



# **Kintavar Exploration Inc.**

Management's Discussion and Analysis  
Quarterly Highlights

Nine months ended September 30, 2017

# Kintavar Exploration Inc.

## Management Discussion & Analysis – Quarterly Highlights

Nine months ended September 30, 2017

The following quarterly highlights management discussion and analysis (the “MD&A Highlights”) of the financial condition and results of the operations of Kintavar Exploration Inc. (the “Corporation” or “Kintavar”) constitutes management’s review of the factors that affected the Corporation’s financial and operating performance for Q3-17 YTD.

This MD&A Highlights should be read in conjunction with the Corporation’s unaudited condensed interim financial statements as at September 30, 2017 (the “Financial Statements”), the annual audited financial statements for the year ended December 31, 2016 for Groupe Ressources Géomines Inc. (“Géomines”) as well as with the management discussion and analysis for the year ended December 31, 2016 for Black Springs Capital Corp. (“Black Springs”). These documents were prepared in accordance with the International Financial Reporting Standards (“IFRS”). All figures are in Canadian dollars unless otherwise noted.

Further information regarding the Corporation and its operations are filed electronically on the System for Electronic Document Analysis and Retrieval (SEDAR) in Canada and can be found on [www.sedar.com](http://www.sedar.com).

Abbreviation	Period
Q1-16	January 1, 2016 to March 31, 2016
Q2-16	April 1, 2016 to June 30, 2016
Q3-16	July 1, 2016 to September 30, 2016
Q3-16 YTD	January 1, 2016 to September 30, 2016
Q4-16	October 1, 2016 to December 31, 2016
Q1-17	January 1, 2017 to March 31, 2017
Q2-17	April 1, 2017 to June 30, 2017
Q3-17	July 1, 2017 to September 30, 2017
Q3-17 YTD	January 1, 2017 to September 30, 2017
Q4-17	October 1, 2017 to December 31, 2017

### 1. NATURE OF ACTIVITIES

Kintavar was formed on March 24, 2017 upon the issuance of an amalgamation certificate under the Business Corporations Act (Quebec) and is engaged in the acquisition, exploration and evaluation of mining properties in Canada. The Corporation’s shares are listed on the TSX Venture Exchange (the “Exchange”) under symbol KTR. The address of the Corporation’s registered office and principal place of business is 75, boul. de Mortagne, Boucherville, Quebec, Canada, J4B 6Y4.

### 2. CORPORATE UPDATE

#### 2.1 Amalgamation and related transactions

Pursuant to the terms and conditions of the Amalgamation Agreement dated January 3, 2017, between Black Springs and Géomines, Black Springs and Géomines were amalgamated on March 24, 2017. The amalgamated entity is named Kintavar Exploration Inc.

Immediately prior to the amalgamation, Géomines acquired from GéoMéga Ressources Inc. (“GéoMéga”) mineral claims on gold bearing prospects, including the claims comprising the Anik, MacDonald, Rivière à l’aigle, Gaspard, Lac Storm, 3G, Comptois and Maryse properties, located in the Province of Québec in consideration of the issuance of 17,857,143 Géomines shares.

Pursuant to the amalgamation, the shareholders of Black Springs were issued 4,125,000 class A common shares (“Shares”) and the shareholders of Géomines were issued 35,025,529 Shares of which 17,857,143 were issued to GéoMéga. The Corporation also issued 571,428 Shares as finder fee.

# Kintavar Exploration Inc.

## Management Discussion & Analysis – Quarterly Highlights

Nine months ended September 30, 2017

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### 2. CORPORATE UPDATE (CONT'D)

This transaction is accounted for as the successive acquisitions by Géomines of GéoMéga's mining claims and 100% of the issued and outstanding shares of Black Springs. Consequently, the Financial Statements reflect only the assets, liabilities, operations and cash flows of Géomines for dates and periods prior to March 24, 2017 and include also GéoMéga's mining claims and Black Spring's assets and liabilities since March 24, 2017. More detail on the amalgamation and related transactions can be found on note 4 of the Financial Statements of the Corporation.

The transactions described above constituted Black Springs' qualifying transaction.

#### 2.2 Financial Highlights

Concurrently with the closing of the amalgamation, the Corporation completed a concurrent financing pursuant to a non-brokered private placement of (i) 1,183,510 Shares, issued on a flow through basis, at a price of \$0.18 per share, and (ii) 5,173,293 units at a price of \$0.14 per unit for aggregate gross proceeds of \$937,293. Each unit being comprised of one Share and one half of one warrant, each whole warrant entitling the holder hereof to acquire one Share at a price of \$0.18 per common share until March 24, 2019. In connection with this financing, the Corporation paid to arm's length finders an aggregate amount of \$7,842 and issued an aggregate of 43,568 finder warrants. Each finder warrant entitles the holder to purchase one Share at a price of \$0.18 until March 24, 2019.

Kintavar has a working capital of \$449,930 as at September 30, 2017 (\$741,109 as at December 31, 2016). All the exploration work imposed by the December 30, 2016 and March 24, 2017 flow-through financing was completed before September 30, 2017. The Company is constantly seeking financing or business opportunities.

The Corporation reported a net loss of \$1,603,605 in Q3-17 YTD (\$42,890 in Q3-16 YTD). The main variations are as follow:

- Salaries, employee benefits and share-based compensation for \$161,327 (nil in Q3-16 YTD). Kiril Mugerman is coordinating management and exploration activities since January 1, 2017 and is president and CEO of the amalgamated companies since March 24, 2017. GéoMégA charged Mr. Mugerman's salary and benefits from January 1 to May 15, 2017, based on time sheet. Since May 15, 2017, Mr Mugerman is on Kintavar's payroll on a time sheet basis.
- Exploration and evaluation expenses, net of tax credits \$1,098,328 (\$30,342 in Q3-16 YTD) (see section on exploration activities).
- Professional fees for \$91,385, travel, conference and investor relations for \$7,566, administration for \$15,203, filing fees for \$26,813 and rent for \$4,500 (\$12,515 in aggregate in Q3-16 YTD). Kintavar is a listed company that is actively operating as opposed to Géomines that was a private company focussing on grass root exploration with limited corporate activities.
- Listing expense for \$740,029 (nil in Q3-16 YTD). See note 4 of the September 30, 2017 financial statement.
- Deferred income taxes recovery for \$567,178 (nil in Q3-16 YTD). This recovery records mainly the amortization, in proportion of the work completed, of the premium related to flow-through shares renunciation following the December 30, 2016 and the March 24, 2017 private placement.

The Corporation reported a net loss of \$439,030 in Q3-17 (\$17,597 in Q3-16). The explanations for the main variations are the same as the Q3-17 YTD above.

# Kintavar Exploration Inc.

## Management Discussion & Analysis – Quarterly Highlights

Nine months ended September 30, 2017

### 2. CORPORATE UPDATE (CONT'D)

#### 2.3 Use of funds following the qualifying transaction

In the March 7, 2017 filing statement, the Corporation had to complete private placements to raise a minimum of \$500,000 and a maximum of \$3,108,000. The Corporation completed financings of \$1,081,710 in December 2016 (\$280,350 of units and \$801,360 of flow-through) and \$937,293 in March 2017 (\$724,261 units and \$213,032 of flow-through) for a total of \$2,019,003 (\$1,004,611 of units and \$1,014,392 of flow-through).

Following is a table summarizing the use of funds:

	Assuming completion of the minimum concurrent financing	Assuming completion of the maximum concurrent financing	Up to September 30, 2017
	\$	\$	\$
Phase 1 work program Mitchi (previously WHN Boisvert )	627,000	627,000	589,021
Phase 1 work program Anik	200,000	562,000	447,730
Phase 2 work program Anik	-	1,362,000	-
Exploration on other properties	-	-	126,596
Property acquisition	-	-	59,252
General and administrative costs	401,938	401,938	311,943
Costs to complete the qualifying transaction	56,863	56,863	117,897
Financing costs	40,000	248,640	34,751
Unallocated working capital	125,432	595,152	-
	<b>1,451,233</b>	<b>3,853,593</b>	<b>1,687,190</b>

#### 2.4 Recent financing

On November 16 and 28, 2017, the Corporation closed a private placement consisting of 2,244,784 flow through Shares at a price of \$0.14 per share and of 1,590,908 units at a price of \$0.11 per unit for aggregate gross proceeds of \$489,270. Each Unit being comprised of one Share and one half warrant, each whole warrant entitling the holder hereof to acquire one Share at a price of \$0.14 per share until November 15, 2019. In connection with this financing, the Corporation paid to arm's length finders an aggregate amount of \$7,536 and issued an aggregate of 53,830 finder warrants. Each finder warrant entitles the holder to purchase one Share at a price of \$0.14 until November 28, 2019. Certain officers of the Corporation have participated in this private placement for a total of 100,000 flow-through shares.

### 3. EXPLORATION ACTIVITIES

	Q3-17	Q3-16	Q3-17 YTD	Q3-16 YTD
	\$	\$	\$	\$
<b>Mitchi</b>				
Salaries and benefits	201,792	-	310,908	-
Geology and prospecting	41,222	5,000	63,021	20,683
Analysis	47,587	482	47,691	-
Geophysics	7,479	-	18,632	708
Lodging and travel	47,067	1,706	68,147	2,966
Supplies	37,596	4,395	78,955	5,985
Taxes, permits and insurance	1,578	-	1,667	-

# Kintavar Exploration Inc.

## Management Discussion & Analysis – Quarterly Highlights

Nine months ended September 30, 2017

### 3. EXPLORATION ACTIVITIES (CONT'D)

	Q3-17	Q3-16	Q3-17 YTD	Q3-16 YTD
	\$	\$	\$	\$
	384,321	11,583	589,021	30,342
<b>Anik</b>				
Salaries and benefits	4,431	-	116,710	-
Geology and prospecting	-	-	159	-
Drilling	(45)	-	168,508	-
Analysis	6,000	-	40,531	-
Geophysics	-	-	53,019	-
Lodging and travel	-	-	44,864	-
Supplies	-	-	18,535	-
Taxes, permits and insurance	64	-	5,404	-
Mining tax and duty credits	(28,155)	-	(28,155)	-
	(17,705)	-	419,575	-
<b>Rivière à l'aigle</b>				
Salaries and benefits	-	-	12,807	-
Geology and prospecting	-	-	159	-
Geophysics	-	-	70,470	-
Lodging and travel expenses	-	-	216	-
Supplies	-	-	3,727	-
Taxes, permits and insurance	-	-	8	-
Mining tax and duty credits	(30,103)	-	(30,103)	-
	(30,103)	-	57,284	-
<b>MacDonald</b>				
Salaries and benefits	-	-	2,197	-
Lodging and travel expenses	45	-	45	-
Supplies	-	-	1,310	-
Mining tax and duty credits	(1,170)	-	(1,170)	-
	(1,125)	-	2,382	-
<b>Cousineau</b>				
Geology and prospecting	404	-	8,402	-
Mining tax and duty credits	(2,861)	-	(2,861)	-
	(2,457)	-	5,541	-
<b>Dalime</b>				
Salaries and benefits	-	-	2,631	-
Lodging and travel	-	-	680	-
Supplies	-	-	269	-
Mining tax and duty credits	(1,300)	-	(1,300)	-
	(1,300)	-	2,280	-
<b>New Musher</b>				
Salaries and benefits	341	-	2,780	-
Analysis	4,046	-	4,046	-
Lodging and travel	-	-	915	-
Supplies	14	-	225	-
Mining tax and duty credits	(1,300)	-	(1,300)	-
	3,101	-	6,666	-
<b>Comptois</b>				
Salaries and benefits	-	-	276	-
Mining tax and duty credits	(130)	-	(130)	-
	(130)	-	146	-
<b>Gaspard</b>				
Salaries and benefits	1,231	-	1,231	-
Supplies	65	-	65	-
	1,296	-	1,296	-

# Kintavar Exploration Inc.

## Management Discussion & Analysis – Quarterly Highlights

Nine months ended September 30, 2017

### 3. EXPLORATION ACTIVITIES (CONT'D)

	Q3-17	Q3-16	Q3-17 YTD	Q3-16 YTD
	\$	\$	\$	\$
<b>Genex</b>				
Salaries and benefits	-	-	7,086	-
Geology and prospecting	1,131	-	6,229	-
Analysis	306	-	306	-
Lodging and travel	500	-	500	-
Supplies	-	-	16	-
Taxes, permits and insurance	-	-	-	-
	1,937	-	14,137	-
<b>Total</b>				
Salaries and benefits	207,795	-	456,626	-
Geology and prospecting	42,757	5,000	77,970	20,683
Drilling	(45)	-	168,508	-
Analysis	57,939	482	92,574	708
Geophysics	7,479	-	142,121	-
Lodging and travel	47,612	1,706	115,367	2,966
Supplies	37,675	4,395	103,102	5,985
Taxes, permits and insurance	1,642	-	7,079	-
Mining tax and duty credits	(65,019)	-	(65,019)	-
	<b>337,835</b>	<b>11,583</b>	<b>1,098,328</b>	<b>30,342</b>

Alain Cayer, P. Geo., M.Sc., Vice-President Exploration of GéoMégA, a qualified persons as defined in NI 43-101 supervised the preparation of the technical information in this section.

The gold projects portfolio is divided into two groups:

- The Grenville projects currently include 2 properties in the Laurentides region of southern Quebec, which are 100% owned by the Company: Mitchi (previously WHN/Boisvert) and Cousineau, a property consisting of 30 claims, which is located 30 km to the south of Mitchi.
- The Abitibi projects include 8 properties in the Abitibi region which are owed 100% by the Company: Anik, McDonald, Rivière à l'aigle, Maryse, Lac Storm and Comptois. A new property, Gaspard-Nord, located in the western extensions of the Anik and Nelligan (IAMGOLD/Vanstar) properties, was added to the list of properties. All properties, except for Lac Storm, are located in the urbanized lower part of Northern Quebec (above the 49<sup>th</sup> parallel) and all properties benefit from permanent road access, and close proximity to both public infrastructure and an experienced workforce.

#### GRENVILLE

##### 3.1 Mitchi (previously WHN/Boisvert) (Gold / Copper – 366 claims – 100% interest)

In the beginning of the year, the geological and technical teams have focused on data compilation of the entire property which today covers 366 claims and 21 km<sup>2</sup>. More than seven (7) different geophysical surveys (Magnetics / EM, gravity, induced polarisation ("IP"), Max-Min and spectrometric) dating back to 2002 were treated together with four (4) different sets of soil sampling programs dating back to 2007. Those surveys were realized from 2002 to 2015 but they had minimal or no ground follow-up at all. The levelling and compilation of all this geophysical and geochemical data is being used to identify the sectors of highest priority.

The work completed during the campaign, including the follow up of the copper showings in the Eastern portion of the Mitchi property, helped identify a sediment-hosted stratiform copper-silver-manganese mineralization within a siliceous dolomite unit. This helped establish a connection between the various showings such as Watson/Sherlock, Nasigon and Hispana. The mineralized horizons were folded and metamorphosed creating sub-kilometric areas of thickening.

# Kintavar Exploration Inc.

## Management Discussion & Analysis – Quarterly Highlights

Nine months ended September 30, 2017

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### 3. EXPLORATION ACTIVITIES (CONT'D)

Surface work on the Watson showing exposed a sequence of marbles, phlogopitic glimmerites and diopsidite with bornite, covelite, malachite and trace of chalcopyrite mineralization. The lithologies appear to have been folded, creating a thickening of the mineralized horizons, while their true width still remains unknown. A continuous composite channel sample of 13.6m returned grades of 0.54% Cu, 5.29 g/t Ag and 0.57% Mn (0.76% CuEq\*) and a second channel sample 8m to the west gave 0.61% Cu, 6.02 g/t Ag and 0.53% Mn (0.83% CuEq\*) over 3 m. Both channel samples remain open in all directions.

At a distance of 540m to the East of Watson, the identification of Cu-Ag-Mn mineralization led to the discovery of the Sherlock showing. A total of seven (7) grab samples from an area of 20m by 15m returned grades of 1.14% to 2.87% Cu and up to 39.0 g/t Ag while five (5) samples returned grades of 1.14% to 2.05% Mn. In that area, an historical channel was graded at 0.45% Cu over 5.5m. The manual trenches revealed the same lithologies as those present at the Watson showing with the mineralized marbles, glimmerites and diopsidite folded, thus creating a thickening of the lithological sequence. The higher copper grades typically correspond to marble and diopsidite horizons while the higher manganese grades correspond to glimmerites. The same mineralized and folded lithological sequence has been observed at the Watson, Sherlock, Nasigon, Hispana and the Sly showings although with a certain zonation of copper minerals (bornite, covellite, chalcocite and chalcopyrite).

A channel sample during the summer on the Sherlock trench delivered the widest interval of mineralization identified on the Mitchi property to date with 21.4m @ 0.49% Cu and 5.5 g/t Ag (0.54% CuEq) including 12 m @ 0.64% Cu and 7.4 g/t Ag (0.70% CuEq). 200 m east of the Sherlock showing, grab samples from an outcrops returned grades of up to 0.80 % Cu and 11.00 g/t Ag. Both coincide with a 450 m long weak IP and moderate soil anomaly.

The Watson-3 trench, is associated with a moderate IP and strong soil anomaly. It is located 70 m south of the Sherlock trench and returned 0.59% Cu and 4.94 g/t Ag (0.63% CuEq) over 1.9m and 0.38% Cu and 3.0 g/t Ag over 3.4 m. Watson-3 showing is interpreted as the extension on surface of the mineralization that was intersected in the 1972 historical drill holes (SIGÉOM: GM 27421) DDH12 (0.41% Cu and 16.17 g/t Ag over 6.10 m from 16.4 m), DDH13 (0.49% Cu and 15.26 g/t Ag over 9.75 m from 20.0 m) and DDH14 (0.47% Cu and 11.38 g/t Ag over 3.05 m from 20.4 m). Watson-3 mineralization is primarily associated with the phlogopite rich glimmerite layer and the diopside marble enriched in bornite with traces of chalcopyrite, chalcocite and covelite. A third and southernmost IP moderate anomaly (150 m south of Watson-3) has not been yet explained on surface or in historical drill holes.

Michel Gauthier, P.Geo and Ph.D, a technical advisor of the Corporation and a renowned metallogenist and specialist in mining exploration has visited the Watson, Watson-3, Sherlock and Nasigon showings. His interpretation supports that we are dealing with a sediment-hosted stratiform copper (SSC) system in a Grenville setting that underwent high grade metamorphism and folding.

Taking into consideration the SSC system that has been identified, re-interpretation of the geophysical survey suggests an extension of the favorable structure and lithologies 2 km to the east and west of Sherlock and Watson and this is supported by several soil anomalies. Furthermore, the same structure and lithologies are repeated 7 km to the NE as confirmed by the Hispano and Sly showings and by the Nasigon showing another 6 km further to the NNE. The airborne geophysical survey stops just short of this target area. The Nasigon area is unique in that the mineralization is mainly associated with chalcocite (approximately 80% copper by weight) and highest grades of copper (channel samples from 2014 returned 1.05% Cu over 4.0 m and 2.79% Cu over 1.6 m and are still open in both directions).

\*Copper equivalent grade (CuEq) is presented for information purposes only and is not indicative of management's opinion on the potential metallurgical recoveries or future commodity prices. The CuEq grade demonstrates that Ag and Mn play a limited role in the overall grade. CuEq grade including silver and manganese values are based on 100% metal recoveries, Cu price of 3\$/lb, Ag price of 18 \$/oz and Mn price of 0.93 \$/lb. Copper grade equivalent calculation.  $CuEq\% = (Cu\% + (Ag\text{ grade} \times Ag\text{ price})) / (22.0462 \times Cu\text{ price} \times 31.0135\text{ g/t}) + (Mn\text{ grade} \times Mn\text{ price} / Cu\text{ price})$ .

## **Kintavar Exploration Inc.**

### **Management Discussion & Analysis – Quarterly Highlights**

Nine months ended September 30, 2017

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#### **3. EXPLORATION ACTIVITIES (CONT'D)**

In the western portion of the property, polymetallic mineralization with copper-silver ± gold, nickel, cobalt, tungsten and locally rare earth elements was identified. Mineralization is associated with magmatic lithologies and locally with potassic alteration, porphyry / IOCG (Iron Oxide Copper Gold) type mineralization.

Five (5) mineralized showings were discovered or visited. The Forget2 and Assini showings consist of magnetite areas locally brecciated which are enriched in copper, gold, nickel and cobalt and anomalous in rare earth elements. Horizons consisting of mafic tuff blocks were observed at the Assini showing. The two showings are 300 m apart.

The highest grades from grab samples at the Assini showing are 0.35% Cu, 0.16% Ni, 418 ppm Co, 700 ppm La and >500 ppm Ce. A channel sample of 1.0m returned 0.23 g/t Au, 0.15% Cu, 118 ppm Co, 372 ppm Ni, 220 ppm La and 395 ppm Ce. At the Forget2 showing, the best grade from a channel was 0.19% Cu, 165 ppm La and 302 ppm Ce over 1.0 m.

The De La Tour showing was resampled and a grab sample returned 1.51% Cu, 3.9 g/t Ag, 392 ppm Ni and 652 ppm co. The showing consists of centimetric cross-cutting veinlets at metric intervals which are mineralized in pyrrhotite and chalcopyrite associated with potassic alteration. The Lac Edge and #14 showings were revisited and two (2) grab samples from a felsic intrusive dyke associated with potassic alteration returned anomalous grades of 3.27 g/t Au and 0.74% Cu and 0.19 g/t Au and 0.77% Cu respectively. A channel covering 0.90 m gave 0.16 g/t Au and 0.52% Cu at the #14 showing.

Work on the Nasigon showing in late October allowed to complete the channel sampling on the trench and a short regional overview of the area. The continuous channel sample returned assays of 1.10% Cu and 3.4 g/t Ag over 10.0 m (1.13% CuEq) including 1.74% Cu and 5.7 g/t Ag over 4.0 m (1.79% CuEq). Grab samples 100 m south of Nasigon returned grades as high as 4.27% Cu and 14.4 g/t Ag suggesting extension of the mineralization to the south west. The mineralization is associated with the same lithologies identified in the Sherlock & Watson corridor but the highest grades were present in the glimmerite facies enriched in chalcocite with traces of bornite and chalcopyrite.

Based on these results, the Corporation proceeded with staking additional 24 claims for a total of 1,363 hectares in the northern portion of the property to secure any potential extensions of the mineralization.

#### **ABITIBI**

##### **3.2 Anik (Gold – 122 claims – 100% interest)**

A short exploration drilling program on the Anik property was completed at the end of winter 2017. The Corporation was able to complete only half of its original drilling program due to an early spring breakup. Drilling focused on the central portion of the property, adjacent to the Nelligan project. The Nelligan project is a joint venture between IAMGOLD and Vanstar and IAMGOLD recently completed a 7,669 meters exploration and definition drilling program. In the north-eastern portion of the Anik property, the Bobby gold zone (Drill hole ANK-15-06: 56.5m @ 0.41 g/t Au including 15m @ 1.0 g/t Au) and Kovi gold zone (channel sample: 0.95 g/t Au over 5.0 meters, open on both sides and 6 grab samples up to 30.0 g/t Au).

The 2017 winter drilling program included 15 drill holes for a total of 2,200 meters. Due to the lack of outcrop in this area of the property, the main objectives of the program were to test several geophysical IP anomalies suggesting the extension of the mineralized structures of the Nelligan project. A few drill holes have tested several geological and electromagnetic (EM) targets.



# Kintavar Exploration Inc.

## Management Discussion & Analysis – Quarterly Highlights

Nine months ended September 30, 2017

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### 3. EXPLORATION ACTIVITIES (CONT'D)

The drilling program successfully intersected the expected lithologic units, alteration and mineralization, suggesting the continuation of Nelligan hydrothermal activity on the Anik property. Assays have shown some gold anomalies, but no economic intersections have yet been identified. The presence of alterations and mineralization in favorable lithological units at the beginning of several drill holes suggests a wider mineralization system than expected with potentially gold bearing mineralized zones that have not been intersected neither by geophysical surveys nor by drilling. Additional work will be suggested for the next campaign.

#### 3.3 Rivière à l'aigle (Gold – 163 claims – 100% interest)

The Corporation recently completed a detailed airborne geophysics EM and Magnetics survey covering the southern portion of the property covering all the high grade till anomalies that have been identified. The interpretation of the surveys combined with gold bearing till samples will help prioritize targets for the next exploration program which will consist of additional till and soil sampling, trenching and local surface geophysics.

The property is located north of the Osisko Mining Inc. (“Osisko”) “Urban Green Fields” property where an extensive till sampling program was completed in 2016 confirming the gold trains identified by Kintavar. An Osisko drilling exploration program is currently ongoing on the eastern targets, south of the Rivière-à-l'aigle property. The area is currently one of the most active exploration regions of Quebec.

#### 3.4 New Musher and Dalime (Gold – 18 claims – 100% interest)

On July 27, 2017, the Corporation signed a purchase agreement with 3 individuals for claims located in proximity to various properties of the Corporation’s Abitibi projects. The properties was purchased under the following considerations: issuance of 85,000 common shares (fair value of \$13,600), issuance of 42,500 warrants (fair value of \$2,762) exercisable for 24 months at \$0.24, grant of 1% NSR royalty that can be bought back by the Corporation for \$1,000,000.

#### 3.5 Comptois (Gold – 17 claims – 100% interest)

On November 3, 2017, the Corporation completed a transaction with Osisko whereby Osisko acquired the Comptois property for a total proceeds of \$50,000 in cash and a 2% net smelter return (“NSR”) royalty of which 1% can be bought back for \$1,000,000.

### 4. RELATED PARTY TRANSACTIONS

Related party transactions are described in note 16 of the Q3-17 YTD financial statements. Nevertheless, following are further details on related party transactions in the normal course of operations since March 24, 2017:

- ◆ A firm in which Maxime Lemieux (director and corporate secretary) is a partner charged legal professional fees amounting to \$109,518 of which \$57,778 was recorded as listing expense, \$10,668 as professional fees, \$3,069 as share issue expense and \$38,003 was recorded in the books of Black Spring prior to March 24, 2017 but relates to the amalgamation and related transactions;
- ◆ A company controlled by Ingrid Martin (CFO) charged accounting professional fees of \$36,468, of which \$19,603 relates to her staff.

### 5. RISK FACTORS

The following discussions review a number of important risks which management believes could impact the Corporation’s business. There are other risks, not identified below, which currently, or may in the future exist in the Corporation’s operating environment.

# **Kintavar Exploration Inc.**

## **Management Discussion & Analysis – Quarterly Highlights**

Nine months ended September 30, 2017

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### **5. RISK FACTORS (CONT'D)**

#### **5.1 Exploration and Mining Risks**

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

Currently, there are no known bodies of commercial ore on the mineral properties of which the Corporation intends to acquire an interest and the proposed exploration program is an exploratory search for ore. Unusual or unexpected formations, formation pressures, fires, power outages, labor disruptions, flooding, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labor are other risks involved in the conduct of exploration programs. The Corporation, from time to time, increases its internal exploration and operating expertise with due advice from consultants and others as required.

The economics of developing gold and other mineral properties is affected by many factors including the cost of operations, variation of the grade of ore mined and fluctuations in the price of any minerals produced. There are no underground or surface plants or equipment on the Corporation's mineral properties.

#### **5.2 Titles to Property**

While the Corporation has diligently investigated title to the various properties in which it has interest, and to the best of its knowledge, title to those properties are in good standing, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfer, or native or government land claims, and title may be affected by undetected defects.

#### **5.3 Permits and Licenses**

The Corporation's operations may require licenses and permits from various governmental authorities. There can be no assurance that the Corporation will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

#### **5.4 Metal Prices**

Even if the Corporation's exploration programs are successful, factors beyond the control of the Corporation may affect marketability of any minerals discovered. Metal prices have historically fluctuated widely and are affected by numerous factors beyond the Corporation's control, including international, economic and political trends, expectations for inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and worldwide production levels. The effect of these factors cannot accurately be predicted.

#### **5.5 Competition**

The mining industry is intensely competitive in all its phases. The Corporation competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests as well as for recruitment and retention of qualified employees.

#### **5.6 Environmental Regulations**

The Corporation's operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions of spills, release or emission of various substances produced in association with certain mining industry operations, such as seepage from tailing disposal areas, which could result in environmental pollution.

# **Kintavar Exploration Inc.**

## **Management Discussion & Analysis – Quarterly Highlights**

Nine months ended September 30, 2017

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### **5. RISK FACTORS (CONT'D)**

A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require submissions to and approval of environmental impact assessments. Environmental legislation is evolving in a manner, which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Corporation intends to fully comply with all environmental regulations.

#### **5.7 Conflicts of Interest**

Certain directors and officers of the Corporation are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors or officers of the Corporation are required by law to act honestly and in good faith with a view to the best interests of the Corporation and to disclose any interest, which they may have in any project or opportunity of the Corporation. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Corporation will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Corporation may be exposed and its financial position at that time.

#### **5.8 Stage of Exploration**

The Corporation's properties are in the exploration stage and to date none of them have a proven ore body. The Corporation does not have a history of earnings or return on investment, and there is no assurance that it will produce revenue, operate profitably or provide a return on investment in the future.

#### **5.9 Industry Conditions**

Mining and milling operations are subject to government regulations. Operations may be affected in varying degrees by government regulations such as restrictions on production, price controls, tax and mining duty increases, expropriation of property, pollution controls or changes in conditions under which minerals may be mined, milled or marketed. The marketability of minerals may be affected by numerous factors beyond the control of the Corporation, such as government regulations. The Corporation undertakes exploration in areas that are or could be the subject of native land claims. Such claims could delay work or increase exploration costs. The effect of these factors cannot be accurately determined.

#### **5.10 Uninsured Hazard**

Hazards such as unusual geological conditions are involved in exploring for and developing mineral deposits. The Corporation may become subject to liability for pollution or other hazards, which cannot be insured against or against which the Corporation may elect not to insure because of high premium costs or other reasons. The payment of any such liability could result in the loss of Corporation assets or the insolvency of the Corporation.

#### **5.11 Capital Needs**

The exploration, development, mining and processing of the Corporation's properties will require substantial additional financing. The only current source of future funds available to the Corporation is the sale of additional equity capital. There is no assurance that such funding will be available to the Corporation or that it will be obtained on terms favourable to the Corporation or will provide the Corporation with sufficient funds to meet its objectives, which may adversely affect the Corporation's business and financial position. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration, development or production on any or all of the Corporation's properties or even a loss of property interest.

## **Kintavar Exploration Inc.**

### **Management Discussion & Analysis – Quarterly Highlights**

Nine months ended September 30, 2017

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#### **5. RISK FACTORS (CONT'D)**

##### **5.12 Key Employees**

Management of the Corporation rests on a few key officers, the loss of any of whom could have a detrimental effect on its operations.

##### **5.13 Canada Revenue Agency and provincial agencies**

No assurance can be made that Canada Revenue Agency and provincial agencies will agree with the Corporation's characterization of expenditures as Canadian exploration expenses or Canadian development expense or the eligibility of such expenses as Canadian exploration expense under the Income Tax Act (Canada) or any provincial equivalent.

November 29, 2017

*(s) Kiril Mugerma*

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Kiril Mugerma  
President and CEO

*(s) Ingrid Martin*

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Ingrid Martin  
CFO