ABACUS MINING & EXPLORATION CORPORATION

(An exploration stage company)

Management's discussion & analysis

For theperiod ended September30, 2017

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November 24, 2017

The following Management's Discussion and Analysis ("MD&A") of the financial condition of Abacus Mining & Exploration Corporation (an exploration stage company) ("Abacus" or the "Company") and results of operations of the Company, should be read in conjunction with the unaudited condensed interim consolidated financial statements including the notes thereto for the ninemonths ended September30, 2017 and 2016 and the audited financial statements including the notes thereto for the years ended December 31, 2016 and 2015 (collectively, the "Financial Statements").

The Financial Statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Abacus' accounting policies are described in Note 3 of the Financial Statements. These Financial Statements, together with this MD&A dated November 24, 2017 (the "Report Date"), are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to potential future performance. All dollar amounts are in Canadian dollars unless otherwise noted.

Special Note Regarding Forward-Looking Information

The Company's Financial Statements, and this accompanying MD&A, contain statements that constitute "forward-looking statements" within the meaning of National Instrument 51-102, *Continuous Disclosure Obligations* of the Canadian Securities Administrators. Forward-looking statements often, but not always, are identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", "targeting" and "intend" and statements that an event or result "may", "will", "should", "could", or "might" occur or be achieved and other similar expressions. Forward-looking statements in this MD&A include statements regarding the Company's future exploration plans and expenditures, the satisfaction of rights and performance of obligations under agreements to which the Company is a part, the ability of the Company to hire and retain employees and consultants and estimated administrative assessment and other expenses. The forward-looking statements that are contained in this MD&A involve a number of risks and uncertainties. As a consequence, actual results might differ materially from results forecast or suggested in these forward-looking statements. Some of these risks and uncertainties are identified under the heading "RISKS AND UNCERTAINTIES" in this MD&A. Additional information regarding these factors and other important factors that could cause results to differ materially may be referred to as part of particular forward-looking statements. The forward-looking statements are qualified in their entirety by reference to the important factors discussed under the heading "RISKS AND UNCERTAINTIES" and to those that may be discussed as part of particular forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that could cause the actual results to differ include market prices, exploration success, continued availability of capital and financing, inability to obtain required regulatory approvals and general market conditions. These statements are based on a number of assumptions, including assumptions regarding general market conditions, the timing and receipt of regulatory approvals, the ability of the Company and other relevant parties to satisfy regulatory requirements, the availability of financing for proposed transactions and programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Additional information relating to the Company and its operations can be obtained from the offices of the Company or on SEDAR at *www.sedar.com*.

Qualified Person

The Company's disclosure of a technical or scientific nature has been reviewed and approved by PaulG. Anderson,M.Sc., P.Geo., a qualified person under the definition of National Instrument 43-101.

Background and overall performance

In May 2010, the Company announced the signing of a significant strategic investment agreement (the "Agreement") with KGHM PolskaMiedz SA ("KGHM") to form a joint venture to advance the Ajax Project through the bankable feasibility study ("BFS") and into production. KGHM is one of the world's largest copper and silver producers. On October 12, 2010 the parties executed the definitive joint venture shareholders' agreement ("Joint Venture Agreement"). These agreements included the following highlights:

- KGHM and the Company completed a $4.5-million private placement involving the purchase of 15 million common shares of Abacus at a price of $0.30 per share.
- Abacus incorporated a wholly-owned subsidiary, KGHM Ajax, and transferred all of its mineral property interests in the Ajax Project fair valued at US$35,549,020 to KGHM Ajax in exchange for 4,900 common shares of KGHM Ajax.
- KGHM acquired a 51% interest in KGHM Ajax by investing US$37,000,000 in cash in exchange for 5,100 common shares of KGHM Ajax at the closing of the transaction on October 12, 2010. These funds were used for: (a) the completion of the BFS and certain other obligations which occurred during 2010 and 2011; and (b) the acquisition of additional land areas and exploration of other targets in the Ajax Project area. By December 31, 2011 substantially all of these funds had been used to fund the planned activity.
- Abacus was the operator of the Ajax Project, and KGHM could elect to become the operator of the Ajax Project, as described below.

KGHM's development option (the "Development Option"):

- Following the completion of the BFS, KGHM had the option to acquire an additional 29% interest, for a total 80% direct interest, in KGHM Ajax, for cash consideration of US $0.025 per pound for the corresponding 29% of proven and probable copper equivalent reserves (as defined in the BFS) up to a maximum of US $35,000,000, with the payment to be applied directly toward Abacus' proportionate share of the project's ongoing costs. After acquiring the additional 29%, KGHM could elect to become the Operator of the Ajax Project.

- KGHM is responsible for arranging the financing for its proportionate share of 80% of the Ajax Project's capital costs and will offer to arrange the financing for the balance of Abacus's proportionate share of 20% of the project's capital costs on commercially reasonable terms.

In accordance with the provisions of the Agreement, in December 2011 the Company delivered the Ajax Project's BFS to KGHM which was followed by the filing of the BFS on SEDAR on January 6, 2012. The BFS was led by Tetra Tech WEI (formally Wardrop) in conjunction with a team of globally recognized independent consultants.

On April 2, 2012, KGHM exercised the Development Option, thereby increasing its ownership in KGHM Ajax to 80%, and paid $30,159,107 (US$29,907,881) to Abacus. The funds were placed in escrow with KGHM Ajax (the "Escrowed Funds") to be used exclusively to fund Abacus' proportionate share of the project's ongoing costs.

On August 17, 2012, KGHM notified Abacus that it was exercising its option to appoint KGHM International Ltd. ("KGHMI") as the operator of the Ajax Project effective September 1, 2012 and a representative from KGHMI was appointed to KGHM Ajax's board of directors, thereby increasing KGHM's representatives on the board to three members and Abacus' representatives remaining at two. In addition, each of Abacus and KGHM selected a new appointee for the Chief Financial Officer and the Chief Operating Officer roles of KGHM Ajax.

With the change in operatorship, the Company is now in a more passive role with the Ajax Project, monitoring the progress and success of KGHMI as operator.

After assuming operatorship, an extensive review was performed by KGHMI staff and outside consultants in late 2012 through to mid-2013 to optimize the Ajax mine plan including validation of the proposed capital and operating expenditures. On August 2, 2013, (please refer to Abacus' press release of same date), KGHMI informed Abacus and the community of Kamloops that it is evaluating opportunities to make modifications to the Ajax project layout in the BFS which, interalia, may improve the economics of the project, increase the distance of the project's infrastructure from the closest residential neighbourhoods and public infrastructure, and improve the permittibility of the Ajax project. As a consequence of reviewing these opportunities, KGHMI delayed the submission of the Ajax project Environmental Application Assessment ("EA"), which had been expected to be submitted in September 2013.

The 2013 actual expenditures on the Ajax project totaled $30 million versus a forecasted 2013 budget of $47million as certain land acquisition costs and detailed engineering activities were delayed. Abacus' 20% share of the project costs were being funded by the Escrowed Funds.

In May 2014, KGHMI announced that it had made modifications to the site plan wherein several of the proposed mine's industrial facilities have been moved farther from the City of Kamloops. The new site plan represents an important adjustment to the Ajax Project as it concentrates mine activities to reduce the potential for adverse impacts from industrial activity to the city, nearby residents and other public infrastructure while optimizing the value of the project.

The key changes include:

- Redesign of the tailings storage facility from the previously proposed dry stack tailings storage to a more proven wet tailings technology. The tailings storage facility will be located closer to the mine operations.
- Relocation of a waste rock storage facility, the mine processing plant, primary crusher and temporary ore stockpiles. These sites, formerly situated inside City of Kamloops limits, will now be located more than 3.5 kilometers from the nearest city neighbourhoods and outside municipal boundaries.

A major work programme was completed during the balance of 2014 consisting of various permitting activities, detailed engineering work, metallurgical test work, optimization studies and exploration and condemnation drilling. The objective of the exploration drilling programme was to identify potentially economic mineral resources close to the Ajax mining complex for future resource definition, as well as to test several highly-prospective regional targets outside the Ajax area, which resources could add significant value to the project. Total expenditures for the 2014 program were $59.3 million.

The major technical effort during 2015 included the commencement and completion of basic engineering, completion of various optimization trade off studies and continued drilling to confirm and improve the block model, obtain samples for additional metallurgical test work along with ongoing condemnation and geotechnical drilling. Capital cost estimates and a revised economic model were completed by year end. Abacus elected to contribute its proportionate share of the estimated 2015 capital expenditure of CDN $58.4 million, the majority of which, pursuant to the *Joint Venture Agreement* between the parties, is being provided by KGHM on behalf of Abacus as a loan that will be recovered from Abacus' share of revenue once production commences from Ajax. Accordingly, commencing with the April cash call, KGHM Group was requested to provide Abacus' portion of the project expenditures for the remainder of the year.

The results of these technical studies were incorporated into an Environmental Assessment Application/ Environmental Impact Statement (EA Application/EIS) which was filed in September 2015 with the British Columbia Environmental Assessment Office ("BCEAO") for a completeness review. Following the completeness review and completing and revisions required by BCEAO, the EA Application/ EIS was submitted on January 18, 2016 for technical review by the regulators. The review process was expected to conclude in late 2016, but due to the large number of requests and questions from the public, First Nations and the working group reviewing the application on behalf of various governments, the review was suspended on May 4, 2016. The review was restarted on March 30, 2017. The Ajax Project's project description and current information with respect to the permitting process is available at the BCEAO website at www.eao.gov.bc.ca.

In addition to completing the EA Application/EIS, KGHMI also completed an updated Feasibility Study (the "updated FS") for the Ajax deposit on January 13, 2016. The updated FS supersedes the Feasibility Study of January 6, 2012 and incorporates an updated reserve and significantly updating engineering. The updated FS was prepared in accordance with Canadian National Instrument 43-101 by a consortium of independent consultants under the direction of M3 Engineering and Technology Corp., a recognized global provider of design and construction services.

Several significant changes were introduced to the scope and layout which yielded positive economic, processing and environmental parameters for the Ajax Project.

Economic Highlights (in US$ unless otherwise indicated)

- Total proven and probable mineral reserves of 426 million tones containing 2.7 billion lbs Cu, 2.6 million oz Au, and 5.3 million oz Ag, at an average life of mine (LOM) head grade of 0.29% Cu, 0.19 g/t Au, and 0.39g/t Ag.*
- 18 year mine life at an average nominal processing rate of 65,000 tonnes per day (t/d) at an overall stripping ratio of 2.65:1
- Average annual production of copper and gold in concentrate of 58,000 tonnes Cu and 125,000 oz Au
- Average mine operating costs of $1.5/t; average process operating costs of $4.31/t
- Initial capital expenditures of $1.307 billion
- Pre-tax NPV (8%) = $429.4 M   Pre-tax NPV (5%) = $872.5 M
- Pre-Tax IRR 13.4%; payback (years) 6.5

**Based on LOM metal prices of Cu: US$3.21/lb, Au: US$1,200/oz, Ag: US$17/oz*

The Ni 43-101 technical report entitled "Ajax NI 43-101 Feasibility Study Update Technical Report" prepared by the Qualified Persons mentioned in this report was filed on Sedar (www.sedar.com) and the company's website (www.amemining.com) on February 23, 2016.

Key changes from the January 2012 Feasibility Study include:

- Project site relocation from the north to the south side of the mine pit
- Change in tailings technology to thickened tailings
- Change in mining plans from 60,000 t/d to 65,000 t/d, and the replacement of the in-pit semi-mobile crushing stations with a single, fixed primary crushing station
- Addition of a fine ore stockpile
- Adjustments to the site water management plan to accommodate facility relocation and tailings storage facility redesign
- Further definition of mineral resource and mineral reserves

With a strategy of engaging the community and First Nations, KGHMI has provided extensive information to the local community and First Nations groups. Agreements have been signed with the Stk'emlupsemcteSecwepemc ("STS"), represented by the Tk'emlups and Skeetchestn First Nations bands for a Cultural Heritage Study and a Memorandum of Understanding ("MoU"). Consultations continue with the STS towards aligning an Impacts Benefits Project Agreement ("IBA"). The IBA would define the mutual responsibilities between KGHM Ajax and the STS in connection with the benefits, construction, operations, and closure of the Ajax project.

The focus of the 2016 program on the Ajax Project was to continue the required work to support the EA application and prepare responses to comments on the EA application from the regulators and the public and then provide them to the BCEAO and Canadian Environmental Assessment Agency "CEAA". In addition, consultation and negotiation with First Nations continued with a view to completing Project Agreements.

On March 29, 2017, the operator of the Ajax Project, KGHM International ("KGHMI"), was notified by the British Columbia Environmental Assessment office ("EAO") that, as a result of the satisfactory completion of information and materials in response to issues raised by multiple stakeholders, and in fulfilment of the requirements related to Aboriginal and public consultation, it had lifted its suspension of the 180-day time limit for the application review. This suspension was originally requested by KGHMI to fulfill the requirements to the EAO's satisfaction.

The EAO also informed that, going forward, the Canadian Environmental Assessment Agency ("Agency") and the EAO have agreed to seek a greater level of coordination and to prepare a joint assessment report. This coordinated approach is expected to streamline the process and provide greater certainty of process through the alignment of timelines, ensuring that both jurisdictions consider the same information and avoid duplication. Throughout the period, the Agency and the EAO have acted in coordination on the Ajax Project, co-chairing a technical working group, participating in consultation with Aboriginal groups and coordinating public comment periods.

To provide the process certainty for the remainder of the EA and to ensure federal- provincial timeline alignment consistent with a coordinated process, the provincial review period was extended by an additional 110 days. Inclusive of the extension was a 30-day public comment period on the joint assessment report and any draft provincial EA Certificate conditions ending on October 10, 2017, as well as a 45-day period for provincial Ministers to make a decision as to whether to issue an EA Certificate for the Ajax Project. Hence the Application review phase concluded in mid-October 2017, and decisions from the provincial and federal governments are expected later in 2017 or early in 2018.

Willow Property:

On February 14, 2017, the Company entered into an option agreement ("Option Agreement") with Almadex Minerals Limited and its wholly-owned Nevada subsidiary Almadex America Inc. (collectively, "Almadex"), to acquire the exclusive right and option to earn, in the aggregate, up to a 75% undivided ownership interest in the Willow Property (the "Property"). To acquire the initial 60% Option Interest in the Willow Property, the Company is required to issue common shares and incur exploration expenditures as follows:

Date	**Common shares in the capital of Abacus (the "Shares") (2) (#)**	**Minimum Annual Exploration Expenditures on the Exploration Program ("Expenditures") (US$)**
TSX-V approval (received February 22, 2017)	41,667 (1)	Nil
On or before the February 22, 2018	41,667	100,000
On or before the February 22, 2019	41,667	300,000
On or before the February 22, 2020	41,667	600,000
On or before the February 22, 2021	83,333	800,000
On or before the February 22, 2022	166,666	1,200,000
Total	**416,667**	**3,000,000**

(1) Issued on March 16, 2017; valued at $18,750.

(2) After taking into effect the consolidation of the common shares in the capital of the Company, as to one post-consolidation share for every six pre-consolidation shares, which post-consolidated shares commenced trading on the TSX-V on May 1, 2017.

Upon having earned the 60% Option Interest in the Willow Property and until the 10th anniversary date of the date of regulatory approval, the Company will be required to incur minimum exploration expenditures on an exploration program on the Property of US$500,000 per year. The Company will act as the Willow Property's operator during the initial five-year term and following the earning of the 60% Option Interest, until such time as a joint venture is established, as described below.

In order to earn the 15% Additional Interest, such that the Company would have an aggregate interest of 75% in the Willow Property, the Company will be required to deliver a Feasibility Study on the Willow Property to Almadex on or before the 10th anniversary date of the date of regulatory approval. Upon having earned the Additional Interest, the Company will continue to act as the Willow Property's operator until such time as a 75:25 joint venture is established for the further management, exploration and development of the Willow Property.

A work program comprising geological mapping, geochemical sampling and geophysics was planned for 2017 with the objective of developing drill targets. Geological mapping commenced in April, the geochemical sampling and geophysical surveying commenced in August, and further mapping and sampling will be undertaken in November of 2017.

The following table shows the activity by category of exploration expenditures for the nine months ended September30, 2017, at the Company's Willow Property.

Exploration and Evaluation Expenditures	**Nine months ended September 30, 2017 ($)**
Consulting and project supervision	115,969
Surveying	124,131
Planning	100,280
Other	10,465
Total	**350,844**

Tomichi Property:

During the nine months ended September 30, 2017, the Company acquired, by staking, claims comprising the Tomichi Property, in Nevada, US.

Other

Pursuant to the terms of the Joint Venture Agreement, Abacus can elect to contribute its proportionate shares of the Ajax operational expenditures or, without any dilution to its 20% ownership of KGHM Ajax, request that

KGHM provide the funding as a loan, to be recovered from 85% of Abacus' share of revenue upon commencement of production at Ajax. The Company elected during the second quarter of fiscal 2015 that KGHM provide the funding as a loan ("KGHM Loan"). Under the provisions of the KGHM Loan for the period ended September30, 2017, $480,000 has been provided by KGHM (2016: $2,575,478). The Company accrued interest of $932,918 during the period January 1, 2017 to September30, 2017 (January 1 to December 31, 2016: $1,002,390).

Results of operations

Activities of the Company for the nine months ended September30, 2017 continued to focus on monitoring the technical, environmental and permitting activities being performed by KGHMI acting as operator of the Ajax Project. On February 14, 2017, the Company entered into the Option Agreement to earn, in the aggregate, up to a 75% undivided ownership interest in the Willow Property. During the period ended September 30, 2017, the Company staked certain claims comprising the Tomichi Property. The Ajax project, the Willow project, and the Tomichi project are more fully discussed in *Overall performance.*

Analysis of the results of operations for the quarter ended September30, 2017 (the "Quarter 2017")

Net general and administrative expenses during the Quarter 2017 were $774,077(Quarter 2016: $430,366).

The Company incurred expenditures of:

- $23,850 (Quarter 2016: $37,781) on consulting and directors' fees
- $20,335 (Quarter 2016: $9,500) on accounting and audit
- $55,109 (Quarter 2016: $83,590) on salaries and contract wages
- $55,672 (Quarter 2016: $9,463) on legal as a result of increased activity
- $318,703 (Quarter 2016: $243,018) of accrued interest in respect of the KGHM Loan
- $186,397 (Quarter 2016: $Nil) on exploration and evaluation expenditures at the Company's exploration properties
- $6,208 (Quarter 2016: $6,278) on share-based payments on vesting of stock option; share-based payments is a non-cash item, resulting from the application of the Black-Scholes Option Pricing Model using assumptions in respect of expected dividend yield average risk-free interest rates, expected life of the options and expected volatility, is intended to represent the fair value determined under the Black-Scholes model of the vested portion of existing options during the period.

Analysis of the results of operations for the ninemonths ended September30, 2017 (the "Period 2017")

Net general and administrative expenses during the Period 2017 were $2,331,708, as compared with $1,224,969for the nine months ended September30, 2017. Significant differences in the general and administrative expenses for the Period include:

- Consulting and directors' fees increased to $100,690as compared with $85,781in 2016, primarily as a result of hiring consultants due to increased activity.

- Exploration and evaluation expenditures increased to $350,844(2016: $Nil), primarily on activity at the Willow Property.

- Share-based payments expense of $302,345was recognized during the Period 2017 (2016 Period: $84,078).

- Interest expense increased to $932,198 (2016: $688,299), as a result of interest accruing on the KGHM Loan.

- During the Period, Abacus recorded its share of the loss incurred by KGHM Ajax in its equity investment in KGHM Ajax, as to $69,680 (2016 Period: loss of $326,425).

Summary of quarterly results

The selected information set out below has been gathered from the previous eight quarterly financial statements for each respective three month financial period and are presented in accordance with IFRS.

	Revenue	Income (Loss)	Income (Loss) per share
	$	$	$
September 30, 2017	Nil	(807,911)	(0.02)
June 30, 2017	Nil	(476,996)	(0.01)
March 31, 2017	Nil	(981,296)	0.00
December 31, 2016	Nil	(28,254,289)	(0.14)
September 30, 2016	Nil	(786,033)	0.00
June 30, 2016	Nil	(599,327)	0.00
March 31, 2016	Nil	(434,619)	0.00
December 31, 2015	Nil	(3,254,133)	(0.02)

Liquidity

The Company's cash and cash equivalents are comprised of bank deposits and a savings account. Accounts payable and accrued liabilities of $135,640 are due in the fourth quarter of 2017. At September30, 2017, the Company had cash and cash equivalents, and accounts receivable of $955,658and $13,580, respectively. Cash used in operating activities for the period ended September30, 2017 was $1,034,705.

The ability of the Company to continue is dependent upon the Company's ability to generate future profitable operations and receive continued financial support from its development partner and shareholders, primarily by way of loans from KGHM and from equity financing. The Company will need to raise or borrow money for its activities. Current sources of future funding are undetermined, and management will continue to review potential financings options as the need arises. There is no certainty that the Company will be able to receive continued financial support in the future. Existing working capital is expected to be sufficient to cover non-discretionary operating expenditures for the next twelve months.

Capital resources

The Company's primary capital asset is its20% interest in KGHM Ajax: KGHM Ajax holds 100% of the mineral interests of the Ajax Project. The Company is earning an interest in the Willow property.(See *Background and Overall Performance* in this Report.)

Off balance sheet arrangements

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

Compensation of Key Management Personnel

Key management personnel consist of Paul G. Anderson (President and COO, effective November 6, 2017), Michael McInnis (a Director of the Company, and CEO and President until November 5, 2017), Jeannine Webb (CFO and Corporate Secretary), and Thomas McKeever, Kerry Spong,J ohn McConnell and Sean Harvey (independent, non-executive Directors of the Company).

The remuneration of key management personnel during the periods ended September30, 2017 and 2016 is summarized as follows:

Management's and director's compensation	September 30, 2017	September 30, 2016
	($)	**($)**
Accounting	31,750	26,375
Consulting and contract wages	116,813	114,875
Share-based payments	291,226	80,424
Directors' fees	67,500	61,875
	507,289	283,549

During the period ended September 30, 2017, the Company was charged $5,800 in respect of rent, from a company with directors in common.

Outstanding share data

On January 26, 2017, stock options allowing for the purchase of up to, in the aggregate, 995,000 shares in the capital of the Company expired.

On February 21, 2017, the Company granted options allowing for the purchase of up to, in the aggregate, 5,775,000 pre-consolidation shares at $0.07 per share (962,500 post-consolidated shares at $0.48 per share)until February 21, 2022, to employees, directors and officers of Abacus. The grant date fair value was estimated using the Black-Scholes option pricing model with the following weighted average assumptions: risk-free interest rate of 1.17%, expected life of five years, expected volatility of 103.49% and dividend yield of 0%.

The total amount of share-based payments expense is calculated at $307,067, of which $299,205was recognized during the period ended September30, 2017.

Pursuant to the vesting of options granted in prior years, the Company recognized $3,140 in share-based payments during the period ended September30, 2017.

During the period ended September30, 2017, the Company, in connection with the March 8, 2017 Offering, issued 10,200,000 warrants, with each warrant entitling the holder to purchase one common share at a price of $0.08 until March 8, 2020(1,700,000 post-consolidated shares at $0.48 per share). The fair value of the warrants was estimated using the Black-Scholes option pricing model with the following weighted average assumptions: risk-free interest rate of 0.5%, expected life of 3 years, expected volatility of 118.95% and dividend yield of 0%.

At the Special General Meeting held on April 25, 2017, the Company received shareholder approved to consolidate its issued and outstanding common shares on the basis of one post-consolidation common share for every six pre-consolidation common shares. Regulatory approval having been received, the common shares of the Company commenced trading on the TSXV on a post-consolidated basis on May 1, 2017. There was no change to the Company's trading symbol on the TSXV.

On June 26, 2017, the Company issued 25,000 post-consolidation shares on the exercise of warrants, for gross proceeds of $12,000.

As at the Report Date, and after taking into effect the consolidation of the capital stock of the Company as to one new common share for 6 old common shares, effective May 1, 2017, the Companyhad the following common shares, stock options and warrants outstanding:

Common shares	39,159,602
Stock options	2,936,654
Warrants	1,675,000

Proposed transactions

There are no proposed transactions to be reported.

Subsequent Event

On November 6, 2017, the Company announced the appointments of Mr. Paul G. Anderson, M.Sc., P.Geo., as President and COO and Mr. Michael McInnis, P.Eng., as Executive Chairman of the Company.

Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

- FVTPL - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in net income (loss).

- *Loans and receivables* - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.
- *Available-for-sale* - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized in other comprehensive income as a component of equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in net income (loss).

All financial assets, except for those classified as FVTPL, are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired.

Financial liabilities
The Company classifies its financial liabilities into one of two categories. The Company's accounting policy for each category is as follows:

- FVTPL - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing them in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in net income (loss).
- Other financial liabilities - This category includes promissory notes, amounts due to related parties, and accounts payables and accrued liabilities, and interest payable to KGHM Ajax, all of which are recognized at amortized cost.

Credit risk

The Company manages credit risk, in respect to its cash and cash equivalents, by purchasing highly liquid, short-term investment-grade securities held at major Canadian financial institutions. Concentration of credit risk exists with respect to the Company's cash and cash equivalents as all amounts are held at a single major Canadian financial institution. The Company's concentration of credit risk and maximum exposure thereto is as follows:

Concentration of credit risk and maximum exposure		September 30, 2017		December 31, 2016
Bank accounts	$	155,658	$	81,957
Savings account		800,000		925,000
Restricted cash		25,928		25,948
	$	981,586	$	1,032,905

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty meeting obligations associated with financial liabilities. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated financing and investing activities. Accounts payable and accrued liabilities of $135,640 (December 31, 2016: $76,513) are due in the fourth quarter of 2017. At September30, 2017, the Company had cash and cash equivalents, and accounts receivable of $955,658and $13,580, respectively, which is sufficient to satisfy the expected requirements for the next twelve months.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) *Interest rate risk*

(a) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.

(b) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

The Company is not susceptible to interest rate risk since the KGHM loan is fixed at 10%.

(ii) *Foreign currency risk*

The Company operates primarily in Canadian dollars, but holds minimal foreign currency, and thus is exposed to foreign currency risk.

(iii) *Other price risk*

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk.

The Company is not currently exposed to other price risk.

Changes in accounting policies

Other than the adoption of new accounting policies as described below, the same accounting policies have been used in the preparation of these financial statements as those used in the most recent audited annual financial statements and reflect all the adjustments necessary for the fair presentation in accordance with IFRS of the result of the interim periods presented.

Effective October 1, 2016, the Company voluntarily changed its accounting policy in respect of Exploration and Evaluation ("E&E") expenditures to recognize these costs in the statement of loss in the period incurred, as permitted under IFRS6 Exploration for and Evaluation of Mineral Resources. Previously, these expenditures were capitalized as E&E assets on the Company's balance sheet. The Company changed its accounting policy as it believes that the new policy is more consistent with the IFRS framework with respect to the characterization of an asset. The Company also believes that showing E&E expenditures separately on the statement of comprehensive loss and in the operating activities section of the statement of cash flows more accurately reflects the Company's activities during the periods presented. The change in accounting policy has been applied retrospectively. No change in accounting policy was made with regard to costs of acquiring mineral property licenses or rights which are disclosed as E&E assets. Upon applying this change in accounting policy, the Company determined there were no changes to the Company's financial position as at December 31, 2016, December 31, 2015, December 31, 2014 and January 1, 2014, and to the comprehensive loss, shareholders' equity and cash flows and for the years ended December 31, 2015 and 2014.

E&E acquisition costs: All direct costs related to the acquisition of mineral property interests ("E&E Assets") are capitalized into intangible assets on a property by property basis. Expenditures made in connection with a right to acquire a property and or explore in an exploration area for a period in excess of one year, are capitalized.

E&E exploration expenditures: Exploration costs, net of incidental revenues, are charged to operations in the period incurred until such time as it has been determined that a property has economically recoverable resources, in which case subsequent exploration costs and the costs incurred to develop a property are capitalized into property, plant and equipment. On the commencement of commercial production, depletion of each mining property will be provided on a unit-of-production basis using estimated reserves as the depletion base.

New accounting standards

The Company has adopted the following new standards, along with any consequential amendments, prior to or effective January 1, 2017. These changes were made in accordance with the applicable transitional provisions, and did not impact the Company's condensed interim financial statements.

- IAS 7, "Statement of Cash Flows" (amended standard): is effective for annual periods beginning on or after January 1, 2017,
- IAS 12, "Income Taxes" (amended standard): is effective for annual periods beginning on or after January 1, 2017.

Accounting Standards Issued but not yet in Effect

- IFRS 2, "Share-based payment" (amended standard) is effective for annual periods beginning on or after January 1, 2018.
- IFRS 9, "Financial Instruments: Classification and Measurement": is effective for annual periods beginning on or after January 1, 2018.
- IFRS 15, "Revenue from Contracts and Customers": the effective date of adoption has been deferred to January 1, 2018 (with earlier application permitted).
- IFRS 16, "Leases": is effective for annual periods beginning on or after January 1, 2019.

The Company is currently evaluating the impact of these new and amended standards on its financial statements. The impact is not expected to have a material impact on the statements of financial position or results of operations of the Company.

Risks and uncertainties

The Company's principal activity is mineral exploration and development, which is speculative and involves a high degree of risk. There is a significant probability that the expenditures made by the Company in the exploring of its properties will not result in discoveries of commercial quantities of minerals. A high level of ongoing expenditures is required to locate and estimate ore reserves, which are the basis for further development of a property. Capital expenditures to attain commercial production stage are also very substantial. The Company has a history of incurring losses and deficits, and is subject to a number of risks and uncertainties due to the nature of its business and present stage of explorations, such as, but not limited to, exploration, market, commodity prices, Aboriginal land claims, title, limited financial resources, share price volatility, key personnel, competition, environmental and regulatory requirements, uninsurable risks and critical accounting estimates.

The following sets out the principal risks faced by the Company:

Title: Although the Company has taken steps to verify the title to mineral properties in which it or KGHM Ajax have an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

Aboriginal Land Claims: Aboriginal rights may be claimed on properties or other types of tenure with respect to which mining rights have been conferred. The Company is aware of the mutual benefits afforded by cooperative relationships with indigenous people in conducting exploration activity and is supportive of measures established to achieve such cooperation. The outcome of any aboriginal land claims cannot be predicted, and if successful, would have a significant adverse effect on the Company

Lack of Revenue and Limited Financial Resources: The Company has no significant source of operating cash flow and no revenues from operations. The Company has limited financial resources, and its ability to continue operating as a going concern is dependent upon management's success in raising additional monies to sustain the Company until cash flow from operations is adequate to sustain the Company's viability. Substantial expenditures are required to be made by the Company and/or its development partners to establish ore reserves and develop a mining operation. Exploration and development of mineral deposits is an expensive process, and frequently the greater the level of interim stage success the more expensive it can become. At present, the Company has no producing properties and generates no operating revenues; therefore, for the foreseeable future, it will be dependent upon selling equity in the capital markets to provide financing for its continuing exploration budgets. While the Company has been successful in obtaining financing from the capital markets for its projects in recent years, there can be no assurance that the capital markets will remain favourable in the future, and/or that the Company will be able to raise the financing needed to continue its exploration programs on favourable terms, or at all. Restrictions on the Company's ability to finance could have a materially adverse outcome on the Company and its securities.

Exploration and Development of Properties: The property interests owned by the Company or KGHM Ajax, or in which it may have an interest, are currently in the exploration and evaluation stages and have no ongoing mining operations. Mineral exploration and development involves a high degree of risk and few properties are ultimately developed into producing mines. The Ajax Project is located on the southwest side of Kamloops, BC and is progressing through the preliminary steps of the environmental assessment process administered jointly by the provincial Environmental Assessment Office and the federal Canadian Environmental Assessment Agency. The proposed infrastructure will be located primarily on private land owned by KGHM Ajax, with some utilization of crown land. The Ajax Project has been designated as a Major Resource Project and constitutes a reviewable project under the Canadian Environmental Assessment Act, in addition to requiring a number of provincial permits before construction can begin. While KGHM Ajax has engaged environmental experts and consultants and is committed to working in consultation with the community, First Nations and government agencies to identify areas of environmental concern, and to developing local policies and procedures that minimize the impact of mining on surrounding areas, there can be no assurance that environmental approval will be granted in a timely manner.

Share Price Volatility, Price Fluctuations and Commodity price: The price of the common shares, financial results and exploration, development and mining activities of the Company or KGHM Ajax may in the future be significantly adversely affected by declines in the prices of base and precious metals. Metal prices fluctuate widely and are affected by numerous factors beyond the Company's control. There can be no assurance that such price fluctuations will continue, or that investors' evaluations, perceptions, beliefs and sentiments will continue to impact these target commodities. An adverse change in these commodities' prices, or in investors' beliefs about trends in those prices, could have a material adverse outcome on the Company and its securities. There can be no assurance that these price fluctuations and volatility will not continue to occur.

Key personnel: Other than in respect of the Joint Venture, the Company's operations are dependent to a large degree on the skills and experience of certain key personnel. The Company does not maintain "key man" insurance policies on these individuals. Should the availability of these persons' skills and experience be in any way reduced or curtailed, this could have a materially adverse outcome on the Company and its securities.

Competition: Significant and increasing competition exists for the opportunity to acquire or acquire an interest in the limited number of mineral properties available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire additional interests in attractive mineral properties on terms it considers acceptable.

Foreign Countries: Currently, the Company's only non-Canadian properties are located in the United States. Consequently, the Company is subject to certain risks associated with foreign ownership, including currency fluctuations, inflation, and political risk. Mineral exploration and mining activities and production activities in foreign countries may be affected in varying degrees by political stability and government regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to community rights, restrictions on production, price controls, export controls, restriction of earnings, taxation laws, expropriation of property, environmental legislation, water use, labour standards and workplace safety. The Company maintains the majority of its funds in Canada and only forwards sufficient funds to meet current obligations.

Environmental and Other Regulatory Requirements: The mining, processing, development and mineral exploration activities of the Company are subject to various laws governing prospecting, development, production, taxes, labour standards, mine safety, land use, toxic substances, land claims of local people and other matters. These laws and other governmental policies may affect investments of the Company and/or its shareholders.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Market: The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change, both in short term time horizons and longer term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities.

Uninsurable: The Company and its subsidiaries may become subject to liability for pollution, fire, explosion and other risks against which it cannot insure or against which it may elect not to insure. Such events could result in substantial damage to property and personal injury. The payment of any such liabilities may have a material, adverse effect on the Company's financial position.

Critical Accounting Estimates: In the preparation of financial information, management makes judgments, estimates and assumptions that affect, amongst other things, the carrying value of its mineral property assets. All deferred mineral property expenditures are reviewed, on a property-by-property basis, to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount that may be estimated by quantifiable evidence of an economic geological resource or reserve, joint venture expenditure commitments or the Company's assessment of its ability to sell the property for an amount exceeding the deferred costs, a provision is made for the impairment in value. Management's estimates of exploration, operating, capital and reclamation costs, if any, are subject to certain risks and uncertainties which may affect the recoverability of mineral property costs. Although management has made its best estimate of these factors, it is possible that changes could occur in the near term that could adversely affect management's estimate of the net cash flow to be generated from its properties. The Company also uses the Black-Scholes Option Pricing Model in relation to share based payments. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company’s stock options granted/vested during the period.

Legal proceedings

On September 21, 2015, Chief Ignace and Chief Gottfriedson, on behalf of the Stk’emlùpsemcteSecwepemc of the Secwepemc Nation (the “SSN”), filed a Notice of Civil Claim in the BC Supreme Court, naming the Provincial and Federal governments and KGHM as defendants. SSN seeks declarations of Aboriginal rights and title over a portion of their traditional territory, focused on the Ajax Project area, damages for infringements of those Aboriginal rights and title, and interim and permanent injunctions preventing activities in relation to the Ajax Project.The Company is not a defendant, and has been advised that KGHM is receiving legal advice in respect of this matter.

On behalf of the Board,

”Paul G. Anderson”

Paul G. Anderson, President& COO