The following Management Discussion and Analysis ("MD&A") is an overview of the activities of Irving Resources Inc. ("Irving" or the "Company"), for the year ended February 28, 2017. The MD&A is prepared as of June 27, 2017 and should be read in conjunction with the audited consolidated financial statements for the year ended February 28, 2017. Unless otherwise cited, references to dollar amounts are Canadian Dollars and financial data has been prepared in accordance with International Financial Reporting Standards ("IFRS").

The Company recommends that readers consult the "**Cautionary Statement and Forward Looking Statement Disclaimer"** on the last page of this report.

Additional information related to the Company is available on its website at www.IRVresources.com and on SEDAR at www.sedar.com.

Description of Business

Irving is a junior exploration company with a focus on gold in Japan. Irving also holds, through a subsidiary, Project Venture Agreements with Japan Oil, Gas and Metals National Corporation for joint regional exploration programs in the United Republic of Tanzania, the Republic of Malawi and the Republic of Madagascar.

The Company was incorporated under the Business Corporation Act (British Columbia) on August 28, 2015 under the name 1047431 B.C. Ltd. and was a privately held company and wholly-owned subsidiary of Gold Canyon Resources Inc. ("Gold Canyon"). On September 23, 2015, 1047431 B.C. Ltd. changed its name to Irving Resources Inc.

On November 13, 2015, Irving, Gold Canyon and First Mining Finance Corp. ("First Mining) completed a Plan of Arrangement (the "Arrangement") under the Business Corporation Act (British Columbia) that resulted in Irving holding title to various exploration properties located in Africa.

Under the Arrangement, shareholders of Gold Canyon received one common share of First Mining for each Gold Canyon share held and each Gold Canyon shareholder also received 0.03333 common shares of the Company and 0.03333 warrants of the Company for each unexercised Gold Canyon warrant held.

This resulted in the issuance of 5,372,752 common shares and 376,958 warrants of the Company. The warrants are exercisable at $0.30 until February 5, 2018. As part of the Arrangement, Gold Canyon transferred its non-gold exploration properties together with $500,000 in cash and certain other net assets owned by Gold Canyon to the Company.

In connection with the Arrangement, the Company advanced $350,000 to First Mining pursuant to the terms of the Arrangement. This amount was repaid during the period ended February 29, 2016.

The following table summarizes the recognizable consolidated assets and liabilities acquired and assumed by the Company as a result of the Arrangement:

		As at November 13, 2015
Assets		
Cash	$	501,779
Receivables		30,262
Exploration and evaluation assets		1,525,173
Equipment		7,512
Total assets assumed		**2,064,726**
Accounts payable and accrued liabilities		**(52,733)**
Net assets assumed	**$**	**2,011,993**

As of the date of this report, the Company has seven wholly-owned subsidiaries: Spring Stone Mining Corporation, ("SSM") and Spring Stone Exploration Inc., ("SSE") in the Province of British Columbia; Spring Stone Limited, ("SSL") and River Stone Limited ("RSL") in Malawi; Spring Take Limited, ("STL") in Tanzania; Irving Resources GK ("Irving GK") in Japan; and New River Stone Ltd. ("NRS") in the Republic of Madagascar.

Technical Disclosure in the Management Discussion and Analysis

Dr. Quinton Hennigh, Ph.D., P.Geo., a Qualified Person pursuant to NI 43-101 who is acting as a technical adviser to, and a director of, Irving, is responsible for reviewing and approving the technical information in this MD&A.

Overall Performance

During the year ended February 28, 2017, the Company recorded a comprehensive loss of $748,170. As at February 28, 2017, the Company has total assets of $9,099,233 and working capital of $6,446,094.

During the year, the Company completed three private placements issuing a total of 20,470,988 common shares for gross proceeds of $6,672,595. In addition, there were 2,675,000 warrants exercised for proceeds of $535,000 and 66,666 stock options exercised for proceeds of $9,333.

Projects Update

Japan Properties

Omui Property

The Company, through its wholly-owned Japan subsidiary, Irving GK, entered into an agreement to purchase a 100% interest in a mining right for the Omui Property located in Hokkaido, Japan. The total purchase price for the mining right is JPY40,000,000 cash (approximately CAD $514,000) and

JPY10,000,000 (approximately CAD $128,500) worth of the Company's common shares. During 2016, the Company paid JPY20,000,000 cash (CAD $246,400) towards the acquisition of this agreement. The balance will be payable upon commencement of the definitive registration procedure of the transfer of the mining right. The Company's common shares will be issued upon completion of the registration of the transfer of the mining right. Provisional title transfer for this purchase has been received from the Ministry of Economy, Trade and Industry ("METI"), Hokkaido Bureau. The mining right encompasses an area of roughly 2.98 sq km covering a young, possibly Miocene-aged hot spring center hosted by Tertiary-aged intermediate and felsic volcanic rocks.

To augment this land position, Irving GK has filed a total of 39 prospecting licenses covering an additional 131.71 sq km of prospective ground in the vicinity of the Omui mine and including another past producing Au-Ag mine, Hokuryu, situated about seven km west of Omui. Acceptance of all prospecting and alluvial applications was granted by the METI and a multi-step review has started for final approval. Mitsui Mineral Development Engineering Co, Ltd ("MINDECO") is assisting the Company throughout the process.

In October, 2016, the Company completed reconnaissance rock chip sampling and mapping at the Omui Gold Project. Most of the work focused on areas around the historic Omui and Hokuryu mines where high-grade epithermal Au-Ag veins were exploited prior to World War II. Irving staff with assistance from personnel from MINDECO collected 130 rock chip samples. Field observations confirm the Omui area hosts classic epithermal Au-Ag vein mineralization. Many samples collected were of banded quartz veins that likely formed within the boiling zone of a hot spring system. Vein breccias and siliceous sinter were also sampled. Textures and mineralogy of such rocks suggest they formed in a near-surface environment. Multiple parallel east-west trending veins were identified and sampled near the Omui mine and areas within 2 km to the south. Veins range from a few centimeters to a few meters in width and are up to 400 m long.

In December, 2016, the Company announced that it received high-grade assays from these surface samples around various areas of the Omui mine. At the Honpi ("Main Vein" in English) occurrence, rock chip samples collected from float boulders of vein material returned high-grade assays including 480 gpt gold ("Au") and 9,660 gpt silver ("Ag"), 143.5 gpt Au and 2,090 gpt Ag, 67.6 gpt Au and 1,060 gpt Ag, 55.6 gpt Au and 290 gpt Ag, and 48.2 gpt Au and 1,030 gpt Ag. A further 14 samples assayed >10 gpt Au and 13 samples assayed >200 gpt Ag.

Many high-grade samples originate from areas north of the Main Vein. The Main Vein is an E-W trending epithermal quartz vein that was exploited during the 1920's by a 70 m deep shaft and four working levels including several stopes, now collapsed to surface. Approximately 0.4 tonne of Au and 9 tonnes of Ag were mined at Omui during that time. Irving believes the boulders it sampled originate from subcropping veins that were neither recognized nor exploited during that early period of mining. Further work including drilling is needed to evaluate this possibility.

At Nanko, approximately one km south of Honpi, Irving collected float and subcrop samples of siliceous material thought to be sinter, a hard material deposited from hydrothermal fluids in shallow hot spring pools. Sinter typically contains low level gold whereas fractures, or feeders, below hot springs can host high grade gold, deposited there by boiling fluids. Most samples of sinter from Nanko are anomalous in Au up to 1 gpt. Two samples of breccia contain notable high grades, 29.6 gpt Au and 73.8 gpt Ag, and 21.2 gpt Au and 154 gpt Ag, respectively. These high-grade samples appear to originate from subcropping feeder structures that may indicate the presence of high grades at depth. Further work including drilling is needed to test this potential.

Four select samples of vein material collected from a mine dump adjacent to the uppermost workings of the Hokuryu mine returned 58.9 gpt Au and 495 gpt Ag, 51.4 gpt Au and 637 gpt Ag, 37.0 gpt Au and 378 gpt Ag, and 22.8 gpt Au and 321 gpt Ag. Another two select samples of vein material from the main Hokuryu mine dump assayed 31.4 gpt Au and 201 gpt Ag, and 11.4 gpt Au and 38.2 gpt Ag. One sample of silicified and pyritized rhyolite wallrock taken from the main dump assayed 2.2 gpt Au and 245 gpt Ag.

Hokuryu mine produced approximately 2.8 tonnes Au and 11.5 tonnes Ag prior to 1943 when it was abruptly closed due to the Gold Mine Closure Act near the end of World War II. Irving believes exploration potential around Hokuryu is very good, particularly along a major NE-trending graben-bounding fault that extends about 12 km to the coast. Irving has also discovered new, extensive sinter deposits along this structure. Such sinter indicates this fault was a focus for hydrothermal activity.

High-grade samples from Omui and Hokuryu are predominantly comprised of silica with less than 100 ppm arsenic ("As") and antimony ("Sb") and less than 0.02% sulfur ("S"). Because of the clean, high-silica nature of this material, it could potentially be used as smelter flux in many of the base metal smelters throughout Japan. In smelters, recovery of precious metals occurs during the smelting and refining process. As an example, Sumitomo Metal Mining Co., Ltd. treats ores from its high grade Hishikari epithermal vein deposit by utilizing them as smelter flux in its copper smelter. Irving is focused on identifying similar high-silica, high-grade epithermal vein deposits in Japan.

In December, 2016, the Company announced that its subsidiary, Irving GK, purchased from an arm's length party 0.33 sq km (33 hectares) of surface rights covering a core area near the Omui mine for the purchase price of JPY14,500,000 cash (approximately CAD $177,000).

In February, 2017, the Company's subsidiary, Irving GK entered into a long-term lease of surface rights covering the high-grade Honpi vein and surrounding areas where Irving geologists collected samples of vein material grading up to 480 gpt Au and 9,660 gpt Ag (*please refer to Irving's news release dated December 13, 2016 for further details*). According to the terms of the lease, Irving has paid approximately JPY1,800,000 cash (approximately CAD $22,000) for access to 0.15 sq km (15 hectares) for the initial five years. The lease is a five-year term and can be extended for up to three additional five-year periods.

In May, 2017, the Company announced that Irving GK entered into a long-term lease of surface rights. According to the terms of the lease, Irving has paid approximately JPY6,500,000 cash (approximately CAD $79,000) for access to 86.90 sq km (8,690 hectares) for the initial five years. The lease is a five-year term and can automatically be extended for up to three additional five-year periods.

In June, 2017, the Company's subsidiary, Irving GK purchased 29.08 sq km of surface rights for the purchase price of JPY6,000,000 (CAD$73,000).

Securing ownership and long-term lease agreements of these key properties puts the Company in a strong position to advance the Omui gold-silver project. These surface rights are considered critical for Irving to proceed with mining work.

Utanobori Property

In December, 2016, the Company announced that it has filed 26 mineral prospecting licenses covering 88.14 sq km of the Utanobori mining centre and in February, a further 12 prospecting licenses covering 33.41 sq km were filed for a total of 38 mineral prospecting licenses covering a total of 121.55 sq km. Utanobori is approximately 30 km northwest of the Omui project. Geologically, Utanobori is similar to Omui, a classic volcanic rock-hosted epithermal vein system. Irving is particularly interested in a remote area near the town of Utanobori where historic surface samples taken from veins reportedly contain very high-grade silver and lesser gold. Irving geologists also collected one vein sample from this area that carries 231 gpt Ag and 0.4 gpt Au. Irving plans follow up reconnaissance work including sampling in 2017.

Rubeshibe Property

In 2016, the Company filed 56 mineral prospecting licenses to explore for gold and other metals in an area called Rubeshibe on the island of Hokkaido, Japan. All 56 applications totaling 188.8 sq km have been accepted by the METI and a multi-step review has started for the final approval.

The Rubeshibe Property covers parts of a broad Tertiary-aged graben filled with intermediate to felsic volcanic rocks overlying a thick sequence of Mesozoic-aged sedimentary rocks. Hot spring alteration and silicification are evident in multiple areas and may be related to late-stage rhyolitic domes that have emerged along graben faults. Several small epithermal Au-Ag veins were mined in the region, mostly prior to the middle of the last century.

Sado Island Gold Project

In May, 2017, the Company announced that Irving GK filed applications for 25 mineral prospecting licenses totaling 86.53 sq km (865,301 hectares) covering a prospective area on Sado Island, a small island west of Honshu Island, Japan. All applications have been accepted by the METI and a multi-step review has started for the final approval.

Sado Island is host to the Sado Kinzan gold mine (Mitsubishi Materials Corporation) and around 30 smaller mines. Gold was discovered at Sado Kinzan in 1601 and was mined continuously for 388 years making it one of the longest lived gold mines on earth. Recorded production totals 2.51 million oz Au (average grade 5.2 gpt) and 74 million oz Ag (average grade 153 gpt). Veins at Sado Kinzan are classed as epithermal (Figure 2) but are unusual because they were productive over vertical distances of several hundred meters. Such vertical continuity is typical of some alkaline gold deposits. Extensive potassic alteration in the form of adularia, potassium-rich feldspar, is common at Sado Kinzan, and gold and silver telluride minerals are present. Adularia and tellurides are common to alkaline gold deposits. Such attributes form Irving's view that Sado Kinzan is a hybrid epithermal-alkaline gold deposit.

Eniwa Gold Project

In May, 2017, the Company announced that Irving GK filed applications for 20 mineral prospecting licenses totaling 56.15 sq km (5,615 hectares) covering a prospective area approximately 20 km south of Sapporo, Hokkaido, Japan. All applications have been accepted by the METI and a multi-step review has started for the final approval.

The Eniwa Gold Project encompasses areas in or around the historic Koryu and Eniwa mines, both of which exploited high-grade epithermal Au-Ag veins on a limited basis. Both mines closed abruptly due to the Gold Mine Closure Act in 1943. Koryu mine saw brief periods of mining and exploration activity in the 1950's, 1960's and 1970-80's, but Eniwa mine remained closed. Veins at both mines are hosted by Miocene and Neogene volcanic and sedimentary rocks and are associated with local structural doming believed related to underlying magmatic intrusions, a possible source of mineralization. Banded quartz-adularia veins with ginguro, a Japanese term for dark grey bands of fine-grained silver and gold-rich minerals, characterize mineralization. Precious metal-rich, silica-rich veins are the focus of Irving's exploration strategy in Japan where such material is routinely utilized as smelter flux by the numerous base metals smelters throughout the country.

Tanzania Project

In 2015, the Company, through its wholly-owned subsidiary, STL, was granted two Prospecting Licences ("PLs") by the Ministry of Energy and Minerals in the United Republic of Tanzania, Africa. The two PLs, Kimagai and Mlali, are located in the Mpwapwa District of the Dodoma Region in east-central Tanzania, approximately 300 km WNW of Dar es Salaam and 100 km ESE of Dodoma. Under the Joint Exploration Agreement ("JEA"), the participating interest and contributions of each of the joint venture partners is 67% Japan Oil, Gas and Metals National Corporation ("JOGMEC") and 33% the Company. In April 2017, the Company elected to not participate in the 2017 exploration program and will dilute its 33% interest as further costs are incurred.

The Mpwapwa Joint Venture was formed to explore for copper and precious metal mineralization in a poorly explored part of Tanzania. Artisanal miners currently exploit high-grade oxide copper resources in small pits scattered across the region. Several artisanal gold prospects have also been identified. Copper, gold and platinum group metals are hosted by high rank metamorphic rocks including amphibolites and localized meta-calcareous rock horizons. The exact origin of mineralization is poorly understood, but it may be derived from early stage syngenetic or magmatic deposits that have subsequently been metamorphosed or epigenetic deposits related to nearby intrusions. Observed mineralization takes the form of veins, vein breccias and stratabound lenses.

In November and December, 2015, JOGMEC undertook systematic laterite soil sampling, rock chip sampling and reconnaissance scale mapping at Kimagai and Mlali. Soil samples from Kimagai define a copper anomaly covering about three sq km with values ranging from 70-577 ppm.

The Tanzanian Ministry of Energy and Metals approved two new prospecting applications during April and May 2016. The two new PLs are in the same area as the existing Kimagai and Mlali licenses and bring the total number of concessions subject to the Mpwapwa Joint Venture to four for a total land area of approximately 198 square km. In September 2016, the Company met with local regional mines offices and various land owners and townspeople and through the fall, the Company conducted geological mapping and magnetic surveys in these two new PL areas.

Malawi Property

The Company has an interest in a Rare Earth Element ("REE") Property in Malawi, Africa through its JEA with its joint venture participant, JOGMEC. The Company's wholly-owned subsidiary, SSL, currently holds one Exclusive Prospecting Licences ("EPL") granted by the Malawi Ministry of Natural Resources, Energy Environment for the Mulanje Project. Under the JEA, the participating interest and contributions of each of the joint venture partners is 67% JOGMEC and 33% the Company.

Exploration work was completed across the Chambe Basin of the Mulanje Project in 2012. The Company and JOGMEC evaluated the metallurgy of clay samples and determined high leachability of REE's and the quality and composition of resulting REE carbonate concentrates. Although the leaching tests proved highly successful, data from drilling indicated that a potential resource at the Chambe Basin is too small to be considered economic. No further exploration is anticipated at this time; however, the Company is keeping the license in good standing. Effective April 1, 2016, the Company elected to dilute its participation by not contributing further funds to the project.

Results of Operations

For the year ended February 28, 2017

During the year ended February 28, 2017, the Company's general and administration expenses were $796,282 before other items of interest income of $12,781 and management fee income of $35,331 for a total comprehensive loss of $748,170.

Key items included $93,189 in consulting fees, $38,204 in foreign exchange loss, $15,431 in insurance expense, $27,996 in investor relations, $48,000 in management fees, $44,597 in office expenses, $92,518 in professional fees, $105,571 in salaries and benefits, $190,643 in share-based compensation expense, $11,169 in regulatory fees, $18,153 in shareholder costs and $87,957 in travel and promotion.

As the Company was incorporated August 28, 2015, there were minimal expenses in the comparative prior year, some of which consisted of consulting fees of $16,745, foreign exchange loss of $30,235, management fees of $14,000, professional fees of $49,870, regulatory fees of $14,763, salaries and benefits of $18,176, travel and promotion of $5,890, offset by management income of $8,690 resulting in a total comprehensive loss of $170,246.

As the prior year's comparative statements were only for the interim period from August 28, 2015 to February 29, 2016 and the Company has grown substantially over the last year, the variance in costs is difficult to measure. Additional costs have been incurred for consulting fees, professional fees, salaries and management fees, investor relations and travel and most of these costs have been incurred as a result of the growth in Japan.

For the three months ended February 28, 2017

During the three months ended February 28, 2017, the Company's general and administrative expenses were $350,281 before other items of interest income of $9,431 and management fee income of $27,488 for a total comprehensive loss of $313,362.

Key items included $43,222 in consulting fees, $36,921 in foreign exchange loss, $15,840 in investor relations, $12,000 in management fees, $14,976 in office expenses, $41,232 in professional fees, $24,224 in salaries and benefits, $105,833 in share-based compensation expense and $39,270 in travel and promotion.

During the three months ended February 29, 2016, the Company's general and administrative expenses were $169,759 before other items of $121 interest income and $8,690 in management fees for a comprehensive loss of $160,948 in the prior year.

Key items in the prior year included $14,590 in consulting fees, $29,990 in foreign exchange loss, $12,000 in management fees, $8,386 in office expenses, $49,870 in professional fees, $14,763 in regulatory fees, $14,731 in salaries and benefits and $5,890 in travel.

Events and transactions during the year ended February 28, 2017

a) The Tanzanian Ministry of Energy and Metals approved two new prospecting licenses, PL10815/2016 and PL10800/2016. These are in the same area as the existing Kimagai and Mlali Tanzanian licenses.

b) Incorporated a wholly-owned subsidiary in Japan named, Irving Resources Japan GK ("Irving GK"). Irving GK will enable Irving to acquire and hold exploration projects in Japan. In conjunction with the formation of Irving GK, the Company entered into a consulting agreement with Mitsui Mineral Development Engineering Co. Ltd. ("MINDECO") in Japan to assist in evaluating opportunities to explore for precious and other metals in Japan.

c) On June 21, 2016, the Company completed a private placement issuing 5,830,000 units at a price of $0.14 per unit for gross proceeds of $816,200. Each unit consisted of one common share and one share purchase warrant with each warrant exercisable into one common share at a price of $0.20 per share until June 21, 2018.

d) On July 5, 2016, the Company announced it entered into a new Project Venture Agreement ("PVA") with JOGMEC in the Republic of Madagascar. The participating interest and contributions of each of the joint venture partners are 90% JOGMEC and 10% the Company, with the Company having an option to increase its participating interest up to 33% with the reimbursement to JOGMEC of a corresponding percentage of the costs incurred on the project. In conjunction with the PVA, the Company has incorporated a joint venture subsidiary in Madagascar named, "New River Stone Ltd".

e) Appointed Mr. Kevin Box to the board of directors.

f) Held its Annual General Meeting on August 10, 2016. The incumbent directors standing for re-election, being Akiko Levinson, Quinton Hennigh and Kevin Box were all re-elected for the coming year. New nominee director, Dr. Kuang Ine Lu, was elected for the coming year.

g) Issued 2,675,000 common shares pursuant to the exercise of warrants at $0.20 per warrant for gross proceeds of $535,000.

h) Entered into a mining right purchase agreement to purchase a 100% interest in a mining right located in Japan. The total purchase price for the mining right is JPY40,000,000 cash (approximately CAD $514,000) and JPY10,000,000 (approximately CAD $128,500) worth of Irving common shares.

i) Entered into a technical advisor consulting agreement with Mr. Hidetoshi Takaoka for a one year term. Mr. Takaoka is a professional geologist with expertise in gold deposits in Japan.

j) The Company announced it has secured a 62.18 sq km land position encompassing the past producing Omui Au-Ag mine. In addition to the purchase of a 2.98 sq km mining right, the Company filed, and received acceptance of, 17 prospecting licenses covering an additional 58.20 sq km of prospective ground in the vicinity of the Omui mine. The Company also announced it completed reconnaissance rock chip sampling and mapping.

k) The Company granted incentive stock options to its directors, officers, employees and consultants to purchase an aggregate of 1,130,000 common shares at an exercise price of $0.40 per share. The stock options have a term of 3 years, subject to one-third of the grant vesting every 6 months from the grant day with full vesting in the first 18 months of the term.

l) The Company granted incentive stock options to a consultant to purchase an aggregate of 200,000 common shares at an exercise price of $0.45 per share. The stock options have a term of 3 years, subject to one-third of the grant vesting every 6 months from the grant day with full vesting in the first 18 months of the term.

m) On November 22, 2016, the Company announced the completion the final closing of a private placement which resulted in the total issuance of 14,640,988 units at a price of $0.40 per unit for total gross proceeds of $5,856,395. Each unit consisted of one common share and one-half share purchase warrant with each whole warrant exercisable into one common share at a price of $0.55 per share for a period of three years.

n) The Company announced it expanded its land position on the island of Hokkaido, Japan by filing 48 new mineral prospecting licenses totaling 161.66 sq km and a further 12 new mineral prospecting licenses totaling 33.41 sq km at the Utanobori project in northern Hokkaido.

o) The Company announced that it purchased from an arm's length party 0.33 sq km of surface rights covering a core area near the historic Omui mine for the purchase price of JPY14,500,000 cash (approximately CAD $177,000). The Company further announced that it entered into a long-term lease of surface rights covering the Honpi vein and access to 0.15 sq km. According to the terms of the lease, the Company paid approximately JPY1,800,000 cash (approximately CAD $22,000) for for the initial five years and the lease can be extended for up to three additional five-year periods.

Subsequent Events

Subsequent to February 28, 2017, the Company applied for 25 mineral prospecting licenses totaling 86.53 sq km (865,301 hectares) covering a prospective area on Sado Island, a small island west of Honshu Island, Japan. In addition, the Company also announced it applied for 20 mineral prospecting licenses totaling 56.15 sq km (5,615 hectares) covering a prospective area approximately 20 km south of Sapporo, Hokkaido, Japan called the Eniwa Gold Project.

Subsequent to February 28, 2017, the Company entered into a long-term lease of surface rights covering an area of 86.90 sq. km by paying approximately JPY6,500,000 cash (CAD $79,000) for the initial five years with an automatic extension for up to three additional five-year periods.

Subsequent February 28, 2017, the Company purchased 29.08 sq km of surface rights for the purchase price of JPY6,000,000 (CAD$73,000).

Subsequent to February 28, 2017, 116,667 stock options were exercised for gross proceeds of $50,000.

Selected Annual Information

The consolidated financial statements have been prepared in accordance with IFRS and are expressed in Canadian dollars. The information below has been extracted from the Company's audited consolidated financial statements for the years noted. As this is only the Company's second year end, there are two comparative years to report.

	Year Ended February 28, 2017	Period from incorporation on August 28, 2015 to February 29, 2016
Total interest income	$ 12,781	$ 121
Total comprehensive loss for the year	748,170	170,246
Basic and diluted loss per share	0.04	0.05
Total assets	9,099,233	2,340,893
Total liabilities	174,451	47,624

Summary of Quarterly Results

The following financial information is for the most recently completed quarters of the Company. As the Company was incorporated in August 2015, there are only six quarters to report.

	February 28, 2017	November 30, 2016	August 31, 2016
Total assets	$ 9,099,233	$ 9,218,936	$ 3,413,057
Mineral property costs	2,473,195	2,047,172	1,807,217
Working capital	6,446,094	7,064,602	1,490,324
Equity in net assets	8,924,782	9,117,645	3,303,794
Total comprehensive loss	(313,362)	(163,001)	(168,901)
Loss per share	(0.01)	(0.01)	(0.01)
	May 31, 2016	**February 29, 2016**	**November 30, 2015**
Total assets	$ 2,317,006	$ 2,340,893	$ 2,015,094
Mineral property costs	1,607,353	1,580,598	1,525,173
Working capital	589,000	705,645	454,445
Equity in net assets	2,202,993	2,293,269	2,002,695
Total comprehensive loss	(102,906)	(170,246)	(9,298)
Loss per share	(0.03)	(0.05)	(0.00)

The Company has been experiencing a substantial amount of growth over the last year and most recently, the last two quarters. During the quarter ended February 28, 2017, the Company's general and administration costs increased as a result of new agreements and growth in Japan. During the quarter ended November 30, 2016, the Company raised gross cash proceeds of $5,935,062 pursuant to a 14,640,988 unit private placement, the exercise of 370,000 warrants and the exercise of 33,333 stock options. The Company incurred minimal expenditures on its mineral properties in Africa but increased expenditures on its acquired mining rights in Japan on the Omui and Rubeshibe Properties.

During the quarter ended August 31, 2016, the Company had gross cash proceeds of $1,267,200 pursuant to a 5,830,000 unit non-brokered private placement and the exercise of 2,255,000 warrants. Exploration expenditures, as well as the private placement, resulted in an increase in total assets. The total comprehensive loss also increased due to this increase in activity with professional and consulting fees being higher than Q1.

During the quarter ended February 29, 2016, the Company completed a private placement of 3,255,000 units at $0.14 per unit for gross proceeds of $455,700. The Company had minimal activity during the quarter ended November 30, 2015 since the Arrangement closed on November 13, 2015. Costs presented are primarily the spin-out assets which are a result of the Arrangement with Gold Canyon and First Mining as well as the Company's annual audit.

Liquidity and Capital Resources

As at February 28, 2017, the Company had working capital of $6,446,094. This consists of $6,591,461 in cash, $12,536 in accounts receivable, $16,548 in prepaid expenses and $174,451 in accounts payable and current liabilities.

The consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has not generated revenues from operations. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing in the future. The Company will seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

Related Party Transactions

The Company has recorded the following amounts in related party transactions:

	Year Ended February 28, 2017	Period from August 28, 2015 to February 29, 2016
Management fees	$ 128,430	$ 26,435
Consulting fees	39,183	16,225
Director fees	-	7,000
	$ 167,613	**$ 49,660**

a) Included in the management fees were fees for services provided by the President and Chief Executive Officer and Chief Financial Officer.

b) Included in consulting fees are amounts paid to independent directors for services other than their role as directors.

c) Included in office and miscellaneous is $21,266 (2016 - $5,815) paid for rent to a company of which a former director is the president.

d) During the current year 700,000 (period from incorporation on August 28, 2015 to February 29, 2016 - 425,000) stock options were granted to directors and officers. The total vested share-based compensation allocated to directors and officers is $116,251 (period from incorporation on August 28, 2015 to February 29, 2016 - $2,457).

e) Included in consulting fees is $1,183 paid to a consultant who is a director of a subsidiary of the Company. The total amount paid is $14,094 less recoveries of $12,911 (2016 – Nil).

Key Management Compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

Other than disclosed above, there was no other compensation paid to key management during the year ended February 28, 2017 and during the period from incorporation on August 28, 2015 to February 29, 2016.

Financial Instruments

The Company has exposure to the following risks from its use of financial instruments: credit risk, liquidity risk and market risk. Management and the Board of Directors monitor risk management activities and review the adequacy of such activities.

Credit risk

Credit risk is the risk of potential loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is limited to the carrying amount on the statement of financial position and arises from the Company's cash and receivables.

The Company's cash is held with high-credit quality financial institutions. Receivables mainly consist of goods and services tax due from the Federal Government of Canada and amounts due from joint venture partner.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows from operations, and anticipating investing and financing activities. As at February 28, 2017, the Company had cash of $6,591,461 to settle current liabilities of $174,451 which have contractual maturities of less than 30 days and are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market prices, such as interest rates and foreign exchange rates.

i) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term certificates of deposits issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit rating of its banks.

ii) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. The ability of the Company to explore its mineral properties and future profitability of the Company are directly related to the market price of rare earth elements and other non-gold minerals. The Company monitors commodity prices to determine appropriate actions to be undertaken.

iii) Foreign exchange rate risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company funds certain operations, exploration and administrative expenses by using US dollars and Japanese Yen converted from its Canadian bank accounts. Management is aware of the possibility of foreign exchange risk derived from currency conversions. The Company has not entered into any agreements or purchased any instruments to hedge possible foreign exchange rate risk at this time.

Based on management's knowledge of and experience in the financial markets, management does not believe that the Company's current financial instruments will be affected by credit risk, liquidity risk or market risk.

Commitments

The Company has a two year office lease agreement expiring May 31, 2019. The lease payments will be as follows:

2018	$ 13,066
2019	17,422
2020	4,355
	$ 34,843

Contingency

Not applicable.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements as at February 28, 2017.

Outstanding Share Data

The following table summarizes the Company's outstanding share data as of the date of this Management Discussion and Analysis:

	Number of shares issued or reserved for issuance
Common shares	31,957,073
Stock options	1,621,667
Warrants	14,107,452

As at the date of this Management Discussion and Analysis, there are no common shares held in escrow.

Critical Accounting Policies

The financial statements have been prepared in accordance with accounting principles generally accepted in Canada and form the basis for the following discussion and analysis of critical accounting policies and estimates. The Company makes estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and related disclosure of contingent assets and liabilities during the course of preparing these financial statements. On a regular basis, the Company evaluates estimates and assumptions including those related to the recognition of share-based compensation.

Estimates are based on historical experience and on various other assumptions that the Company believes to be reasonable. These estimates form the basis of judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from those estimates.

New Accounting Pronouncements for Adoption in Future Periods

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective as of February 28, 2017. The Company has not early adopted any of these standards. The Company is in the process of evaluating these standards however, they are expected to have minimal or no impact on the Company's financial statements.

For complete details of the new accounting standards, refer to Note 4 of the audited consolidated financial statements for the year ended February 28, 2017:

IFRS 9, Financial Instruments – Classification and Measurement
IFRS 16, Leases

Outlook

The Company is optimistic that its newly acquired mining right at the Omui Property in Japan, as well as the multiple prospecting licenses acquired at this property, the Utanobori Property, the Rubeshibe Property and most recently Sado Island and the Eniwa Gold Project, will merit positive results and lead to advanced exploration including drilling and possibly bulk sampling. In addition, exploration on the Company's Tanzanian properties may also bring merit and warrant possible Phase II activities in the future. The Company is maintaining a watchful eye on the markets, its budgets and managing to minimize cash outflows.

Business Risks

The Company is engaged in the exploration and evaluation of mineral properties. These activities involve a high degree of risk which, even with a combination of experience, knowledge and careful evaluation, may not be overcome. Consequently, no assurance can be given that commercial quantities of minerals will be successfully found or produced.

The Company has no profitable operations and its present business is at an early stage. As such, the Company is subject to many common risks to new and developing enterprises, including under capitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a positive return on shareholders' investment.

The Company has no source of operating cash flow and there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and evaluation of its properties.

The Company's property interests are located in remote, undeveloped areas and the availability of infrastructure such as surface access, skilled labour, fuel and power at an economic cost, cannot be assured. These are integral requirements for exploration, development and production facilities on mineral properties.

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

The Company competes with other junior mineral exploration companies, some of which have greater financial resources and technical facilities. The business of mineral exploration and extraction involves a high degree of risks and few properties that are explored are ultimately developed into production. In addition to specific risks disclosed throughout this discussion, other risks facing the Company include reliance on third parties, environmental and insurance risks, statutory and regulatory requirements, metal prices and foreign currency fluctuations, share price volatility and title risks.

Cautionary Statement and Forward Looking Statement Disclaimer

Certain information included in this discussion may constitute forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Such statements are based on a number of assumptions which may prove to be incorrect.

Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. The Company cautions that the foregoing list of important factors is not exhaustive. Investors and others who base themselves on the Company's forward-looking statements should carefully consider the above factors as well as the ability of obtaining sufficient financial support.

Approval

The Company's Board of Directors of the Company has approved the disclosure contained in this MD&A.