

**SPANISH MOUNTAIN GOLD LTD.**

**Management Discussion & Analysis**

**For the Period Ended September 30, 2016**

Dated: November 28, 2016

**Spanish Mountain Gold Ltd.**  
MD&A for the nine months ended September 30, 2016

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The following is management's discussion and analysis ("MD&A") of the financial condition and results of operations of Spanish Mountain Gold Ltd. (the "Company"). This MD&A should be read in conjunction with the audited consolidated financial statements, including the notes thereto, of the Company for the years ended December 31, 2015 and 2014 as well as the unaudited condensed consolidated interim financial statements for the nine months ended September 30, 2016 and 2015 ("Financial Statements").

The accompanying Financial Statements and related notes have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") and in accordance with International Accounting Standard 34 Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB"). These financial statements, together with the following MD&A dated November 28, 2016 ("Report Date"), are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as potential future performance. Please refer to the cautionary notices at the end of this MD&A, especially in regard to forward looking statements. All dollar amounts are in Canadian dollars unless otherwise noted.

Additional information relating to the Company including its Financial Statements may be found under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at [www.spanishmountaingold.com](http://www.spanishmountaingold.com).

This MD&A was reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on November 28, 2016. The information contained within this MD&A is current to the same date.

**Overview**

The Company's September 30, 2016 Financial Statements reflect the financial position and results for the period then ended including those for its wholly-owned subsidiary, Wildrose Resources Ltd. ("Wildrose"). All material inter-company transactions have been eliminated.

The Company is an exploration stage company engaged in the acquisition, exploration and development of mineral properties. The Company's primary asset is the Spanish Mountain property located approximately 180 kilometres (km) north of Kamloops, British Columbia. The Spanish Mountain property refers to the contiguous mineral and placer claims the Company holds while the Spanish Mountain gold project (the "Project") refers to the mineral resource that the Company has defined in an area within the property. An updated resource estimate for the project was released on April 10, 2014, for which a NI 43-101 Technical Report was filed on SEDAR on May 8, 2014. The Company announced the results of a Preliminary Economic Assessment (PEA) on the Spanish Mountain gold project on November 15, 2012 and filed a NI 43-101 Technical Report on December 19, 2012.

On August 18, 2016 the Company announced it had successfully obtained a refund totalling approximately \$3.9 million in relation to the British Columbia mining exploration tax credit ("BC METC") attributable to qualified mining exploration expenses incurred for the Project.

On September 29, 2016 the Company announced the appointment of Larry Yau as Chief Executive Officer. Larry was appointed the Company's interim CEO in June 2015 and has served as CFO since January 2010. Larry will also serve the role of interim Chief Financial Officer.

On October 12, 2016 the Company announced two targeted programs for advancing the Project involving a lower tonnage mine plan and streamlined metallurgical process. The preliminary results of these studies were announced on November 22, 2016. The study for an alternate mine plan indicated that the Project's multimillion ounce resource can be developed in two distinct zones with the first zone, which comprises mostly higher grade materials, being processed as a sustainable standalone operation. With respect to the streamlined metallurgical test, testwork that is being conducted on samples without the inclusion of a

prefloat step or gravity concentration have returned encouraging results. Additional samples are being tested for the purpose of demonstrating consistency in results.

### **Mineral Asset**

#### **Spanish Mountain Gold Project, B.C.**

The Spanish Mountain property is located in the Cariboo region of central British Columbia, 6 km east of the village of Likely, and 66 km northeast of the City of Williams Lake. The property, which comprises approximately 45 contiguous mineral claims and 6 placer claims and covers an area of approximately 7,700 hectares (or 30 square miles), is 100% owned by the Company.

The property can be reached from Williams Lake via a paved secondary road that leaves Highway 97 at 150 Mile House, approximately 16 km south of Williams Lake, and continues for 87 km to the village of Likely. From Likely, the property is accessed from the Spanish Mountain Forest Service Road 1300.

The Company has been actively drilling on the property since 2005. The Spanish Mountain gold deposit is a bulk-tonnage, gold system of finely disseminated gold. The largest zone carrying significant gold mineralization is called the Main Zone, which has been traced by drilling over a length of approximately 900 metres (m) north-south and a width of 800 metres. The mineralization of the Main Zone extends northward covering another area of about 400m north-south with a similar width.

Gold mineralization occurs predominately as disseminated within the black, graphitic argillite. Gold grain size is typically less than 30 microns, and is often, but not always, associated with pyrite. Gold mineralization also occurs within quartz veins as free, fine to coarse (visible) gold. Although the highest grades have come from coarse gold within quartz veins, disseminated gold within the argillite units is the most economically important type of mineralization. The area of gold enrichment has been traced for over 2 km, occurring in multiple stratigraphic horizons.

The Spanish Mountain gold deposit is classified as sediment-hosted vein ("SHV") deposit, as it has many of the features common to these deposits, including some of the structural characteristics, regional extent of alteration, alteration mineralogy, mineralization style and gold grade.

The following highlights the key recent developments in respect of the Spanish Mountain gold project which is located in the northern part of the property area:

### **Metallurgy**

Under the direction of Dr. Morris Beattie, extensive metallurgical test work has been completed by G&T Metallurgical and SGS Lakefield and a flowsheet for the recovery of gold from the deposit has been developed. This flowsheet incorporates gravity concentration followed by flotation to produce concentrates that are subsequently leached by cyanidation. The gravity concentrate is leached by means of intensive cyanidation followed by regrinding and combination with the flotation concentrate for CIL leaching. Test work on the Main Zone has demonstrated a gold recovery of 97% or better using this procedure for the gravity concentrate. The gold extraction from the Main Zone flotation concentrate by CIL leaching has been indicated to be 95 - 97%. The recently completed PEA supports an average gold recovery of approximately 88% over the proposed mine life of 15 years for the project and an average 90% recovery during the initial three years of processing ore from the higher grade area.

Drilling and Other Field Activities

The Company completed a Reverse Circulation (“RC”) drilling program during the third quarter of 2014 (subsequent to the release of the updated resource estimate on April 10, 2014) and has not committed to any new field program. The exploration camp is being maintained and will be ready to reopen for future activities.

The assay results for the latest drilling program were released on September 23, 2014 and continue to support the expansion of the higher grade area located in the central portion of the deposit (the Phase 1 pit as proposed in the latest PEA). The highlights of the drilling results are as follows:

- 46.63 metre (m) grading 1.06 grams per tonne (g/t), including 6.10m grading 2.03 g/t gold in hole 14SMRC-1210
- 50.29m grading 1.20 g/t gold in hole 14SMRC-1212
- 27.43m grading 1.04 g/t, including 6.10m grading 3.01 g/t gold in hole 14SMRC-1214
- 28.96m grading 1.66 g/t, including 10.67m grading 3.55 g/t gold in hole 14SMRC-1215
- 48.77m grading 1.41 g/t, including 24.38m grading 2.42 g/t gold in hole 14SMRC-1215B
- 33.5m grading 1.10 g/t gold in hole 14SMRC-1216

The complete assay results are available under the Company’s profile on SEDAR and on the Company’s website at [www.spanishmountaingold.com](http://www.spanishmountaingold.com).

The Company’s technical staff and consultants are actively planning field programs and other technical studies, which will commence in due course.

Resource Estimate

On April 10, 2014, the Company released a National Instrument (NI) 43-101 compliant resource estimate for the Spanish Mountain gold project. This resource estimate is an update to the previous estimate disclosed by the Company in a news release dated July 24, 2012. As indicated above, the results from the RC program that was completed during the third quarter of 2014 were not included in the latest resource estimate.

The December 2012 PEA had established an economic cut-off of 0.2 g/t gold based on assumptions of operating costs for a potential open pit operation. The following table presents the updated resource at a cut-off grade of 0.2 g/t gold.

**Spanish Mountain Updated Resources (at a 0.20 g/t gold cut-off) Effective April, 2014**

<b>Classification</b>	<b>Tonnes</b>	<b>Gold grade (g/t)</b>	<b>Silver grade (g/t)</b>	<b>Gold (ounces)</b>	<b>Silver (ounces)</b>
Measured	37,370,000	0.59	0.66	710,000	790,000
Indicated	200,460,000	0.43	0.69	2,790,000	4,450,000
<b>Measured plus Indicated</b>	<b>237,830,000</b>	<b>0.46</b>	<b>0.69</b>	<b>3,500,000</b>	<b>5,280,000</b>
<b>Inferred</b>	<b>310,970,000</b>	<b>0.35</b>	<b>0.63</b>	<b>3,500,000</b>	<b>6,300,000</b>

Tonnages and contained ounces presented above may not total as shown due to rounding. Readers are cautioned that mineral resources, which are not mineral reserves, do not have demonstrated economic viability.

Details of the parameters used in the resource estimate for the total deposit are as follows:

- Out of a total of 872 drill holes provided, 670 core drill holes (154,368m) and 126 RC drill holes (16,278m) penetrated the various geologic solids. Missing or unsampled intervals were filled with 0.001 g/t gold. Samples not analyzed for silver from earlier drill campaigns were left blank.
- A three dimensional geologic model was produced by the Company's geologist using Vulcan 3D mining software. The mineralization was modeled into an upper argillite unit, an altered siltstone unit, a tuff unit and a lower argillite unit. All material outside of these domains was considered waste.
- The gold grade distributions within the mineralized domains were examined to determine if capping was required. In each case the distribution for gold was strongly skewed. A lognormal cumulative frequency plot was produced for gold in each domain and in all cases showed multiple overlapping lognormal populations. Capping levels were determined to reduce the effect of small high grade populations that can be considered erratic. A similar procedure was used to cap silver values.
- Gold and silver were modeled separately for each geologic domain using pairwise relative semivariograms.
- A block model with blocks 15 x 15 x 5 meters in dimension was superimposed over the mineralized geologic solids.
- Ordinary kriging was used to interpolate grades into blocks within the mineralized solids. In all cases, the kriging exercise was completed in a series of four passes with the search ellipse for each pass being a function of the semivariogram ranges.

The completed NI 43-101 compliant technical report was filed on May 8, 2014 and is available under the profile of the Company on SEDAR and the Company's website.

All drill samples were fire assayed at ALS Chemex Laboratory in Vancouver, BC. The Company has retained Discovery Consultants of Vernon, BC, to monitor independently the quality control and quality assurance (QC/QA) data on the Spanish Mountain Gold Project. Analytical precision and accuracy were measured and monitored by the use of duplicate core, prep and pulp samples and by standards (reference material). Possible contamination during the sampling and processing procedures was monitored by the insertion of blank samples.

Independent resource estimate consultant Gary Giroux MASc, P.Eng. (BC) of Giroux Consultants Ltd. has authorized the release of this estimate. Mr. Giroux is a qualified person by virtue of education, experience and membership in a professional association. He is independent of both the Company and ALS Chemex, applying all of the tests pursuant to section 1.5 of NI 43-101.

In news releases dated March 7, 2013 and April 10, 2013 the Company announced the potential for a grade increase as the core drilling used for the majority of the resource drilling appeared to underestimate the resource grade. The current resource estimate, in addition to providing an overall resource estimate which incorporates all the core drilling and RC drilling completed to date as reported above, provides confirmation for the magnitude of the grade increase based on a test block of mineralization within the overall resource. The Test Block is located in the central portion of the deposit in the area of the initial pit development as proposed in the 2012 PEA. Resource and grade estimates were made for the Test Block within the overall deposit based on each of the core drilling and RC drilling results in this area.

To test the effects of using only RC holes for determining the average grade of the Test Block, blocks within this test volume were re-kriged using only RC composites in a similar manner to the 2012 Resource Estimate. Within the RC drilling area of the Test Block, only the upper argillite, tuff and lower argillite domains were present and estimated. Since the RC holes did not penetrate below 950 elevation, only blocks above this level were compared.

A comparison of the RC block grades with the 2012 estimate, which used only core drill holes, is tabulated below.

**Comparison of Average Block Gold Grades between the Core Estimate  
and the RC Estimate**

Domain	Drill type	Number of Blocks	Total Tonnage	Average Estimated Au (g/t)	% Increase
Upper Argillite	Core holes	3,014	9,358,000	0.52	<b>11.5%</b>
	RC holes			0.58	
Tuff	Core holes	8,498	26,670,000	0.40	<b>25.0%</b>
	RC holes			0.50	
Lower Argillite	Core holes	23,939	74,330,000	0.24	<b>41.7%</b>
	RC holes			0.34	

The reader is cautioned that the above results demonstrating an increased grade and gold content apply to the Test Block only and cannot be assumed to apply to the entire deposit as the Company's 2013 RC program did not cover any area outside of the Test Block.

Preliminary Economic Assessment

The completion of a positive PEA for the Spanish Mountain gold project was announced by the Company on November 15, 2012. The PEA was completed by Tetra Tech, an internationally recognized engineering firm. The NI 43-101 Technical Report was filed on December 19, 2012 under the Company's profile on SEDAR.

The results of the PEA demonstrate the potential technical and economic viability of establishing a new gold mine and mill complex on the project site.

The PEA is based on an open pit mine with a conventional truck and shovel operation that provides 40,000 tonnes per day (tpd) of mill feed for a period of 14 years followed by stockpile treatment during year 15. The life of mine strip ratio is expected to be 2.3. The process plant is conventional in design with crushing and grinding followed by gravity concentration and flotation to produce concentrates that are enriched in gold.

**PROPOSED PROJECT HIGHLIGHTS**

- A 15 year mine life producing an average of 197,000 ounces per year of gold for the first 14 years and a total life-of-mine (LOM) production of 2.8 million ounces of gold and one million ounces of silver (based the resource estimate dated July 24, 2012).
- Average gold production over years one through three of 268,000 ounces per year.
- An average feed grade during the first three years of operation of 0.70 g/t Au with a life of mine average grade of 0.48 g/t.
- Cash costs averaging US\$526 per ounce for the first three years of production and US\$774 per ounce over the life of the mine.

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- Financial Analysis - base case gold price assumption of \$1,462/oz (being the November 1, 2012 – 36-month trailing average as per US Securities and Exchange Commission guidance) and a constant exchange rate of C\$0.99 to US\$1.00.

Gold Price US\$/oz	Pre-tax		
	Net Present Value @ 5% disc. (US\$ millions)	Internal Rate of Return (%)	Payback Period (years)
1,350	226	10	7.5
<b>1,462 (3-year trailing)</b>	<b>454</b>	<b>15</b>	<b>4.4</b>
1,716 (spot Nov.1, 2012)	887	23	2.7

- Initial Capital Cost (Q3 2012) of US\$755.9 million.
- Life of mine average gold recovery of 88%.
- By-product silver production with a silver recovery of 25%.
- On-site operating cost of US\$10.26 per tonne milled plus \$0.42 per tonne off-site costs for a total of US\$10.68 per tonne for the life of mine.
- Production Summary:

Year	1	2	3	LOM
Au, g/t	0.758	0.784	0.570	0.481
Au Recovery, %	90	90	90	88
Strip Ratio	1.58	.90	1.55	2.29
Oz Au Produced	212,000	332,000	241,000	2.8 million
Cash Cost, \$US/oz	517	453	634	774

**CAPITAL COST**

- The estimated development capital is based on the third quarter of 2012 and includes a contingency of US\$86 million.
- The initial capital cost estimate is summarized as follows:

Pre-Production Capital	US\$ (millions)
Overall Site	19.9
Open Pit Mining	127.7
Ore handling	54.3
Process	168.1
Tailings and Water Management	69.7
Environmental	11.9
On-site Infrastructures	56.5
Off-site Infrastructures	16.1
Project Indirect	129.0
Owner's Costs	16.6
Contingencies	86.1
<b>PEA Total</b>	<b>755.9</b>

- The life-of-mine sustaining capital is estimated at US\$168.1 million.

#### OPERATING COST

- Operating costs were estimated for each area of the project and life-of-mine average costs are summarized as follows:

<b>Operating Cost</b>	<b>US\$/tonne milled</b>
Mining	5.19
Process	4.45
Tailings	0.04
G&A	0.58
Offsite costs (incl. royalty)	0.42
<b>Total</b>	<b>10.68</b>

#### DISCOUNTED CASH FLOW ANALYSIS

The results of the Discounted Cash Flow (DCF) analysis indicate that the project has a pre-tax NPV of US\$454 million and an after tax NPV of US\$291 million at a discount rate of 5% with a pre-tax IRR of 15% and a post tax IRR of 12%. Payback on the project from the start of commercial production is 4.4 years. The NPV calculations are based on the beginning of the construction period, two years prior to the start of production.

The pit design was developed using a gold price of US\$1,350/oz while the November 1, 2012 three year trailing gold price of US\$1,462 and a silver price of US\$28/oz were used for the financial base case gold price. Payables for gold were 99.5%. All prices quoted in the study are in Q3 2012 US dollars unless otherwise noted. A three year trailing exchange rate of C\$0.99 to US\$1.00 was used.

#### INFRASTRUCTURE CONSIDERATIONS

The Spanish Mountain gold property is located in an active mining region of the province with the Mt Polley copper mine and QR gold mine being visible from the project site. An existing highway provides access to within a few kilometres of the project and a Forest Service Road leads from this highway through the area of the project.

The Company contemplates initiating studies in due course with BC Hydro, the power authorities in the province, for the construction of a 230kV power line from the main lines in the area of the McLeese Lake Capacitor Station to the project site.

Several alternative locations were considered for the tailings storage facility on the basis of cost and risk analysis. The preferred location upon which the project economic model is based envisages a dam construction approximately 2 km in length in the area just below Nina Lake where seepage control is readily achieved. The man-made structure that created Nina Lake has been proposed for decommissioning by the British Columbia Provincial government due to stability concerns and the storage facility could potentially occupy this area.

*The Company cautions, in accordance with NI 43-101 -- Standards of Disclosure for Mineral Projects as adopted by the Canadian Securities Regulators, that the PEA referred to herein is preliminary in nature, includes inferred mineral resources that are considered too speculative geologically to have the economic consideration applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the PEA will be realized. Mineral resources are not mineral reserves and do not have demonstrated economic viability.*



The independent PEA was completed by Tetra Tech, an internationally recognized engineering firm. The PEA was prepared under the supervision of the following independent consultants:

Project Infrastructure –	Hassan Ghaffari, P. Eng. of Tetra Tech WEI Inc.
Project Execution –	Hassan Ghaffari, P.Eng. of Tetra Tech WEI Inc.
Capital Cost –	Hassan Ghaffari, P. Eng. of Tetra Tech WEI Inc.
Mineral Processing –	Andre de Ruijter, P.Eng. of Tetra Tech WEI Inc.
Operating Cost –	Andre de Ruijter, P. Eng. of Tetra Tech WEI Inc.
Economic Analysis –	Sabry AbdelHafez, P. Eng. of Tetra Tech WEI Inc.
Resource Estimates –	Gary Giroux, P. Eng. of Giroux Consultants Ltd.
Mine Planning –	Bob Fong, P Eng. of Moose Mountain Technical Services
Geotechnical –	Warren Newcomen, P. Eng. of BGC Engineering Inc.
Environmental –	Ken Brouwer, P. Eng. of Knight Piésold Ltd.
Tailings Facility –	Les Galbraith, P. Eng. of Knight Piésold Ltd.
Power Supply –	Ibro Hadzismajlovic, P. Eng. of Stantec Consulting Ltd.
Tax Model –	PricewaterhouseCoopers LLP

### Current Activities

After the completion of the PEA in 2012, the Company's staff investigated various technical areas where the Project may be further optimized. In October 2016, the Company commenced two formal studies and the findings of which are as follows:

#### 1. Alternate Mine Plan

The preliminary findings of the study suggest that there are reasonable bases to develop the Company's multi-million ounce resource in two distinct zones. The first zone, located near the south central area of the deposit, comprises of mostly higher grade materials falling under the measured and indicated (M&I) classification of the resource within a conceptual pit. This zone could potentially be processed at approximately 20,000 tonnes per day (tpd) sustaining a standalone mining operation for more than 20 years. In the Project's previous Preliminary Economic Assessment, the mine plan for the entire resource entailed a throughput of 40,000 tpd throughout its mine life of 14 years.

The Company expects that a lower throughput scenario will potentially reduce the overall capital expenditure while maintaining a robust production profile at a reasonable unit cost. Furthermore, by focusing on the selected zone for initial development, the Company may (subject to the completion of an updated PEA) proceed with a preliminary feasibility or feasibility study without first conducting a significant infill drilling program resulting in material cost and time savings.

The Company is optimistic that the second zone, which surrounds the first zone within the current resource, and the Phoenix zone, located 2 kilometres west, could potentially enhance the Project's production profile, either concurrently or subsequently.

#### 2. Metallurgical Process

A metallurgical test program is underway on core rejects from previous drilling campaigns. Compared to the proposed flowsheet incorporated in the previous PEA, this testwork is being completed without the inclusion of a prefloat step or gravity concentration in order to simplify the overall process flowsheet. Initial testwork has achieved sufficient success to justify the ongoing work presently underway. This testwork will also include additional samples for the purpose of demonstrating consistency in results. The Company will release the final results as they become available.

Agreement with First Nations

The Company executed Protocol Agreements with the Williams Lake Indian Band in March 2011 and the Soda Creek Indian Band (Xatsúll First Nation) in March 2012; and a Cooperation Agreement with Lhtako Dene Nation in September 2012. These agreements address issues in relation to the development of the Spanish Mountain gold project.

Under the agreements, the Company recognizes and respects the First Nations groups' asserted aboriginal rights and title in the area of the Spanish Mountain gold project and the First Nation groups recognize and respect the Company's rights and interests in the exploration and development of the Company's properties. They also reflect commitments by the parties for continued engagement in a respectful and collaborative manner.

The agreements provide capacity support to the First Nations groups for their ongoing involvement in the project as well as training, employment, and business opportunities. Additionally, the parties have committed to negotiating a more detailed agreement regarding the impacts and benefits associated with the construction, operation and reclamation of a large scale mine development.

Environmental Assessment and Permitting Process

On August 4, 2011, the Company announced that the Project Description for the Spanish Mountain gold project had been accepted by both the British Columbia Environmental Assessment Office and the Canadian Environmental Assessment Agency. The Project Description describes the technical, economic, social, environmental, heritage and health components of the construction and operation of the proposed gold mine on the Spanish Mountain property. The acceptance of the Project Description means that the project has now entered the 'Pre-Application' phase of the Environmental Assessment and Permitting process. As part of the process, public meetings will be scheduled although the Company has already held initial public meetings in the communities of Likely, Big Lake and Williams Lake and has held several meetings with both the Williams Lake Indian Band and Soda Creek Indian Band. As described above, the Company has separately signed a protocol agreement with each Indian band.

For further details on the Environmental Assessment and Permitting processes, please refer to the websites listed below:

- British Columbia Environmental Assessment Office: <http://www.eao.gov.bc.ca>
- Canadian Environmental Assessment Agency: <http://www.ceaa.gc.ca>
- Government of Canada Major Projects Management Office: <http://www.mpmo-bggp.gc.ca>

**Results of Operations**

**Summary of Quarterly Results**

The selected quarterly consolidated information set out below has been derived from and should be read in conjunction with the previous eight quarterly consolidated Financial Statements for each respective financial period.

	Revenue \$	G&A Expenses \$	Net Income (Loss) \$	Income (Loss) per share \$
September 30, 2016	Nil	(384,385)	1,710,021	0.01
June 30, 2016	Nil	(153,780)	(113,665)	(0.00)
March 31, 2016	Nil	(130,411)	(96,304)	(0.00)
December 31, 2015	Nil	(143,816)	(20,675)	(0.00)
September 30, 2015	Nil	(114,520)	(96,431)	(0.00)
June 30, 2015	Nil	(160,442)	(134,990)	(0.00)
March 31, 2015	Nil	(153,963)	(117,598)	(0.00)
December 31, 2014	Nil	(250,319)	777,935	0.00

In accordance with IFRS, General and administrative (“G&A”) items are charged to the period’s income as they are incurred. Factors that cause variation over the quarters and influence general trends include the following. Seasonal weather conditions affect the Company’s operations at its exploration camp. Typically its field program commences in spring or summer and is completed during the fourth quarter of the year. As a result, items such as impairment can only be reasonably determined after the program is completed. In addition, certain items that affect corporate tax provisions can only be accurately determined at the end of the year in the fourth quarter. Expenditures on mineral properties are capitalized and form part of the carrying values of the underlying assets.

**Three Months Ended September 30, 2016 Compared to Three Months Ended September 30, 2015**

During the quarter ended September 30 2016 the Company received a BC METC refund of \$3,903,797 attributable to qualified mining exploration expenses incurred for the Spanish Mountain gold project. The receipt of this refund returned the Company to a positive working capital position and allowed the Company to resume project activities. Due to weak capital market conditions since 2012, the Company has implemented various austerity measures in order to conserve cash. Most of these measures remain in place.

G&A expenses are costs associated with the Company’s corporate head office and other expenditures that are not directly attributable to the Company’s exploration projects. Project expenditures, net of any recoveries, are capitalized and form part of the cost base of mineral properties in accordance with the Company’s accounting policy. For the three months ended September 30, 2016, G&A expenses totaled \$384,385, (2015 - \$114,520), which is an increase of \$269,865 compared with same period ended in the previous year. Salaries and wages increased by \$138,980 (2016 - \$190,322 vs. 2015- \$51,342) as the Company has re-instated certain executive salaries that were reduced and deferred in order to preserve the Company’s cash balance as well as granted an executive a onetime performance bonus. In September 2016, the Company granted stock options to certain directors, employees and consultants to acquire up to 3,850,000 common shares at an exercise price of \$0.16 per share. The Company recognized \$126,761 in share based payment expense in accordance with the vesting schedule of these options. There were no share based payments in the prior period as the Company had not granted any stock options since 2012. Share-based payments recognize the portion of the fair values of granted options attributable to the periods using the Black-Scholes valuation model. The fair values of options are influenced by such parameters as stock price volatility and current interest rates incorporated in the valuation model. Share-based payments are non-cash expenditures.

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For the three months ended September 30, 2016, the Company earned interest income of \$ 165,225 (2015 - \$205) on its surplus cash balance compared with its cash balance during the same period in the prior year. A gain on debt settlement of \$138,000 (2015 - nil) was also recognized during the same period after certain officers agreed to forgo a portion of accounts payable owed to them.

For the three months ended September 30, 2016, the Company recorded deferred income tax recovery of \$1,791,181 (2015 - \$18,422) and increase of \$1,772,759 over the same period in the previous year. The increase in tax recovery was mostly due to adjustments related to deferred tax assets account and timing differences between assets' book values and tax values in connection with the receipt of a BC METC refund of \$3,903,797. In prior periods, tax recoveries are primarily generated for taxable losses incurred during the period reflecting the potential benefits of offsetting future taxable income.

For the three months ended September 30, 2016 the Company incurred gross expenditures on its mineral properties, before recoverable tax credits and impairment loss, of \$83,196. Mineral property expenditures are capitalized in accordance with the Company's accounting policies. During the period, the most significant expenditures were geological consulting of \$34,000 as well as utilities and wages totaling \$55,019 for the maintenance of the Company's exploration camp near Likely, BC.

**Nine months Ended September 30, 2016 Compared to Nine months Ended September 30, 2015**

G&A expenses for the nine months ended September 30, 2016 increased by \$239,652 compared to the same period in the previous year (2016 - \$668,579 vs. 2015 - \$428,924). The increase is primary due to the events occurring during the three months ended September 2016, which were disclosed in the previous section.

In other areas, the Company continues to benefit from cost cutting initiatives and negotiated savings put in place since 2012. During the nine months ended September 30, 2016 the Company reduced its accounting and legal fees by \$13,540 compared to the same period in the previous year (2016 - \$64,678 vs. 2015 - \$78,218). There were also savings to the Company's office and administrative costs by \$54,975 (2016 - \$34,725 vs. 2015 - \$89,700) over the same period in the prior year.

For the nine months ended September 30, 2016, the Company recorded a higher deferred income tax recovery of \$1,863,559 compared to \$79,451 (an increase of \$1,784,108) for the same period in the prior year. As discussed in the previous section, the provision for the current period reflects the adjustments in relation to the BC METC refund \$3.9 million received.

During the period ended September 30, 2016, the Company incurred project expenditures of \$171,189, compared with \$206,566 during the same period in 2015, a reduction of \$35,377. Mineral Expenditures are capitalized in accordance with its accounting policies. During this period, the most significant expenditures were wages (\$45,155), utilities (\$29,633) and consulting fees (\$46,000) related to exploration activities. Other expenditures are related to the maintenance of the Company's exploration camp located near Likely, BC.

**Liquidity and Capital Resources**

At September 30, 2016, the Company has a working capital of \$ 2,751,097 (December 31, 2015 - deficit of \$629,765) and \$3,147,693 (December 31, 2015 - \$413,098) in cash and cash equivalents. In August 2016, the Company obtained a refund totalling approximately \$3.9 million in relation to the BC METC. Proceeds from this refund are expected to be sufficient to fund the Company's operating and project expenditures for the foreseeable future.

Currently, the Company's budgeted non-project monthly expenditures are approximately \$60,000 and primarily comprise of payroll costs for current level of staff and other G&A costs for its head office. The

**Spanish Mountain Gold Ltd.**  
MD&A for the nine months ended September 30, 2016

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Company's expenditures on its mineral properties, which are capitalized in accordance with its accounting policy, typically represent the most significant use of its capital resources.

The Company is at an exploration/development stage and has no revenue from its business operations. The Company's ability to meet its future obligations and maintain operations for the foreseeable future is contingent upon successful completion of additional financing arrangements. Although the Company has been successful in raising funds in the equity markets, there is no assurance that additional funding will be available in the future at reasonable terms. The Company also evaluates other financing opportunities that become available from time to time. As a prudent business practice for a non-revenue generating enterprise, management carefully monitors its cash resources and is exploring available options to address any potential shortfall.

On October 23, 2015, the Company completed a private placement of 16,666,667 Units for total gross proceeds of \$500,000. Each Unit consisted of one common share of the Company and one common share purchase warrant, which entitles its holder to purchase one common share at a price of \$0.05 per share for a period of five years. Cash share issue costs in the amount of \$21,997 were incurred. No finders' fee or commission was paid in connection with the offering. The proceeds from the private placement were used to fund critical operating expenditures.

The Company has not made commitments or otherwise incurred obligations with respect to expenditures on mineral properties or other capital items.

The change in cash flow activities are summarized as follows:

	<b>Increase (Decrease) in Cash and Cash Equivalents for the nine months ended September 30</b>	
	<b>2016</b>	<b>2015</b>
Operating Activities	\$ (440,702)	\$ (58,732)
Investing Activities	\$ 3,175,297	\$ (121,710)
Total Increase (Decrease) in Cash	\$ 2,734,595	\$ (180,442)
Cash and Cash Equivalents, Beginning of the Period	\$ 413,098	\$ 182,407
Cash and Cash Equivalents, End of the Period	\$ 3,147,693	\$ 1,965

Cash used in operating activities primarily comprise G&A expenditures as the Company is at an exploration/project development stage and has no source of revenue. Cash used for operating activities increased by \$381,970 (2016 – \$440,702 vs. 2015 - \$58,732) during the nine months ended September 30, 2016 compared with the prior year as certain overdue outstanding trade payables were paid off. The Company continues to practice prudent cash management and preserve cash, which includes deferring payments to the maximum extent possible.

During the nine months ended September 30, 2016 the Company's investing activities increased by \$3,297,007 primarily due to the receipt of the BC METC refund of \$3,743,840 (net of interest). This was offset by an increase in mineral property expenditures of \$446,833 (2016 - \$568,543 vs. 2015 - \$121,710).

**Transactions with Related Parties**

Prior to May 31, 2015, the Company engaged Beattie Consulting Ltd., to provide technical and strategic advice. Following the appointment of Dr. Morris Beattie to the Company's Board of Directors in March 2011, Beattie Consulting Ltd., of which Dr. Beattie is major shareholder, has been classified as a related party. During the year ended 2015, the Company incurred \$38,000 in consulting fees from this firm. On May 31, 2015 Dr. Beattie retired and resigned from the Company's board and ceased to be a related party.

Compensation of key management personnel for the nine months ended September 30, 2016 increased by \$269,883 to \$416,597 compared with \$146,714 during the same period ended in 2015. Share based payments of \$105,377 was recorded during the current period resulting from the granting of vested stock options to certain directors and officers. Share based payments are a non-cash expenditure. Management salaries increased by \$189,664 as the Company granted a onetime performance bonus to an officer and restored executive salaries which have been reduced and deferred since 2012 in order to conserve cash.

At September 30, 2016 accounts payable and accrued liabilities owed to related parties totaled \$298,033 (December 31, 2015 - \$346,914). During the nine months ended September 30, 2016, certain officers agreed to forgo a portion of accounts payable owed to them resulting in a debt settlement gain of \$138,000.

Certain executive officers are entitled to termination benefits equivalent to two years' gross salary totaling maximum of approximately \$480,000 in the event of a change of control in the Company's ownership. No termination benefits were paid to any key management personnel during the nine months ended September 30, 2016 and 2015.

During 2015 certain directors and officers provided temporary liquidity in the form of cash advances to the Company totaling \$150,622. The Company has repaid some of these demand loans during the quarter ended September 30, 2016 while \$82,626 remains outstanding. These advances are non-interest bearing and have no specified terms of repayment.

All related party transactions were recorded at the amounts agreed upon between the parties. Any balances payable are payable on demand without interest.

### **Financial Instruments and Other Instruments**

**The Company has classified its financial instruments as follows:**

- Cash and cash equivalents as fair value through profit or loss ("FVTPL");
- Rent deposit and deposits for reclamation, as loans and receivables; and
- Accounts payable, accrued liabilities and returnable security deposits as other financial liabilities.

The carrying values of rent deposit, accounts payable, accrued liabilities and returnable security deposits, approximate their fair values due to the short-term maturity of these financial instruments. The carrying value of reclamation deposits approximates fair value since amounts held earn interest at market rates.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

(a) Credit risk

Credit risk refers to the potential that counterparty to a financial instrument will fail to discharge its contractual obligations and arises principally from the Company's holdings of cash and cash equivalents. The Company manages credit risk, in respect of cash and cash equivalents by holding these at a major Canadian financial institution.

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.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. At September 30, 2016, the Company had cash and cash equivalents in the amount of \$3,147,693 and accounts payable and accrued liabilities of \$417,023. Accounts payable and accrued liabilities have contractual maturities of 90 days or less.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company is exposed to interest rate, foreign currency risk, and other price risk as follows:

I. Interest rate risk

The Company's cash and cash equivalents are held in bank accounts earning interest at variable interest rates. Due to the short-term nature of these financial instruments and the prevailing interest rate environment, fluctuations in market rates do not have a significant impact on estimated fair values as of September 30, 2016.

II. Foreign currency risk

The Company's operations are located in Canada with substantially all transactions denominated in Canadian dollars and, accordingly, the Company is not exposed to significant 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 exposed to significant other price risk with respect to its financial instrument as their fair values and future cash flows are not impacted by fluctuations in market prices.

**Outstanding Share Data**

The Company had the following common shares, stock options and warrants outstanding at September 30, 2016 and the Report Date:

	<b>At Report Date</b>
<b>Common shares</b>	218,114,373
<b>Stock options</b>	6,625,000
<b>Warrants</b>	16,666,667
<b>Fully Diluted shares outstanding</b>	241,406,040

**Off-balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

**Proposed Transactions**

At the Report Date, the Company does not have any proposed material transactions. All material transactions including those completed subsequent to the Financial Statement date are fully disclosed in the Financial Statements for the nine months ended September 30, 2016.

**Commitments**

The Company's minimum gross combined lease payments for office premises (including rent operating expenses of \$44,512) and equipment for the remainder of the lease term are as follows:

2016 (remainder of year)	45,043
2017	70,720
	<u>\$115,763</u>

The Company has entered into a sub-lease agreement to share its office premises with a third party sub-tenant. The agreement commenced November 1, 2014 and expires May 31, 2017. The cumulative reduction to the Company's gross lease payments pursuant to this agreement is expected to be \$293,310 (including operating expenses of \$115,306). Pursuant to the sub-lease agreement, the sub-tenant may elect to terminate the agreement after November 2015 upon providing the Company a three-month notice.

**Commitments related to mineral properties are as follows:**

**Spanish Mountain Property, British Columbia**

Pursuant to the purchase agreement, certain mineral claims comprising the Spanish Mountain property are subject to various net smelter returns ("NSR") at 2.5%. The Company may, at its option, reduce the NSR to 1% or 1.5% dependent on the underlying mineral claims with a maximum aggregate payment of \$1,000,000 to the vendors.

On June 15, 2010, the Company acquired a 100% undivided interest in the Cedar Creek property, which is contiguous to the Spanish Mountain property. The wholly-owned property is subject to a 2.5% NSR in favour of a third party. The NSR may be purchased by the Company for \$500,000 per 1% NSR. On May 23, 2011 the Company acquired two additional mineral claims that are adjacent to the Cedar Creek Property for \$110,000 cash. The claims are subject to a 3% NSR, 2.5% of which may be purchased for \$1,000,000.

On August 21, 2012, the Company completed the acquisition of an additional group of mineral claims for considerations of \$500,000 in cash and 2,000,000 common shares of the Company. The property is subject to an underlying 4% NSR. The Company has the option to reduce the net NSR to 2% by paying a onetime cash payment of \$2,000,000 to the royalty holders.

**New Standards and Interpretations Not Yet Adopted**

All of the new and revised standards described below may be applicable to the Company and may be early-adopted. Only those which may have a significant impact on the Company are discussed below. The Company does not expect any material impact from adopting these standards.



(a) *IFRS 9 Financial Instruments*

This is a finalized version of IFRS 9, which contains accounting requirements for financial instruments, replacing IAS 39 *Financial Instruments: Recognition and Measurement*. The standard contains requirements in the following areas:

- Classification and measurement. Financial assets are classified by reference to the business model within which they are held and their contractual cash flow characteristics. The 2014 version of IFRS 9 introduces a “fair value through other comprehensive income” category for certain debt instruments. Financial liabilities are classified in a similar manner to under IAS 39; however, there are differences in the requirements applying to the measurement of an entity's own credit risk.
- Impairment. The 2014 version of IFRS 9 introduces an “expected credit loss” model for the measurement of the impairment of financial assets, so it is no longer necessary for a credit event to have occurred before a credit loss is recognized.
- Hedge accounting. Introduces a new hedge accounting model that is designed to be more closely aligned with how entities undertake risk management activities when hedging financial and non-financial risk exposures.
- Derecognition. The requirements for the derecognition of financial assets and liabilities are carried forward from IAS 39.

This is applicable to the Company's annual period beginning on January 1, 2018.

(b) *IFRS 16 Leases*

IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17 *Leases*.

This is applicable to the Company's annual period beginning on January 1, 2019.

**Subsequent Events**

At the Report Date, no reportable material events have occurred subsequent to September 30, 2016.

**Other Requirements**

Additional disclosure of the Company's technical reports, material change reports, news releases, and other information can be obtained under the Company's profile on SEDAR.

### **Risks and Uncertainties**

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, metal prices, political and economical.

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

The Company has no significant source of operating cash flow and no revenues from operations. None of the Company's mineral properties currently have reserves. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish ore reserves.

The property interests owned by the Company, or in which it has an option to earn an interest are in the exploration stages only, are without known bodies of commercial mineralization and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties, which are explored, are ultimately developed into producing mines. Exploration of the Company's mineral properties may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations.

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 held 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. During August 2014, there was a breach of the tailings dam of a copper/ gold mine, owned by a third party, located near Likely, B.C. resulting in significant environmental damages in the area. Although the Company's operations have not been directly affected by the incident, longer term impacts, if any, on the regulatory or permitting process in connection with the Company's project cannot be determined at this time.

### **Cautionary Notices**

The Company's Financial Statements for the nine months ended September 30, 2016 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.