TINTINA RESOURCES

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THREE MONTHS ENDED SEPTEMBER 30, 2016

TINTINA RESOURCES INC.
Management Discussion and Analysis
For three months ended September 30, 2016

Introduction

This Management Discussion and Analysis ("MD&A") of Tintina Resources Inc. ("Tintina" or the "Company") has been prepared by management as of November 14, 2016 and should be read in conjunction with the accompanying consolidated financial statements and related notes thereto of the Company for the three months ended September 30, 2016, which were prepared in accordance with IAS 34 'Interim Financial Reporting' ("IAS 34") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All dollar figures are expressed in Canadian dollars unless otherwise stated. These documents and additional information on the Company are available on the Company's website at www.tintinaresources.com or on SEDAR at www.sedar.com.

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1. Executive Summary

Tintina Resources Inc. ("Tintina") is focused on the exploration, development and mining of its 100% owned flagship property, the Black Butte Copper Project in central Montana, USA.

With a Measured and Indicated resource of 11.57 million tonnes with an average grade of 3.57%, the Black Butte Copper Project's Johnny Lee Deposit is one of the highest grade copper developments currently underway in the world. The Johnny Lee Deposit contains measured resources of 2.66 million tonnes with an average grade of 2.99% Cu for 175 Million lbs (79,534 tonnes) of copper and indicated resources of 8.91 million tonnes with an average grade of 3.74% Cu for 735 Million lbs (333,390 tonnes) of copper.

During the first quarter ended September 30, 2016, the Company submitted responses to questions from the Montana Department of Environmental Quality ("MT DEQ") with respect to the Black Butte Copper underground Mine Operating Permit application ("MOP").

Black Butte Copper Highlights

On September 19, 2016, the Company announced the submission of responses to questions from the MT DEQ regarding the MOP. The review of the MOP included detailed studies by third party consultants which were peer reviewed for completeness.

2. First Quarter 2017 Highlights

Black Butte Copper Summary

Black Butte Copper exploration and evaluation costs decreased $1,083,125 from $2,284,537 during the three months ended September 30, 2015 ("Q1-2016") to $1,201,412 during the three months ended September 30, 2016 ("Q1-2017"). The Company continued to advance the project by analyzing data and gathering information on the development of the Johnny Lee copper deposit.

Qualified Persons

Jerry Zieg, Vice President of Exploration for the Company is a Qualified Person for the purposes of National Instrument 43-101 ("NI 43-101") and has reviewed and approved the information of a scientific or technical nature contained in this MD&A. The exploration activities at Black Butte Copper during Q1-2017 were carried out under the supervision of Jerry Zieg, P.Geo and Vince Scartozzi, P.Geo. Mr. Zieg and Mr. Scartozzi are "qualified persons" within the meaning of such term in NI 43-101.

2. First Quarter 2017 Highlights (continued)

The following table presents the total expenditures incurred on each property to date:

		Black Butte		Other		Total
Resource Properties, net of currency translation		3,414,981		-		3,414,981
Accumulated Exploration and Project Support Costs project to date		23,946,278		41,603		23,987,881
Accumulated Engineering & Environment Costs project to date		8,050,603		-		8,050,603
Accumulated Mining Study Costs project to date		3,064,110		-		3,064,110
Total expenditure at June 30, 2016	**$**	**38,475,972**	**$**	**41,603**	**$**	**38,517,575**
Resource Properties		133,471		-		133,471
Resource Properties - currency translation		52,855		-		52,855
Exploration and Project Support Costs in the period		757,247		-		757,247
Engineering & Environment Costs in the period		390,827		-		390,827
Mining Study Costs in the period		53,338		-		53,338
Total expenditure for the three months ended September 30, 2016	**$**	**1,387,738**	**$**	**-**	**$**	**1,387,738**
Resource Properties, net of currency translation		3,601,307		-		3,601,307
Accumulated Exploration and Project Support Costs project to date		24,703,525		41,603		24,745,128
Accumulated Engineering & Environment Costs project to date		8,441,430		-		8,441,430
Accumulated Mining Study Costs project to date		3,117,448		-		3,117,448
Total expenditure at September 30, 2016	**$**	**39,863,710**	**$**	**41,603**	**$**	**39,905,313**

3. Results of Operations

Black Butte Copper

The Company incurred $1,201,412 of expenditures on the Black Butte Copper property during Q1-2017 primarily due to the completion of responses to the MT DEQ regarding the MOP.

Outlook

The Company awaits a response from the MT DEQ with respect to the resubmission of the MOP on September 19, 2016.

Black Butte Copper Exploration

The property contains sediment-hosted zones of massive sulfide mineralization originally explored by Cominco American Inc. ("Cominco") and BHP/Utah International ("BHP") during the 1980's and early 1990's. The drilling undertaken by Cominco American Inc. and BHP had encountered significant zones of stratabound copper sulfide with cobalt in multiple bedded pyrite zones in the lower part of the Precambrian Belt Supergroup; this same stratigraphic unit hosts the Sullivan zinc-lead-silver deposit. The Company began core drilling on the property on September 15, 2010. Since then, the Company has drilled a total of 58,691 meters on the property.

Corporate Expenditure Summary

- The Company incurred a comprehensive loss of $1,360,273 or $0.01 per share during Q1-2017 as compared to a comprehensive loss of $2,187,595 or $0.01 per share during Q1-2016, representing a decrease in comprehensive loss of $827,322.

During three months ended September 30, 2016:

- Director and management fees decreased $121,667 from $138,750 during Q1-2016 to $17,083 during Q1-2017 primarily due to CEO change that occurred in June 2016.

- Exploration and evaluation costs decreased $1,083,125 from $2,284,537 during Q1-2016 to $1,201,412 during Q1-2017 as the Company did not conduct any drilling programs in Q1-2017. A pump test and geotechnical drilling programs were conducted in Q1-2016 prior to the submission of MOP.

- Office, administration and miscellaneous costs decreased $58,052 from $107,014 during Q1-2016 to $48,962 during Q1-2017 primarily due to reduction in rental costs that resulted from the Vancouver office move in August 2015.

- Professional fees increased $13,758 from $36,366 during Q1-2016 to $50,124 during Q1-2017 primarily due to filing of a Canadian tax return with respect to acquisition of control.

- The majority of currency translation adjustments ("CTA") represent the differences arising from the translation of foreign subsidiaries from the functional currency in United States dollars to the reporting currency of the Company in Canadian dollars. CTA is accumulated in foreign currency reserve until the disposal of a subsidiary. A disposal or partial disposal will result in a realized foreign exchange gain or loss which will be recorded in earnings.

The Company's cash and cash equivalents at September 30, 2016 totalled $1,040,877 compared to $2,790,829 at June 30, 2016.

Accounts payable and accrued liabilities decreased $89,048 from $621,378 at June 30, 2016 to $532,330 at September 30, 2016 primarily due to a decrease in trade payables and vendor accruals related to the Black Butte Copper Project at September 30, 2016.

3. Results of Operations (continued)

Corporate Expenditure Summary (continued)

The Company had an accumulated deficit as at September 30, 2016 of $77,793,035 compared to $76,325,343 as at June 30, 2016 which has been funded primarily by the issuance of equity. The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon obtaining additional financing sufficient to cover its operating costs.

4. Summary of Quarterly Results

The following is a summary of certain financial information concerning the Company for each of the last eight reported quarters:

Quarter Ended	Total Revenues	Loss for the Period	Basic and Diluted Loss Per share
December 31, 2014	$ Nil	$ (1,631,544)	$ (0.01)
March 31, 2015	$ Nil	$ (1,798,094)	$ (0.01)
June 30, 2015	$ Nil	$ (4,366,379)	$ (0.01)
September 30, 2015	$ Nil	$ (2,070,912)	$ (0.01)
December 31, 2015	$ Nil	$ (1,854,615)	$ (0.01)
March 31, 2016	$ Nil	$ (1,249,207)	$ (0.01)
June 30, 2016	$ Nil	$ (1,601,074)	$ (0.01)
September 30, 2016	$ Nil	$ (1,467,692)	$ (0.01)

During the quarter ended December 31, 2014, the Company completed the pump test program and collected hydrologic data for a comprehensive analysis. The Company also completed a core drilling program, which provided critical geological, resource and geotechnical data for mine planning.

During the quarter ended March 31, 2015, the Company commenced a mining study for the development of the Johnny Lee deposit. The Company also commenced a geotechnical drilling program, which will provide a comprehensive data set for understanding the bedrock geology of the construction footings and construction sites.

During the quarter ended June 30, 2015, the Company continued detailed studies on the development of the Johnny Lee deposit. The Company submitted to MT DEQ the results of a recent aquifer test work, and has also contracted an independent consultant to complete a detailed hydrological model using the test data.

During the quarter ended September 30, 2015, the Company continued detailed studies and evaluation of the project. In addition, it completed design level studies for all surface works related to the project including the underground mining, hydrological and closure plans.

During the quarter ended December 31, 2015, the Company entered into a Lease and Water Use Agreement to lease the water rights to certain locations in Meagher County, Montana. In addition, the Company completed and submitted its application for a MOP to MT DEQ.

During the quarter ended March 31, 2016, the MT DEQ responded with the first ‘deficiency letter’ outlining a number of matters to be corrected or clarified where further data is required. The Company began efforts to prepare a submission to provide all the requested information and address any additional matters by the MT DEQ.

4. Summary of Quarterly Results (continued)

During the quarter ended June 30, 2016, the Company continued work on preparing a response to all the requested information from the MT DEQ. The Company started metallurgical testing and also looked to conduct an Environmental Assessment or Environmental Impact Statement for wetlands.

During the quarter ended September 30, 2016, the Company submitted a response to all the requested information from the MT DEQ. The Company continued metallurgical testing and review of wetlands.

5. Liquidity and Capital Resources

As at September 30, 2016, the Company reported working capital of $794,434. Net decrease in cash and cash equivalents for the three months ended September 30, 2016 was $1,857,371, leaving cash on hand in the amount of $1,040,877.

Current assets excluding cash at September 30, 2016 consist of amounts receivable of $38,612 and prepaid expenses and other assets of $289,016.

Current liabilities as at September 30, 2016 consist of accounts payable and accrued liabilities of $532,330 and current income tax payable of $41,741.

During the three months ended September 30, 2016, the Company incurred a net loss of $1,467,692 (Three months ended September 30, 2015: $2,070,912), the Company's cash and cash equivalents was $1,040,877 (June 30, 2016: $2,790,829) and working capital was $794,434 (June 30, 2016: $2,304,540). The Company is currently completing approvals processes for the development of the Black Butte Copper Project and as a result is yet to achieve profitability and experiences operating losses and significant negative cash flow. The Company has concluded that the working capital as held at September 30, 2016 is insufficient to fund planned expenditures for at least the next twelve months. Unless additional funds are raised, the Company will have insufficient funds to realize its assets and discharge its liabilities in the normal course of business.

The conditions described above indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The Company plans to address this uncertainty by raising additional funds in the capital markets in fiscal year 2017. Many factors influence the Company's ability to raise funds, and there is no assurance that the Company will be successful in obtaining the required financing for these or other purposes, including for general working capital. These financial statements do not contain any adjustments to the amounts that may be required should the Company be unable to continue as a going concern. Such adjustments could be material.

Refer to consolidated financial statements Note 13 subsequent event of the Consolidated Financial Statements for three months ended September 30, 2016 regarding the completion of Rights Offering after Q1-2017.

6. Off-Balance Sheet Arrangements and Commitments

At the date of this MD&A, the Company had no off-balance sheet arrangements. Commitments to incur exploration and evaluation costs are detailed in Note 4 and 10 of the Consolidated Financial Statements for three months ended September 30, 2016.

7. Transactions with Related Parties

As at September 30, 2016, the Company did not have any related party transactions other than remuneration of key management personnel.

Key management personnel compensation:

The remuneration of directors and other members of key management is as follows:

	Three months ended September 30, 2016	Three months ended September 30, 2016
Short-term benefits	$ 292,177	$ 392,330
Share-based payments	30,814	25,256
Total remuneration	$ 322,911	$ 417,586

8. Changes in Accounting Policies

The preparation of financial statements in conformity with IFRS requires the Company to establish accounting policies and to make estimates that affect both the amount and timing of the recording of assets, liabilities, revenues and expenses.

A detailed summary of the Company's significant accounting policies is included in Note 2 and 3 of the Consolidated Financial Statements for nine months ended June 30, 2016 and twelve months ended September 30, 2015.

9. Financial Instruments and Other Instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy has three levels to classify the inputs to valuation techniques used to measure fair value.

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 - other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3 - inputs are for the asset or liabilities that are not based on observable market data (unobservable inputs).

As at September 30, 2016, the carrying value of cash and cash equivalents, amounts receivable and accounts payable approximates their fair value due to their short terms to maturity. The Company's financial assets and liabilities are classified as Level 1.

Liquidity Risk

The Company manages liquidity risk by maintaining an adequate cash balance. The Company continuously monitors and reviews both actual and forecasted cash flows, and also matches the maturity profile of financial assets and liabilities.

Interest Rate Risk

The Company's cash and cash equivalents are subject to interest rate price risk. The Company's interest rate risk management policy for cash and cash equivalents is to purchase highly liquid investments with a term to maturity of three months or less on the date of purchase. The Company does not engage in any hedging activity. The Company earned $273 in interest income during three months ended September 30, 2016.

9. Financial Instruments and Other Instruments (continued)

Credit Risk

The Company maintains substantially all of its cash with major financial institutions. Deposits held with these institutions may exceed the amount of insurance provided on such deposits.

Commodity Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities may be subject to risks associated with fluctuations in the market price of commodities

Foreign Currency Risk

As the Company operates on an international basis, currency risk exposures arise from transactions and balances denominated in foreign currencies. The Company's foreign exchange risk arises primarily with respect to the U.S. dollar. A significant portion of the Company's cash and cash equivalents, accounts payable, and expenses are denominated in U.S. dollars. Fluctuations in the exchange rates between these currencies and the Canadian dollar could have a material effect on the Company's business, financial condition and results of operations. The Company does not engage in any hedging activity.

There have been no changes in the Company's objectives and policies for managing the above mentioned risks and there has been no significant change in the Company's exposure to each risk during three months ended September 30, 2016.

The Company is exposed to currency risk through following assets and liabilities denominated in U.S. dollars:

	September 30, 2016	June 30, 2016
Cash and cash equivalent	$ 848,256	$ 2,093,310
Accounts payable and accrued liabilities and Current income tax payable	(390,695)	(494,946)
Total	$ 457,561	$ 1,598,364

Based on the above net exposure as at September 30, 2016, a 10% change in U.S. dollar against Canadian dollar would result in a $0.05 million (June 30, 2016 - $0.2 million) decrease or increase in the Company's net loss.

10. Change of Financial Year-End

On January 29, 2016, the Company filed Notice of Change of Financial Year-end on SEDAR to provide notice that it intends to change its financial year end from September 30 to September 30 to coincide the Company's annual reporting as a public company with its majority corporate shareholder.

The length and ending date of the periods, including the comparative periods, of each interim financial report and the annual financial statements to be filed for the Company's transition year and its new financial year are as follows, as are the filing deadlines, for the annual financial statements and interim financial reports for the Company's transition year.

Interim and annual period ending date and length	Comparative period	Filing deadline
March 31, 2016 - Q2, 3/6 months	March 31, 2015 - Q2, 3/6 months	May 30, 2016
June 30, 2016 - year end, 9 months	September 30, 2015 - year end, 12 months	October 28, 2016
September 30, 2016 - Q1, 3 months	September 30, 2015 - Q1, 3 months	November 29, 2016
December 31, 2016 - Q2, 3/6 months	December 31, 2015 - Q2, 3/6 months	March 1, 2017
March 31, 2017 - Q3, 3/9 months	March 31, 2016 - Q3, 3/9 months	May 30, 2017
June 30, 2017 - year end, 12 months	June 30, 2016 - year end, 9 months	October 30, 2017

11. Business Operations

The Company was incorporated on July 30, 1998 under the laws of British Columbia and is a mining exploration and development company. The address of the Company's corporate office is Suite 1110, 1111 West Georgia Street, Vancouver, British Columbia, V6E 4M3, Canada.

The Company is in the process of evaluating and permitting its resource properties and has not yet determined whether these properties contain ore reserves that are economically recoverable. The recoverability of amounts shown for resource properties is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production or proceeds from the disposition thereof.

12. Outstanding Share Data

Summary of Outstanding Share Data at November 14, 2016:

a. Authorized: Unlimited common shares without par value.
   Issued and outstanding: 323,538,342 common shares

b. Stock options:
   Options outstanding: 14,656,333

c. Warrants:
   Warrants outstanding: 60,000,000

13. Disclosure Controls

Management has designed disclosure controls and procedures, or has caused them to be designed under its supervision to provide reasonable assurance that material information relating to the Company, including its consolidated subsidiaries, is made known to management, particularly during the period in which the annual filings are being prepared.

Management has also designed such internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and preparation of the financial statements for three months ended September 30, 2016, in accordance with IFRS. There has been no change in the Company's disclosure controls and procedures or in the Company's internal control over financial reporting that occurred during the most recently completed period that has materially affected, or is reasonably likely to materially affect, the Company's disclosure controls and procedures or internal control over financial reporting.

The Chief Executive Officer and Chief Financial Officer of the Company have evaluated the effectiveness of the Company's disclosure controls and procedures in place as at September 30, 2016. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer of the Company concluded that the design and operations of these controls and procedures were effective.

Additional disclosures pertaining to the Company's management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com. The shareholders will be kept informed of any material changes.

14. Forward-looking Statements

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation and "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 (collectively, "forward-looking information"). In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations or the negative of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. By their very nature, forward-looking information involves known and unknown risks, uncertainties and other factors which 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 such forward-looking information.

14. Forward-looking Statements (continued)

Forward-looking information includes, but is not limited to, statements regarding:

- analyses and other information based on expectations of future performance and planned work programs;
- the Updated Technical Report and Preliminary Economic Assessment for the Black Butte Copper Project, Montana dated July 12, 2013 (the "Updated PEA"), including estimates of capital, sustaining and operating costs, anticipated internal rates of return, mine production, estimated recoveries, mine life, estimated payback period and net present values;
- permitting time lines and requirements;
- requirements for additional capital, and the potential effect of any notices of environmental conditions relating to mineral claims;
- planned exploration and development of properties and the results thereof, including profitability of the Black Butte Copper project, its anticipated environmental impact and the anticipated effect of mine design;
- the sufficiency of the Company's current capital resources to carry out its planned exploration activities and operations through fiscal year 2017;
- completion of any new technical reports, including a feasibility study on the Black Butte Copper project;
- evaluation of the potential impact of future accounting changes; and
- estimates concerning the carrying value of properties.

Statements concerning mineral resource estimates may also constitute forward-looking information to the extent that such statements involve estimates of the mineralization that may be encountered if a property is developed. Any forward-looking information is stated as of the date of this document or as of the date of the effective date of information described in this MD&A, as applicable, and the Company does not intend, and does not assume any obligation, to update such forward-looking information to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events unless required to do so by law or regulation.

With respect to forward-looking information contained herein, the Company has applied several material factors or assumptions that the Company believes are reasonable. Such material factors and assumptions include, but are not limited to, in addition to other assumptions set out in the Updated PEA, that any additional financing needed will be available on reasonable terms; that the exchange rates for the U.S. and Canadian currencies will be consistent with the Company's expectations; that the current exploration and other objectives concerning the Black Butte Copper project can be achieved and that the Company's other corporate activities will proceed as expected; that the assumptions underlying mineral resource estimates are valid and that no unforeseen accident, fire, ground instability, flooding, labor disruption, equipment failure, metallurgical, environmental or other events that could delay or increase the cost of development will occur; that capital, sustaining and operating costs will be as estimated; that the proposed mine plan and recoveries will be achieved; that the current price and demand for copper and other metals will be sustained or will improve; that general business and economic conditions will not change in a materially adverse manner and that all necessary governmental approvals for the planned exploration and development of the Black Butte Copper project, including final approval of the Company's application for the MOP, will be obtained in a timely manner and on acceptable terms; and the continuity of economic and political conditions and operations of the Company.

14. Forward-looking Statements (continued)

The forward-looking information contained herein is subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ materially from those expressed or implied by such forward-looking information. In addition to those discussed in the Company's public disclosure record, such risks and other factors include, among others, those related to:

- fluctuations in capital markets and share prices;
- the Company's ability to obtain necessary financing to fund the completion of further exploration programs or the development of its mineral properties and the expected use of proceeds;
- the Company's dependence on a single mineral projects;
- the Company's dependence on key personnel;
- the Company's operations and contractual obligations;
- results of exploration activities not being consistent with management's expectations;
- changes in estimated mineral resources, grade or recovery rates;
- future prices of metals;
- availability of third party contractors, supplies and equipment;
- failure of equipment to operate as anticipated;
- accidents, effects of weather and other natural phenomena and other risks associated with the mineral exploration industry;
- interference with the Company's exploration or development activities by environmental activists or other special interest groups;
- the Company's principal property being located in the USA, including political, economic and regulatory uncertainty;
- environmental risks, including environmental matters under, or changes to, U.S. federal and Montana rules and regulations;
- impact of environmental remediation requirements;
- the Company's mineral properties being subject to prior unregistered agreements, transfers, or claims and other defects in title;
- community relations;
- the nature of mineral exploration and mining and the uncertain commercial viability of certain mineral deposits;
- delays in obtaining, or inability to obtain governmental approvals, licenses, or permits, including final approval of the Company's application for the MOP for the Black Butte Copper project;
- the Company's lack of operating revenues;
- costs of compliance, or failure to comply, with governmental regulations;
- currency fluctuations (particularly the Canadian dollar and United States dollar); and
- estimates used in the Company's financial statements proving to be incorrect.

This is not an exhaustive list of the factors that may affect the Company's forward-looking information. Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ materially from those described in the forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking information. Accordingly, readers should not place undue reliance on such forward-looking information.