	120,606	(9,019)
Comprehensive income (loss) for the period	(88,226)	(4,338)	(710,907)	(7,582)	(34,720)	(15,695)	139,981	(9,269)
Loss Per Share	(0.00)	(0.00)	(0.03)	(0.00)	(0.00)	(0.00)	0.00	(0.00)

As the Company is still in the exploration stage, variances in its quarterly losses are not affected by sales or production-related factors. Year over year expense variances are generally attributed to successful financing activities, or the lack thereof, which result in the Company being able to conduct more (or less) exploration, which results in additional (or fewer) overhead expenditures.

Selected Annual Financial Information

All currency amounts are stated in Canadian dollars.

The following table summarizes selected financial data for the Company for each of the three most recently completed financial years. The information set forth below should be read in conjunction with the consolidated audited financial statements, prepared in accordance with International Financial Reporting Standards and related notes.

Year Ended April 30,	**2017 $**	**2016 $**	**2015 $**
Gain on disposition of exploration and evaluation assets	-	223,197	Nil
Net income (loss) for the year	(757,602)	79,280	(363,070)
Loss per share – basic and diluted	(0.03)	-	(0.02)
Total assets	873,624	789,836	706,456
Long-term liabilities	Nil	Nil	Nil
Dividends	Nil	Nil	Nil

Net income from the 2016 year was as a result of the disposition of exploration and evaluation assets. The Company's loss from continuing operations in the current and 2015 fiscal years resulted from general administration expenses and exploration costs on mineral properties.

Liquidity and Capital Resources

As of October 31, 2017, the Company had $258,585 in cash (April 30, 2017 - $205,829) as well as $266,918 in cash restricted for flow-through purposes (April 30, 2017- $160,778) with the requirement to expend this amount on eligible Canadian exploration expenditures by December 31, 2018. Amounts receivable were $22,520 (April 30, 2017 - $100,061). Marketable securities were $23,669 (April 30, 2017 - $7,500).

Accounts payable and accrued liabilities were $103,859 at October 31, 2017 (April 30, 2017 - $88,991) includes accruals for expenditures on mineral properties, legal and audit fees, consultants and other amounts. These were incurred in the normal course of business.

Working capital inclusive of cash restricted for flow-through purposes at October 31, 2017 was $460,275 (April 30, 2016 - $424,319).

At this time the Company does not own or operate any revenue producing mineral properties, and accordingly, does not have cash flow from operations. The Company raises funds for exploration, development and general overhead and other expenses through the issuance of shares from treasury. This method has been the principal source of funding for the Company since inception.

The Company also funds exploration at certain of its other properties through option agreements with other companies who have agreed to fund exploration in exchange for the right to earn an interest in the properties.

In addition to the funds in the Company's treasury, the Company intends to continue raising funds for future exploration and general overhead and other working capital through the continuation of issuances of shares from treasury and through earn-in or option agreements with other mineral exploration and mining companies. See Subsequent Events.

The Company funds its project expenditures by raising equity financing. If in the event that future private placement financing cannot be completed, the Company would have to review its budgeted project expenditures and revise where necessary including reviewing property option agreements to determine if continuation in such agreements on their anniversary dates is feasible. Management continues to seek out capital required to undertake its exploration work commitments and for working capital to meet project work commitments.

Exploration and Evaluation assets

Mineral property acquisition, exploration and development expenditures are deferred until the properties are placed into production, sold, impaired or abandoned or if substantive expenditure on further exploration and evaluation is neither budgeted nor planned. These deferred costs will be amortized over the estimated useful life of the properties following commencement of production or written-down if the properties are allowed to lapse, are impaired or are abandoned or if substantive expenditure on further exploration and evaluation is neither budgeted nor planned.

The deferred costs associated with each property for the six month period ended October 31, 2017 and year ended April 30, 2017 are as follows:

For the six month period ended October 31, 2017

		Shebandowan (a)	Pickle Lake (b)	Gunners Cove (d)	Other (e)	Total
April 30, 2017 - Acquisition Costs	$	24,775	76,250	-	-	101,025
Additions		4,061	15,000	23,110	1,911	44,082
Writedowns/Recoveries		-	(91,250)	-	-	(91,250)
Subtotal	$	4,061	(76,250)	23,110	1,911	(47,168)
October 31, 2017- Acquisition Costs	$	**28,836**	**-**	**23,110**	**1,911**	**53,857**
April 30, 2017 - Exploration and Evaluation Expenditures	$	39,539	201,250	-	-	240,789
Assaying		33,633	-	-	1,686	35,319
Prospecting		36,823	-	20,496	7,007	64,326
Geology		4,586	1,005	900	992	7,483
Geophysics		370	-	-	2,815	3,185
Trenching		15,567	-	-	250	15,817
Drilling		-	-	-	-	-
Miscellaneous		-	2,680	-	-	2,680
Writedowns/Recoveries		-	(9,937)	-	-	(9,937)
Subtotal	$	90,979	6,252	21,396	12,750	118,873
October 31, 2017 - Exploration and Evaluation Expenditures	$	**130,518**	**194,998**	**21,396**	**12,750**	**359,662**
October 31, 2017 - Total	$	**159,354**	**194,998**	**44,506**	**14,661**	**413,519**

For the year ended April 30, 2017

		Shebandowan (a)	Pickle Lake (b)	Seagull/Disraeli (c)	Other (e)	Total
April 30, 2016 - Acquisition Costs	$	-	-	-	-	-
Additions		24,775	76,250	-	-	101,025
Writedowns/Recoveries		-	-	-	-	-
Subtotal	$	24,775	76,250	-	-	101,025
April 30, 2017- Acquisition Costs	$	**24,775**	**76,250**	**-**	**-**	**101,025**
April 30, 2016 - Exploration and Evaluation Expenditures	$	-	-	687,083	-	687,083
Assaying		949	-	-	-	949
Prospecting		23,417	-	-	-	23,417
Geology		15,173	9,908	-	-	25,081
Drilling		-	281,343	-	-	281,343
Miscellaneous		-	320	-	-	320
Writedowns/Recoveries		-	(90,321)	(687,083)	-	(777,404)
Subtotal	$	39,539	201,250	(687,083)	-	446,294
April 30, 2017 - Exploration and Evaluation Expenditures	$	**39,541**	**201,250**	**-**	**-**	**240,789**
April 30, 2017 - Total	$	**64,314**	**277,500**	**-**	**-**	**341,814**

a) Shebandowan Properties, Ontario

The Shebandowan propertyconsists of the Company’s 100% owned Vanguard property as well as the recently acquired and contiguous claim group known as the Shebandowan gold project (“Shebandowan”), as well as a 100% interest in a five claim group adjacent to the West Vanguard claim group acquired in the subsequent period due to its proximity to the Vanguard deposits and its potential to host the western extension of the Vanguard horizon.

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The Vanguard claims consist of 16 claims totaling 1,942 hectares located in the in the Burchell Lake, Greenwater Lake and Kashabowie Lake areas in the Thunder Bay Mining District, northwestern Ontario, approximately 100 km west of the City of Thunder Bay, Ontario.

In December 2016, the Company executed an option agreement with Benton Resources Inc. (“Benton”) (a company related by common director Michael Stares) to acquire Shebandowan from Benton which consists of 135 units in 12 claims totaling 2,185 hectares and adjoins the Vanguard claims to the south and east. in the Burchell Lake, Greenwater Lake and Kashabowie Lake areas. The Company will have the option to earn a 100% interest in the Shebandowan property under the following terms:

- Paying Benton $15,000 cash and issuing 200,000 shares of White Metal on signing, acceptance and approval by the TSX Venture Exchange (paid and issued);
- Benton will retain a 2% Net Smelter Return Royalty (“NSR”) on the Shebandowan property with White Metal having the option to buy-back 1% for $1 million;
- White Metal agrees to keep all claims in good standing and should White Metal elect to drop any claims contained within the option agreement, they will do so with at least six months of assessment credit; and
- Paying Benton $500,000 in cash, shares or a combination of cash and shares at White Metal’s election upon completion of a NI 43-101 compliant resource on any claims contained within the option agreement.

Highlights – Vanguard

Previous drilling on the property was designed to target historical drilling over the Vanguard East zone, known to host Cu-Zn-Au-Ag VMS mineralization. The mineralization is interpreted to be steeply dipping and the current drill program will target the down-dip extension of the deposit below historical drilling to confirm both mineral tenor and extend the known mineralization to depth. Historically, Noranda Inc. reported a historic non-compliant NI 43-101 resource, stating the Vanguard West zone hosts 200,000 tonnes of 1.3% Cu, 1-2% Zn, 8.26 g/t Ag, 4-6 g/t Au and the East zone hosts 100,000 tonnes of 1.8% Cu, 3-6% Zn 6.8 g/t Ag, 4-6 g/t Au. To the southwest, adjacent to the Vanguard property, are the former producing North Coldstream Copper-Silver-Gold Mine (historic production of 102 million lbs of Cu, 440,000 ounces of Ag and 22,000 ounces of Au produced from 2.7 million tons of ore, OGS Mineral Deposit Inventory, 2000) and the Osmani Gold Deposit (formerly the East Coldstream Deposit) containing an indicated NI 43-101 resource of 3.5Mt Au of an average grade of 0.85 g/t Au, and an inferred resource of 30.5Mt with an average grade of 0.78 g/t Au (Foundation Resources Inc. NI 43-101 Technical Report, 2011).

Drilling in 2002 by Trillium extended the Vanguard East Zone with two holes VE02-1 and VE02-2. The average grade of the 9.75m massive sulphide phase of the hole VE02-1 was 1.26 g/t Au, 13 g/t Ag, 2.03% Cu and 2.13% Zn. The average grade of the 6.6m massive sulphide phase of the hole VE02-2 was 2.14 g/t Au, 43.4 g/t Ag, 2.73% Cu and 3.49% Zn. (see Trillium NR January 14, 2003). In 2004, hole VE04-5 was drilled to intersect the zone previously intersected in hole VE02-1 and 2. Hole VE04-5 yielded 4.15m of 6.39% Zn and 1.89% Cu with 28.31 g/t Ag and 0.88 g/t Au in massive sulphides. Hole VE04-3 located 50 feet (15 m) west of VE02-2 and down plunge, hit up to 2.0% Cu, 14.8 g/t Ag and 0.58 g/t Au and a wide silica zone, which is part of the regional chert horizon that marks the occurrence of VMS mineralization (see Trillium NR August 31, 2004).

The historical values mentioned are non-compliant with NI 43-101 standards for disclosure and have been reviewed but not verified, unless otherwise stated.

Highlights - Shebandowan

During the year ended April 30, 2017, the Company announced that commenced work on the Shebandowan property. The work program will consist of soil sampling over the old gold occurrences to expand known areas and also explore for new targets. This will be followed up by prospecting, trenching, mapping and drilling of favourable targets. The Shebandowan property is located approximately 20km east of the past producing Coldstream Mine which produced 102 million pounds of copper, 440,000 ounces of silver and 22,000 ounces of gold (Canadian Mines Handbook, 1968-69, p251). Also, to the west of the Shebandowan property is the Moss Lake gold mine which has a total resource (all categories) of 3.13 million ounces of gold (NI 43-101 Technical Report and Mineral Resource Estimate – Moss Lake Deposit, May 2013, Wesdome Gold Mines Ltd.). In 2011, Benton completed a diamond drilling program on the Shebandowan property to test various rock and soil geochemistry and geophysical induced polarization (IP) anomalies for gold. The best results from the diamond drilling program were 19.5 g/t Au over 0.80 m in hole SH-11-003 and numerous intersections of 1 to 2 g/t Au over narrow intervals in SH-11-007 (see Benton News Release, dated June 7, 2011).

The Shebandowan property borders the Company's 100%-owned Vanguard property which hosts two historical mineral resources which are non-compliant with NI 43-101 disclosure.

The Company will also commence work on the southern portion of the Shebandowan property which is along strike approximately 10 km west of the Shebandowan nickel-copper mine which was in production from 1972 to 1998 and produced 8.34 million tons of 2.0% nickel, 1.2% copper and 3.96 g/t PGE plus gold (MNDM MDI52B09SE00003, June 12, 2007). This southern portion of the Shebandowan property is host to various copper, gold and silver occurrences such as Copper Island. The Copper Island trend is identified by an alteration zone that has been traced by geophysics for roughly 1.8 kilometres (MNDM Assessment File 53B09NW069). Of importance is an 800 metre long untested airborne electromagnetic conductor (EM) located along trend from the Copper Island Occurrence. Benton's 2011 diamond drilling program (hole SH-11-001) intersected units of gabbro, diorite, and a 0.26 metre interval described as black mafic intrusion with 50% sulphides. Assay results from this section ran 0.4% copper, 0.11% nickel, 0.09% cobalt and 228 ppm gold over 0.26 metres. The work program will include ground geophysics over existing airborne electromagnetic anomalies to better determine drill targets. The Company will also conduct soil and lake sampling geochemistry to test for the presence of gold and base metals in and around the conductor trend.

In June 2017, the Company announced that it received results from 1,166 soil geochemical samples. Gold in soil values ranged from <5 ppb up to 225 ppb. The results indicate anomalous gold in soil extending approximately 900 metres from the Irish Lake gold zone in a north easterly direction (Iris Lake "A"). A sub-parallel anomalous zone (Iris Lake

“B”) extends 800 metres in a south westerly direction from the known gold mineralization. Two new sub-parallel gold anomalies (Vanguard “A” and “B”) extend south west from the Vanguard VMS-Au deposits over a strike length of approximately 900 to 1200 metres. A 750 metre soil anomaly (Central) in the south-central part of the property will be followed up as well.

Also in June 2017, the Company announced that it commenced a trenching program at the property. The trenching program is designed to test three high priority gold in soil geochemical targets. The first area is the newly discovered TMR zone which is described as a granodiorite with extensive silicification and quartz carbonate alteration with up to 5% pyrite and traces of chalcopyrite. The zone appears to have an east-west strike and is covered by sand and till to the west and variable amounts of overburden to the east. Soil geochemical values in the area range from <5 ppb up to 78 ppb gold. Rock samples taken from outcrops in the area range from <5 ppb to 620 ppb gold. The second area is the Iris Lake trend referenced above. The area is described as being under thin overburden cover where trenching would be an effective tool in examining the bedrock as a possible source for the anomalous gold values in the soil samples. The third area is named the Vanguard West trend and has yielded soil geochemical results from <5 ppb up to 152 ppb gold. This area is also described as being covered by variable amounts of overburden which the company hopes will allow for trenching and be effective in explaining the source of the gold in the anomalous soil geochemical samples.

In August 2017, the Company received results from two samples taken on the Copper Island trenches on the Shebandowan Property. The selective grab samples collected from the mineralized zone returned assays up to 8.71% copper, 4.09 g/t gold, and 8.71 g/t silver, and 5.79% copper, 1.11 g/t gold, and 5.79 g/t silver in the second sample. Future work on the Copper Island trend will include deep penetrating electromagnetic geophysical techniques to determine if there are conductive responses located below previous shallow penetrating geophysical surveys conducted during historical work efforts.

The Company also reported that it has received the assay results from the Shebandowan trenching program and no significant results were obtained.

b) Pickle Lake Properties, Ontario

The Pickle Lake properties consist of four claims packages in the Pickle Lake area, Ontario:

- Dorothy-Dobie Lake Property
- Kasagiminnis Lake Property
- South Limb Property
- Pickle Lake West Property

Dorothy-Dobie Lake Property

The Dorothy-Dobie Lake property consists of two separate option agreements and claim groups and is more fully described below.

On July 4, 2016, the Company secured an Option Agreement (the “Murchison Option”) with its Joint Venture Partner, Murchison Minerals (CSE:MUR) (“Murchison”), formerly Manicouagan Minerals Inc., to acquire Murchison’s joint venture interest in certain mining claims located in the Pickle Lake area of northwestern Ontario. The Murchison Option requires the Company to pay Murchison $45,000 ($10,000 paid) over the first two years of the three year option period and expend $1,200,000 over three years (work commitment) to acquire Murchison’s 51% ownership of the Pickle Lake Claims (the “claims”). Once the option is completed, Murchison would retain a 1% NSR royalty, of which one-half could be bought by the Company for $2,500,000, with the second 50% purchasable for $1,500,000. Included in the Murchison Option are certain claims held 100% by Murchison and also all claims that were included in the Joint Venture Agreement with the Company.

The Company secured a second Option Agreement (the “Kukkee Option”) for certain mining claims located in the Pickle Lake area of northwestern, Ontario. The Kukkee Option requires the Company to issue to the vendor 1,500,000 common shares over the four-year option period (200,000 common shares were issued on July 11, 2016 and 250,000 common shares were issued on April 25, 2017) and also make cash payments to the vendor that total $110,000 ($15,000 paid) over the first three years of the four-year option period. The Property is subject to a 2% NSR of which

1% can be bought out at any time by the Company for $1,000,000. Annual advance royalty payments of $50,000 cash are due and payable to the Optionor commencing April 15, 2026 and will continue until commencement of commercial-scale production.

Highlights – Dorothy-Dobie Lake

The Claims included in the Murchison Option are those held 100% by Murchison and also any claims that were included in the Joint Venture Agreement. Included in the Murchison Option is the Kasagiminnis Lake Property which hosts a historical mineral resource (non-compliant with NI 43-101) of 390,000 ounces of gold and the Dobie Lake Property, located west of the Kasagiminnis Lake Property and directly along strike of the Golden Patricia Mine which was operated by Bond Gold between 1988 and 1997 and produced some 619,796 ounces of gold at a grade of 15.21 g/t Au.

Kukkee Option property is along strike from the claims currently held by White Metal and hosts the Dorothy-Dobie deposit which has an historical mineral resource (non-compliant with NI 43-101) of 46,000 ounces of gold. This zone is open to the west and is located along the Pickle Lake Deformation Zone. Drilling on the Kukkee Option by Manicouagan in 2009 intersected a mineralized gold zone on the western end of the Dorothy-Dobie gold deposit. All three diamond drill holes were successful in identifying a **potential bulk tonnage** gold exploration target at the Dobie Zone.

Diamond drill holes DOB-09-10, 11, 13 and 14 encountered broad zones of gold mineralization:

- DOB-09-10: 20.0m @ 1.52 g/t Au including 2.7m @ 5.65 g/t Au.
- DOB-09-11: 31.5m @ 1.39 g/t Au including 1.5m @ 6.48 g/t Au.
- DOB-09-13: 33.2m @ 1.04 g/t Au including 1.0m @ 6.27 g/t Au and 2.0m @ 4.34 g/t Au.
- DOB-09-14: 27.9m @ 1.53 g/t Au including 2.0m @ 5.64 g/t Au.

The Dobie Zone is characterized by strong carbonate-silica alteration hosted within mafic volcanic rocks. To date, the gold bearing zone of mineralization has been traced by Manicouagan for approximately 180 metres along strike and to a depth of 100 metres. It remains open at depth and to the northwest (Stockwatch News Release, 2009). The Dobie Zone also lies within 140 meters of the east claim boundary of the claims that were held by White Metal and Joint venture partner Murchison of which White Metal can earn 100% ownership. Also included in the Kukkee Option is the Northwest Extension Zone which lies approximately 4.5 km northeast of the Dorothy-Dobie gold deposit. The Northwest Extension Zone was drilled by Placer Dome (1988-1990) and reported intercepts that included 3.4 g/t Au over 6 metres. This zone is located along the same structural corridor as the Dorothy-Dobie deposit.

During the year ended April 30, 2017, the Company completed a four-hole, 455 metre diamond drilling program on the Dobie Gold Zone. During the program, the Company reviewed the core from the previous drilling campaign conducted in 2009 by Manicouagan Minerals, it was noted that very fine arsenopyrite existed in core not sampled from drill hole DOB-09-14. This core was split and sent in for gold assay as part of this year's efforts and resulted in extending the intersection to 1.32 g/t Au over 42.0 m including 1.52 g/t Au over 33.5 m compared to the previously announced 1.53 g/t Au over 27.9 metres (see Table 1 below). Hole DOB-16-17, drilled 20 metres to the west of DOB-12-14 intersected 1.51 g/t Au over 13.7 metres within a larger mineralized intercept of 0.74 g/t Au over 39.1 metres. Diamond drill hole DOB-16-18, a 50 metre step-out to the northwest from DOB-09-12, returned 2.08 g/t Au over 4.1 metres. Hole DOB-16-20 was drilled 50 metres to the east of DOB-12-14 and assayed 1.24 g/t Au over 20.6 metres including 2.05 g/t Au over 5.5 metres. Hole DOB-16-19, drilled on section and above DOB-16-18, intersected neither the Dobie nor the altered volcanic zone ("AV") but did intersect the underlying iron formation suggesting it may be offset by faulting.

This diamond drill program was successful in extending the known Dobie Zone by 50 metre along strike to the northwest and also testing a 100 metre void between drill holes DOB-09-10 and DOB-12-14. To date the Dobie Zone has been drill tested a total of 230 metres and continues to remain open along strike to the northwest and at depth where the mineralized horizon appears to be getting thicker.

Table 1:

Hole_ID		From	To	metres	Avg. (g/t Au)	Zone
DOB-09-14		58.5	100.5	42.0	1.32	Dobie
	includes	67.0	100.5	33.5	1.52	Dobie
DOB-16-17		25.0	33.5	8.5	0.48	AV
		42.5	83.1	40.6	0.72	Dobie
	includes	69.4	83.1	13.7	1.51	Dobie
DOB-16-18		20.4	43.7	23.3	0.23	AV
		79.1	83.2	4.1	2.08	Dobie
DOB-16-19		41.8	43.5	1.7	0.96	IF
DOB-16-20		69.7	79.2	9.5	0.35	AV
		88	108.6	20.6	1.24	Dobie
	includes	88	93.5	5.5	2.05	Dobie

Note: AV represents a mineralized altered volcanic zone with highly anomalous gold and IF is a gold-bearing iron formation

The Company also signed a Memorandum of Understanding ("MOU") with both Slate Falls and Cat Lake First Nations. The MOU ensures that White Metal and both First Nation communities will work together to build a positive working relationship with respect to the Dorothy-Dobie gold project and other potential future projects in the area. The MOU will also ensure that the communities will benefit from economic growth should any economic mineral resources be discovered and developed.

Kasagiminnis Lake Property

The Kasagiminnis Lake property is located in northwestern Ontario approximately 25 kilometres southwest of the Town of Pickle Lake, and approximately 15 kilometres west of Mishkeegogamang First Nation Community of New Osnaburgh. The claim group consists of a contiguous block of five staked claims totalling 12.11 square kilometres that is situated in the Little Ochig Lake Area (G.2114). It is also located approximately 25 kilometres southwest of the past producing Dona Lake Mine, south of Pickle Lake, Ontario.

Highlights – Kasagiminnis Lake

On April 16, 2009, Manicouagan entered into an agreement with Trillium pursuant to which Manicouagan can earn up to a 70% interest in the property by spending $1 million in aggregate on the properties and making certain underlying cash payments. To date, Manicouagan has earned a 51% interest in the Kasagiminnis, Dorothy-Dobie Lake Properties leaving the Company with a 49% interest in the Property.

South Limb Property

The South Limb property consists of 66 units in seven claims and is located in the Dona Lake area near Pickle Lake, Ontario.

Pickle Lake West Property

The Pickle Lake West property consists of 68 units in five claims and is located in the Kapkichi Lake area near Pickle Lake, Ontario.

On August 2, 2017 the Company announced that it signed a Letter of Intent ("LOI") with Ardiden Limited ("Ardiden"), a public company the shares of which trade on the Australian Securities Exchange. The LOI will allow Ardiden to acquire a 100% interest in all of White Metal's Pickle Lake projects and will assume the obligations of all existing underlying option agreements on these properties (collectively the "Project"). Ardiden can acquire a 100% interest in the Project by making for aggregate cash payments of $140,000 and issuing 5,592,949 Ardiden shares (ASX: ADV) as follows (all funds are in Canadian dollars):

- Ardiden shall pay White Metal a non-refundable deposit of $70,000 (received) and 1,592,949 Ardiden shares within 5 business days of executing the LOI (received);
- Ardiden will have the exclusive right to complete due diligence on the project for 12 months (to allow access to the site in the 2017 field season). After 6 months Ardiden is required to make an additional payment of $20,000 and to issue 1,000,000 Ardiden shares to retain the exclusive due diligence right for the remaining six months;
- Upon completion of due diligence, Ardiden may elect to exercise the option to acquire the Project; and
- Should Ardiden elect to acquire the Project, Ardiden shall pay the Company a further $50,000 and issue a further 3,000,000 in Ardiden shares.

White Metal will maintain the right to purchase the existing 1% NSR held by Murchison Minerals Ltd. ("Murchison") on the Murchison joint venture claims on the Dorothy-Dobie and Kasagiminnis properties pursuant to which 0.5% can be purchased for $1,000,000 and the second 0.5% can be purchased for $1,500,000. The original vendor of the Kasagiminnis property will retain a 2% NSR of which 1% can be purchased by Ardiden Ltd for $1,000,000 along with a ROFR on the remaining 1%. With respect to the newly acquired claims located within the Dorothy-Dobie claim group, the "Kukkee Option" (see press release dated July 4, 2016), the vendor retains a 2% NSR of which 1% can be purchased by Ardiden for $1,000,000 with Ardiden retaining a ROFR on the remaining 1% NSR from the original vendor. In addition, White Metal will hold a 1% NSR on this same Kukkee Option claim group. White Metal will retain a 2% NSR on the 100%-owned West Pickle and South Limb Properties of which 1% can be purchased by Ardiden for $1,000,000. Ardiden will have a ROFR on the remaining 1% NSR.

c) Seagull/Disraeli Property, Ontario

The Seagull/Disraeli property is owned 40% by Canadian International Pharma Corp. (formerly Black Panther Mining Corp.), with the Company and Rainy Mountain Royalty Corp. ("Rainy Mountain") each owning 30% interests (the three owners consolidated to be, collectively, the "Companies"). The Seagull/Disraeli Property consists of 159 mineral claim units in the Anders Lake and Leckie Lake areas and is subject to an aggregate 2.4% NSR, of which 1.4% can be purchased by the Company or Rainy Mountain at any time for $2,000,000.

On February 17, 2011, the Companies granted an option to Minfocus International Inc. (subsequently renamed Minfocus Exploration Corp.) ("Minfocus" or the "Optionee") of Toronto, Ontario, entitling the Optionee to earn an interest in the Seagull/Disraeli property. Under this agreement, the Optionee has the initial option to earn a 55% interest in the Seagull/Disraeli property from the Companies upon paying each its pro-rata share of $55,000 cash and 50,000 common shares of Minfocus (of which the Company received $15,000 in cash and 63,559 common shares valued at $12,000, based on the reorganized share capital of Minfocus). Additionally, the Optionee is required to pay the Companies an aggregate of $25,000 (in cash and/or common shares of the Optionee) on each of the 12, 24 and 36 month anniversaries of the agreement (an aggregate of $3,750 in cash and 211,441 shares of Minfocus received by the Company). The Optionee is also required to incur minimum exploration expenditures on the Seagull/Disraeli property of $250,000 in each year of the four-year initial option term (the first three years of expenditures have been completed). The Optionee could acquire a further 15% interest in the property (to 70%) by incurring an additional $2,000,000 in expenditures during the initial four-year option term. Finally, the Optionee has the right to increase its interest to 85% by completing a feasibility study on the property. By an amending agreement, dated February 11, 2015, the Companies agreed to allow the Optionee to extend the four-year exploration period to September 30, 2015 and to extend the additional 70% earn in option period to September 30, 2016 in return for the Optionee issuing 1,000,000 Minfocus shares to the Companies (300,000 shares received by the Company on February 27, 2015, valued at $6,000, representing the Company's 30% pro rata share of such issuance).

During the year ended April 30, 2017, the Companies granted another extension of the option period to September 30, 2017, with Minfocus able to extend the option period to September 30, 2018 by paying the Companies $30,000. With this extension, Minfocus is required to incur $250,000 in exploration expenditures (originally required to be incurred during the fourth year of the option) by September 30, 2017, or by September 30, 2018 if the option period is extended, to earn the initial 55% interest in the Seagull/Disraeli property and can earn a 70% interest by incurring cumulative expenditures of $3,000,000 and issuing 1,000,000 Minfocus shares to the Companies prior to September 30, 2019. Minfocus is to issue 500,000 Minfocus common shares to the Companies as consideration for this extension.

At April 30, 2017, the Company has recognized a probable impairment of the property based on a lack of recent exploration work, by writing of all related deferred costs.

d) Gunners Cove

During the period ended October 31, 2017, the Company signed a letter of intent ("LOI") to earn 100% of the Gunners Cove property located approximately 20 kilometres north of St. Anthony, Newfoundland and Labrador and consists of 682 claim units (59,402 ha or 594 sq-km). Under the terms of the LOI, the Company has the right to acquire a 100% interest from the vendor over a three-year period under the following terms:

Total cash payments of $55,000:

Signing	$5,000 (paid)
1st Anniversary	$10,000
2nd Anniversary	$20,000
3rd Anniversary	$20,000

Total payment of 1,000,000 common shares:

Signing	250,000 (issued)
1st Anniversary	250,000
2nd Anniversary	250,000
3rd Anniversary	250,000

Should White Metal outline NI 43-101 compliant mineral resources totaling greater than 500,000 ounces of gold the Company agrees to pay the vendor an additional 1,000,000 common shares. In addition, the vendor retain a 2% Net Smelter Return Royalty ("NSR") of which 1% can be bought back for $1,000,000; White Metal will have the first right of refusal on the remaining 1% NSR.

Highlights – Gunners Cove

The Gunners Cove Property is a new precious metals discovery with no previous work completed other than selective grab samples collected during limited prospecting programs. Precious and base metal mineralization is associated with pyrite-rich accumulations/nodules in graphitic argillaceous black shale. Selective grab samples collected by the property vendor and submitted to the laboratory by the Company, returned values as high as 5.86 g/t gold, 8.0 g/t silver, 0.13% copper, and 375 ppm molybdenum. Follow-up sampling by the Company yielded results of 10 ppb to 1480 ppb gold from 33 selective grab samples collected over an area measuring approximately 800 metres long by 350 metres wide.

During October 2017, the Company completed an extensive prospecting program on the property to follow up on previous results and to explore for new areas of interest within the claim group collecting a total of 156 rock samples. Of the 156 rock samples, 99 were collected from the main area of the black shale unit. On the basis of the results from the 99 samples, the Company has expanded the gold mineralization to the north by approximately 3.75 km, to the east-northeast by approximately 3.2 km, and to the south by about 1.3 km. Approximately 50% of the grab samples collected in the Gunners Cove area assayed 100 ppb Au (0.1 g/t Au) or greater, with a maximum of 2.14 g/t Au. Silver assay results are also elevated, ranging from less than 5 ppb Ag to a maximum of 9.1 g/t Ag (note: grab samples are selective by nature and are unlikely to be representative of average grades). The Company's recent work at the Gunners Cove Property has highlighted a large area of anomalous gold values and extended the discovery area substantially. Precious metal mineralization is associated with and appears to be largely hosted by pyritic nodules and stringers accompanied by minor silicification and local brecciation, and hosted by an extensive black shale unit.

Although there is still much to learn about the geological environment of the Property, there are some global examples of significant gold projects hosted or associated with nodular pyrite-bearing black shale units, which may have some similarities to the Property. Anomalous gold in nodular pyrite hosted by black shale occur in association with the Kalgoorlie Goldfields gold deposits, Australia, where some 50 million ounces of gold have been mined to date (http://ecite.utas.edu.au/100591).

The Sukhoi Log gold deposit, Russia, hosted by a black shale horizon that covers more than 15 sq-km, contains 384 million tonnes at an average grade of 2.5 to 2.7 g/t Au, with additional lower grade resources of 165 million tonnes at 2.0-2.3 g/t Au, and a further 205 million tonnes at 0.8 g/t Au in the mineralization envelope (www.smedg.org.au/apr03BryceWood.pdf). The main deposit is located within a fold nose in the black shales which displays various stages of alteration and pyrite mineralization that includes gold-rich pyrite nodules.

Another example of black shale hosted gold mineralization is the Morro do Ouro/Paracatu gold deposit located in Brazil and operated by Rio Tinto as an open pit mine from 1987 to 1999 (now owned by Kinross Gold). It produced about 50 tonnes of gold (1.46M troy ounces gold) and accounted for about 9% of Brazil's total gold production from 1982 to 1999. The combined Proven and Probable Reserves as of 2013 were estimated to be 763 million tonnes grading 0.42 g/t Au. The Measured and Indicated Resources were estimated to be 540 million tonnes grading 0.36 g/t Au (www.mining-technology.com/projects/paracatu-mine/).

The Company intends to initiate an airborne geophysical survey, to include time-domain electromagnetics and magnetic, in early 2018. The new geophysical data will assist the Company in better understanding and delineating features which might host gold, and possibly base metal, mineralization. Following the airborne geophysical survey and associated data processing and targeting, the Company is planning to begin a diamond drilling program. Targets will be based on a combination of regional and local geological knowledge, surface sampling to date, and results of the airborne geophysical survey.

e) Other Properties

The Company also retains certain other early stage mineral property interests that were originally owned by Trillium North Minerals ("Trillium") and were booked at nominal amounts on the acquisition of Trillium by the Company. Property interests and noteworthy transactions in "Other" properties include the following below:

West Timmins Property

In the 2016 fiscal year, the Company sold its West Timmins Property (also known as the West Porcupine Property) to Probe Metals Inc. for the sum of $120,000. White Metal Resources will retain a 1% NSR on the property which can be purchased at any time for $1,000,000. The $120,000 received was recorded as a gain on the disposition of exploration and evaluation assets.

Norton Lake Project

In the 2016 fiscal year, the Company entered into an agreement with Copper Lake Resources Ltd. ("Copper Lake") pursuant to which Copper Lake issued 2,000,000 shares to White Metal Resources to obtain the Company's 9.09% stake in the Norton Lake Project. The shares were valued at $80,000, with the value of this consideration received recorded in the current year as a gain on the disposition of exploration and evaluation assets.

In fiscal 2016, the Company entered into an agreement to sell 2,000,000 common shares of Copper Lake, received pursuant to the Norton Lake Project sale, to a director for $50,000. As a result, a loss of $30,000 on the disposition of the shares was recorded in the 2016 fiscal year.

Senecal Lake Property

The 100% owned Senecal Lake Property was acquired by the Company through staking and is located in the Natashquan River and Senecal Lake area of southwest Labrador. The property originally consisted of 416 claims, plus an additional 210 claims subject to an option agreement as described below.

In the fiscal 2014 year, the Company entered into an option agreement with Metals Creek Resources Corp. ("Metals Creek"), a public company related by a director in common, to acquire a 100% interest in 210 claims located in the Senecal Lake area by issuing 500,000 post-consolidation common shares (1,250,000 pre-consolidation shares issued) to Metals Creek and reimbursing Metals Creek's staking costs. Metals Creek retains a 1% NSR on the claims and the Company also granted Metals Creek a 1% NSR on certain of the Senecal Lake claims originally staked by the Company.

After entering into the Metals Creek option agreement, the Company agreed in January 2014 to option 367 of the original staked claims and sub-option the 210 Metals Creek claims to Platinum Metals Group Ltd. ("Platinum"). Platinum could have acquired a 71% interest in these claims by paying $40,000 to the Company and incurring $1,300,000 in exploration expenditures on the property over four years as follows:

(i) $40,000 cash payment (received) on January 23, 2014;
(ii) Incurring $150,000 in exploration expenditures by January 23, 2015;
(iii) Incurring a further $150,000 in exploration expenditures by January 23, 2016;
(iv) Incurring a further $250,000 in exploration expenditures by January 23, 2017; and,
(v) Incurring a further $750,000 in exploration expenditures by January 23, 2018.

After completion of the option, Platinum and the Company were to form a joint venture through terms to be negotiated. The property was to be subject to a 2% NSR, as to 1% to each of the Company and Metals Creek. Platinum could have purchased up to 1% of the NSR by making payments of $500,000 to each of the Company and Metals Creek.

On August 6, 2014, the Company announced that Platinum informed the Company of its intent to fly a detailed VTEMplus electromagnetic and magnetic geophysical survey over its Senecal Lake property located in Southwest Labrador. A crew was to be mobilized to the property for follow-up prospecting and sampling on favourable anomalous responses once data was compiled.

On June 10, 2015, Platinum Group Metals served notice of termination to the Company in regards to the Senecal Lake Property. The Company retained a 100% interest in the property.

The Company has since let the property lapse and currently holds no mining claims in the area. The $23,197 previously received in excess of capitalized expenditures related to this property was recognized as a gain on the disposition of exploration and evaluation assets during the 2016 fiscal year.

Far Lake Property

During the period ended October 31, 2017, the Company acquired by staking a 100% interest in the Far Lake property located approximately 80 km north west of Thunder Bay, Ontario. The property consists of 52 units in four claims.

In August 2017, the Company announced that it received assays from trench sampling on the property. The copper showing was discovered while prospecting a series of new logging roads and has now been traced and channel sampled along a 300 metres strike length. The best channel sample composite across the copper-rich zone returned 3.54% Cu over 3.0 metres which included the highest individual sample of 4.96% Cu over 1.0 metre. The mineralization is associated with a north-south trending structure within a silicified monzonite intrusive body. A total of 12 channel samples between 0.5 and 1.0 metre in length were collected from five trenched / exposed outcrops. The Company is planning ground geophysical surveys of induced polarization (IP) and magnetics to help identify additional targets along and perpendicular to the current strike direction. Further trenching and sampling will be utilized as follow-up on any intriguing anomalies.

Shares Subject to Escrow or Hold Periods

As of December 7, 2017, 723,000 of the Company's issued and outstanding common shares are subject to escrow agreements under which the shares will be released from escrow over a 36-month period concluding in June 2018.

Off-Balance Sheet Arrangements

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

Contractual Obligations

The Company has commitments as described in note 5 of the October 31, 2017 condensed consolidated interim financial statements with respect to certain agreements on its mineral property interests. In addition, the Company is obligated to expend $266,918 on qualified Canadian exploration expenditures related to flow-through shares issued by December 31, 2018.

Related Party Transactions

Key management personnel compensation:

	October 31, 2017	July 31, 2016
	$	$
Share-based payments	29,770	-
Accounting and property contracting services	67,815	-
Total key management personnel compensation	97,585	-

All transactions with related parties have occurred in the normal course of operations and management represents that they have occurred on a basis consistent with those involving unrelated parties, and accordingly that they are measured at fair value.

During the six month period ended October 31, 2017, Benton Resources Inc. (“Benton”), a company Michael Stares is a director and employee of, billed $46,790 (2016 - $nil) to the Company for property contracting and administrative services. At October 31, 2017, the Company owed Benton $18,995 (October 31, 2016 - $32,860) inclusive of HST.

During the six month period ended October 31, 2017, Stares Prospecting Ltd., a company controlled by Company director Alex Stares, billed $28,865 (October 31, 2016 - $10,125) to the Company for property contracting services and equipment rentals. At October 31, 2017, the Company owed Stares Prospecting Ltd. $4,912 (October 31, 2016 - $nil) inclusive of HST.

Current and Future Changes in Accounting Policy Including Initial Adoption of International Financial Reporting Standards (“IFRS”)

Statement of Compliance

These financial statements, including comparatives for the six month period ended October 31, 2017, have been prepared using accounting policies in compliance with IFRS as issued by the International Accounting Standards Board (“IASB”).

Risk Management

The Company’s financial instruments are comprised of cash and cash equivalents, receivables, investments and accounts payable and accrued liabilities.

The Company’s financial instruments are exposed to certain risks, including credit risk, liquidity risk, interest rate risk and market risk.

Credit risk

Counterparty credit risk is the risk that the financial benefits of contracts with a specific counterparty will be lost if a counterparty defaults on its obligations under the contract. This includes any cash amounts owed to the Company by those counterparties, less any amounts owed to the counterparty by the Company where a legal right of offset exists and also includes the fair values of contracts with individual counterparties which are recorded in the financial statements.

i. *Trade credit risk*

   The Company is in the exploration stage and has not yet commenced commercial production or sales. Therefore, the Company is not exposed to significant credit risk and overall the Company's credit risk has not changed significantly from the prior period.

ii. *Cash and cash equivalents*

   In order to manage credit and liquidity risk the Company's cash and short term investments are held through large Canadian Financial Institutions.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet is financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure. The Company monitors and reviews current and future cash requirements and matches the maturity profile of financial assets and liabilities.

Accounts payable and accrued liabilities are due within the current operating period.

Interest Rate Risk

The Company's interest revenue earned on cash and or short-term investments is exposed to interest rate risk. The Company does not enter into derivative contracts to manage this risk. The Company's exposure to interest rate risk is very low as the Company's short term investments are either fully liquid or bear short staggered maturity dates to mitigate the risk of fluctuating interest rates.

The Company limits its exposure to interest rate risk as it invests only in short-term investments at major Canadian Financial Institutions.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices and is comprised of currency risk, interest rate risk, and other price risk. The Company currently does not have any financial instruments that would be impacted by changes in market prices.

Other MD&A Requirements

Additional Disclosure for Venture Issuers without Significant Revenues:

As of October 31, 2017, the Company has incurred and capitalized $413,519 (April 30, 2017 - $341,814) as exploration and evaluation assets since inception of the Company, net of write-downs and recoveries.

Outstanding Share Data

At the date of this management's discussion and analysis, there are 38,741,073 common shares outstanding as well as: (a) stock options to purchase an aggregate of 2,965,000 common shares expiring between August 27, 2019 and August 29, 2022 and exercisable at $0.10 per share; and (b) share purchase warrants to purchase an aggregate of 13,607,497 common shares expiring between July 18, 2018 and November 1, 2019, exercisable at $0.10 to $0.15. For additional details of share data, please refer to Note 6 of the October 31, 2017 condensed consolidated interim financial statements.

The Company is authorized to issue an unlimited number of voting shares and an unlimited number of preferred shares issuable in series.

Dividend Policy

No dividends have been paid on any shares of the Company since the date of incorporation, and it is not contemplated that any dividends will be paid in the immediate or foreseeable future.

Legal Proceedings

To the knowledge of the Company, there are no actual or pending legal proceedings to which the Company is or is likely to be a party or of which any of its assets are likely to be subject.

Indebtedness of Directors, Officers, Promoters and Others

No director, officer, or promoter or other member of management of the Company, or any Associate or Affiliate of any such person, is or has been indebted to the Company.

Conflicts of Interest

There are potential conflicts of interest to which the directors and officers of the Company will be subject in connection with the operations of the Company. Some of the directors and officers have been and will continue to be engaged in the identification and evaluation, with a view to potential acquisition of interests in businesses and corporations on their own behalf and on behalf of other corporations, and situation may arise where the directors and officers will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies under the British Columbia Business Corporations Act.

Risk Factors

Mining Industry

The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Applicant will result in a profitable commercial mining operation.
Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices which are highly cyclical and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Applicant not receiving an adequate return on invested capital.

Mining operations generally involve a high degree of risk. The Applicant’s operations are subject to all the hazards and risks normally encountered in the exploration, development and production of ore, including unusual and unexpected geology formations, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability.

The Applicant's mineral exploration activities are directed towards the search, evaluation and development of mineral deposits. There is no certainty that the expenditures to be made by the Applicant as described herein will result in discoveries of commercial quantities of ore. There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Applicant will compete with other interests, many of which have greater financial resources than it will have for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.

Government Regulation

The exploration activities of the Applicant are subject to various federal, provincial and local laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substance and other matters. Exploration activities are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws mandate, among other things, the maintenance of air and water quality standards, and land reclamation. These laws also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Although the Applicant's exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration, mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Applicant.

Permits and Licenses

The exploitation and development of mineral properties may require the Applicant to obtain regulatory or other permits and licenses from various governmental licensing bodies. There can be no assurance that the Applicant will be able to obtain all necessary permits and licenses that may be required to carry out exploration, development and mining operations on its properties.

Environmental Risks and Hazards

All phases of the Applicant's mineral exploration operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Applicant's operations. Environmental hazards may exist on the properties on which the Applicant holds interests which are unknown to the Applicant at present, which have been caused, by previous or existing owners or operators of the properties. The Applicant may become liable for such environmental hazards caused by previous owners and operators of the properties even where it has attempted to contractually limit its liability.

Government approvals and permits are currently, and may in the future be, required in connection with the Applicant's operations. To the extent such approvals are required and not obtained; the Applicant may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Applicant and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.
Production of mineral properties may involve the use of dangerous and hazardous substances such as sodium cyanide. While all steps will be taken to prevent discharges of pollutants into the ground water the environment, the Applicant may become subject to liability for hazards that cannot be insured against.

Commodity Prices

The profitability of mining operations is significantly affected by changes in the market price of gold and other minerals. The level of interest rates, the rate of inflation, world supply of these minerals and stability of exchange rates can all cause significant fluctuations in base metal prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. The price of gold and other minerals has fluctuated widely in recent years, and future serious price declines could cause continued commercial production to be impracticable. Depending on the price of gold and other minerals, cash flow from mining operations may not be sufficient. Any figures for reserves presented by the Applicant will be estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Market fluctuations and the price of gold and other minerals may render reserves uneconomical. Moreover, short-term operating factors relating to the reserves, such as the need for orderly development of the ore bodies or the processing of new or different grades of ore, may cause a mining operation to be unprofitable in any particular accounting period.

Uninsured Risks

The Applicant carries insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include environmental pollution or other hazards against which such corporations cannot insure or against which they may elect not to insure.

Conflicts of Interest

Certain of the directors of the Applicant also serve as directors and/or officers of other companies involved in natural resource exploration and development. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Applicant will be made in accordance with their duties and obligations to deal fairly and in good faith with the Applicant and such other companies. In addition, such directors will declare, and refrain from voting on, any matter in which such directors may have a conflict of interest.

Land Title

Although the Applicant has obtained title opinions with respect to certain of its properties, there may still be undetected title defects affecting such properties. Accordingly, such properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects which could have a material adverse impact on the Applicant's operations.

Aboriginal Land Claims

No assurance can be given that aboriginal land claims will not be asserted in the future in which event the Company's operations and title to its properties may potentially be seriously adversely affected.

Auditors, Transfer Agents and Investor Relations

The auditors of the Company are DeVisser Gray LLP, Chartered Accountants of Vancouver, British Columbia.

The Transfer Agent and Registrar for the Common Shares of the Company is Computershare of Vancouver, British Columbia.

Investor relations duties are carried out by directors, officers, and employees of the Company.

Commitments and Contingencies

Except as otherwise discussed, the Company is in compliance with commitments required by contractual obligations in the normal course of business.

Forward Looking Statements

This management discussion and analysis contains certain forward-looking statements relating but not limited to the Company's expectations, intentions, plans and beliefs. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may", and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include reserve and resource estimates, estimates of future production, unit costs, costs of capital projects and timing of commencement of operations, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves, the grade and recovery of ore which is mined varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects and other factors. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results.

Potential shareholders and prospective investors should be aware that these statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific that contributes to the possibility that the predictions, forecasts, projections, and various future events will not occur. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.