GENESIS METALS CORP.

(Formerly Entourage Metals Ltd.)

MANAGEMENT DISCUSSION AND ANALYSIS

For the year ended March 31, 2017

and containing information up to and including July 24, 2017

Form 51-102F1

Management Discussion and Analysis

For

Genesis Metals Corp. ("Genesis" or the "Company")

CONTAINING INFORMATION UP TO AND INCLUDING JULY 24, 2017

NOTICE

This Management Discussion and Analysis ("MD&A") is intended to help the reader understand the consolidated financial statements of Genesis Metals Corp. ("Genesis" or the "Company"). The information provided herein should be read in conjunction with the consolidated financial statements for the year ended March 31, 2017. The following comments may contain management estimates of anticipated future trends, activities or results. These are not a guarantee of future performance, since actual results could change based on other factors and variables beyond management control.

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls and to ensure that the information used internally or disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable. The Company's board of directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The board's audit committee meets with management quarterly to review the consolidated financial statements including the MD&A and to discuss other financial, operating and internal control matters.

The reader is encouraged to review Company statutory filings on www.sedar.com and to review general corporate information.

All currency amounts are expressed in Canadian dollars unless otherwise noted.

FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian securities legislation. These statements relate to future events or the future activities or performance of the Company. All statements, other than statements of historical fact are forward-looking statements. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. These forward-looking statements include, but are not limited to, statements concerning:

- the Company's strategies and objectives, both generally and in respect of its specific mineral properties;
- the timing of decisions regarding the strategy and costs of exploration programs with respect to, and the issuance of the necessary permits and authorizations required for, the Company's exploration programs;
- the timing and cost of planned exploration programs of the Company, and the timing of the receipt of results there from;
- the Company's future cash requirements;
- general business and economic conditions;
- the Company's ability to meet its financial obligations as they come due, and to be able to raise the necessary funds to continue operations;
- the timing and pricing of proposed financings if applicable;
- the anticipated completion of financings;
- the anticipated receipt of regulatory approval/acceptance of financings;
- the anticipated use of the proceeds from the financings;

- the potential to verify and potentially expand upon the historical resources;
- the potential for the expansion of the known mineralized zones;
- the potential for the amenability of mineralization to respond to proven technologies and methods for recovery of ore;

Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Inherent in forward-looking statements are risks and uncertainties beyond the Company's ability to predict or control, including, but not limited to, risks related to the Company's inability to negotiate successfully for the acquisition of interests in mineral properties, the determination of applicable governmental agencies not to issue the exploration concessions applied for by the Company or excessive delay by the applicable governmental agencies in connection with any such issuances, the Company's inability to identify one or more economic deposits on its properties, variations in the nature, quality and quantity of any mineral deposits that may be located, the Company's inability to obtain any necessary permits, consents or authorizations required for its activities, to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies, and other risks identified herein under "Risk Factors".

The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results are likely to differ, and may differ materially, from those expressed or implied by forward looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove incorrect, including, but not limited to, assumptions about:

- the level and volatility of the prices for precious metals;
- general business and economic conditions;
- the timing of the receipt of regulatory and governmental approvals, permits and authorizations necessary to implement and carry on the Company's planned exploration programs;
- conditions in the financial markets generally, and with respect to the prospects for junior exploration precious metal companies specifically;
- the Company's ability to secure the necessary consulting, drilling and related services and supplies on favorable terms;
- the Company's ability to attract and retain key staff, and to retain consultants to provide the specialized information and skills involved in understanding the precious metal exploration, mining, processing and marketing businesses;
- the nature and location of the Company's mineral exploration projects, and the timing of the ability to commence and complete the planned exploration programs;
- the anticipated terms of the consents, permits and authorizations necessary to carry out the planned exploration programs and the Company's ability to comply with such terms on a cost-effective basis;
- the ongoing relations of the Company with government agencies and regulators and its underlying property vendors/optionees; and
- that the metallurgy and recovery characteristics of samples from certain of the Company's mineral properties are reflective of the deposit as a whole.

These forward-looking statements are made as of the date hereof and the Company does not intend and does not assume any obligation, to update these forward-looking statements, except as required by applicable law. For the reasons set forth above, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.

Historical results of operations and trends that may be inferred from the following discussion and analysis may not necessarily indicate future results from operations. In particular, the current state of the global securities markets may cause significant reductions in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations. See "Risk Factors – Insufficient Financial Resources/Share Price Volatility".

COMPANY OVERVIEW AND OVERALL PERFORMANCE

The Company is a mineral exploration company involved in the acquisition and assessment of mineral properties in Canada. The Company does not have any producing mineral properties at this time. The Company is a reporting issuer in British Columbia, Alberta, Ontario, the Yukon Territory and the Northwest Territories and trades on the TSX Venture Exchange under the symbol GIS.

Highlights of the Company's activities for the year ended March 31, 2017 and subsequent period to July 24, 2017 are as follows:

- On April 8, 2016, the Company issued 1,356,000 common shares valued at $230,520 to settle $169,841 in debt.
- On June 15, 2016, the Company completed a non-brokered private placement of 1,425,000 units at $0.20 per unit for gross proceeds of $285,000. Each unit comprises one common share and one-half of one share purchase warrant, with each whole warrant exercisable into one additional common share at a price of $0.30 for a period of two years. The Company also issued 1,250,000 flow-through shares at $0.20 per share for gross proceeds of $250,000. Finder's fees of $21,600 were paid in cash and 108,000 finder's warrants were issued. Each finder's warrant entitles the holder to purchase one common share at $0.30 per share for a period of two years.
- On July 2, 2016, the Company amended its option agreement on the October Gold property. The $50,000 cash and 333,333 share payments were amended to $30,000 (paid) and 453,331 common shares (issued), respectively.
- On July 27, 2016, the Company granted 3,700,000 stock options exercisable at $0.22 per share for a period of five years.
- On January 19, 2017, the Company granted 300,000 stock options to consultants exercisable at $0.22 per share for a period of five years.
- On February 1, 2017, the Company entered into a property purchase and sale agreement to acquire a 100% interest in the Hygrade property from Les Ressources Tectonic Inc. ("Tectonic") by making a cash payment of $25,000 (paid), issuing 166,666 common shares (issued), and granting a 2% NSR to Tectonic, which may be decreased to 1% at any time by paying $1,500,000.
- On February 14, 2017, the Company closed a non-brokered private placement of 4,400,000 units at $0.15 per unit for gross proceeds of $660,000. Each unit in the private placement comprises one common share and one-half of one share purchase warrant, with each whole warrant exercisable into one additional common share at $0.25 for a period of two years. Finder's fees of $19,604 were paid in cash and 130,695 finder's warrants were issued. Each finder's warrant entitles the holder to purchase one common share at $0.25 per share for a period of two years.
- On February 27, 2017, the Company granted 375,000 stock options to consultants exercisable at $0.20 per share for a period of five years.
- During the year ended March 31, 2017, 1,544,997 warrants were exercised for gross proceeds of $242,750 and 1,034,312 warrants expired unexercised. In addition, 383,707 stock options were forfeited.
- Subsequent to year end, the Company completed a non-brokered private placement of 8,748,714 units ("Units") at $0.14 per Unit for gross proceeds of $1,224,820 and 17,859,000 flow-through units ("FT Units") at $0.16 per FT Unit for gross proceeds of $2,857,440. Each Unit consists of one common share and one-half of one share purchase warrant, with each whole warrant exercisable into one additional common share at a price of $0.20 for a period of two years. Each FT Unit consists of one FT common share and one-half of one share purchase warrant, with each whole warrant exercisable into one non-flow-through common share at $0.23 for a period of two years. In connection with the financing, finders' fees of $173,008 were paid in cash and 200,410 finder's warrants exercisable at $0.14 per share, and 905,940 finder's warrants exercisable at $0.16 per share were issued. Each finder's warrant entitles the holder to purchase one common share for a period of two years.
- Subsequent to year end, 125,000 warrants were exercised for gross proceeds of $25,000 and 990,838 warrants expired unexercised.

- Subsequent to year end, the Company granted 2,525,000 stock options exercisable at $0.22 per share for a period of five years expiring July 11, 2022. The Company also granted 150,000 shares to management of the Company as a performance bonus in the 2016 financial year.
- Subsequent to year end, the Company announced the resignation of Mr. Robert McLeod as a director of the Company.

The Company's objective is to undertake mineral exploration on properties assessed to be of merit and to define resources. Metals being targeted are precious metals with a focus on gold.

The Company will carry out exploration on its mineral properties with particular emphasis on geophysics and drilling to delineate new gold discoveries. The Company expects to obtain financing in the future primarily through further equity financing.

The Company's net loss for the year ended March 31, 2017, totaled $2,770,181 (2016 - $856,554), a loss of $0.07 (2016 - $0.08) per share. Total assets were $1,905,249 as at March 31, 2017 (2016 - $2,279,867). The Company's cash and cash equivalents was $588,130 as at March 31, 2017 (2016 - $1,122,979).

The Company expenses all exploration and evaluation expenditures as incurred. Acquisition costs, including option payments, are capitalized to individual properties until the property to which those costs are related is placed into production, sold, or abandoned. The decision to abandon a property is largely determined from exploration results and the amount and timing of the Company's write-offs of capitalized mineral property costs will vary in a fiscal period from one year to the next and typically cannot be predicted in advance. The carrying value of the mineral properties was $1,147,330 as at March 31, 2017 (2016 - $1,096,197).

RESULT OF OPERATIONS

SELECTED ANNUAL INFORMATION

	Year ended March 31, 2017	**Year ended March 31, 2016**	**Year ended March 31, 2015**
Total Revenue	Nil	Nil	Nil
Comprehensive Loss for the Year	(2,770,181)	(852,254)	(610,861)
Loss per Share – Basic and Diluted	(0.07)	(0.08)	(0.09)
Total Assets	1,905,249	2,279,867	180,386
Total Long-Term Financial Liabilities	Nil	Nil	Nil

Year ended March 31, 2017 compared with the year ended March 31, 2016

The following analysis discusses the variations in the Company's results but, as with most junior mineral exploration companies, the results of operations (including net losses) are not the main factor in establishing the financial health of the Company. Of additional significance are the exploration and evaluation assets in which the Company has, or may earn an interest, its working capital and how many shares it has outstanding. The variations seen over the years are primarily a result of the level of activity of the Company's ongoing property evaluation program and the timing and results of the Company's exploration activities on its then current properties. There are no general trends regarding the Company's annual results, and the Company's business of mineral exploration is not currently seasonal, as it can work on the Quebec and Ontario properties year round. Results can vary significantly depending on whether the Company has abandoned any properties or granted any stock options and these are the factors that account for material variations in the Company's net losses, none of which are predictable. The write-off of exploration and evaluation assets can also have a material effect on results as and when they occur. General operating costs other than the specific items noted below tend to be quite similar from period to period.

The Company's net loss for the year ended March 31, 2017 totaled $2,770,181 (2016 - $856,554) or $0.07 (2016 - $0.08) per share. During the year ended March 31, 2017, the Company wrote off $136,533 (2016 - $202,125) in mineral property acquisition costs relating to the October Gold property.

Total operating expenses for the year ended March 31, 2017 were $2,579,243 (2016 - $655,202), comprised of the following significant items:

- Accounting and audit fees of $82,075 (2016 - $41,820); higher fees were incurred compared to the prior comparative period due to increased operations.
- Consulting fees of $54,160 (2016 - $166,615); the decrease is due to higher fees in the prior comparative period relating to the Tawsho acquisition.
- Director fees of $84,000 (2016 - $7,000); the increase is due to the implementation of director fees in March 2016 accrued to directors, approved by the compensation committee.
- Geological exploration costs of $618,771 (2016 - $100,126); the increase is due to costs incurred on the exploration program for the Chevrier property acquired in March 2016.
- Investor relations of $438,680 (2016 – $165,315); the increase is due to advertising and conferences fees, as well as fees paid to consultants to promote the Company and its projects.
- Salaries and employee benefits of $332,750 (2016 - $73,875); the increase is due to higher monthly fees charged by management as a result of increased operations.
- Share-based compensation of $804,002 (2016 - $20,090); the increase is due to the fair value of the granted stock options vested in the year.
- Travel expenses of $39,132 (2016 - $10,249); the increase is due to travelling to the Chevrier property and for mining conferences to promote the Company and its projects.

Three months ended March 31, 2017 compared with three months ended March 31, 2016

The Company's net loss for the three months ended March 31, 2017 totaled $934,144 (2016 - $463,787) or $0.02 (2016 - $0.02) per share.

Total operating expenses were $743,206 (2016 - $249,510), comprised of the following significant items:

- Accounting and audit fees of $40,025 (2016 - $30,000); higher fees were incurred compared to the prior comparative period due to increased operations.
- Consulting fees of $8,160 (2016 - $61,050); the decrease is due to higher fees in the prior comparative period relating to the Tawsho acquisition.
- Director fees of $21,000 (2016 - $7,000); the increase is due to the implementation of director fees in March 2016 accrued to directors, approved by the compensation committee.
- Geological exploration costs of $249,812 (2016 - $19,065); the increase is due to costs incurred on the exploration program for the Chevrier property acquired in March 2016.
- Investor relations of 159,554 (2016 – $87,402); the increase is due to advertising and conferences fees, as well as fees paid to consultants to promote the Company and its projects.
- Salaries and employee benefits of $119,750 (2016 - $20,750); the increase is due to higher monthly fees charged by management as a result of increased operations.
- Share-based compensation of $81,531 (2016 - $13,958); the increase is due to the fair value of granted stock options vested in the period.

Summary of Quarterly Results

	Quarter Ended Mar 31, 2017	Quarter Ended Dec 31, 2016	Quarter Ended Sep 30, 2016	Quarter Ended Jun 30, 2016
Net Loss	$934,144	$370,584	$1,145,591	$319,862
Net Loss per Share (Basic and Diluted)	$0.02	$0.01	$0.03	$0.01
Total Assets	$1,905,249	$2,045,930	$2,103,784	$2,353,466
Number of shares outstanding	46,418,490	41,159,604	40,976,270	39,853,496

	Quarter Ended Mar 31, 2016	Quarter Ended Dec 31, 2015	Quarter Ended Sep 30, 2015	Quarter Ended Jun 30, 2015
Net Loss	$463,787	$208,220	$119,026	$65,521
Net Loss per Share (Basic and Diluted)	$0.01	$0.01	$0.01	$0.01
Total Assets	$2,279,867	$256,468	$238,549	$271,835
Number of shares outstanding	35,822,496	9,810,000	9,785,000	9,507,083

Mineral Property Acquisition, Exploration and Evaluation Expenditures

	Quarter Ended Mar 31, 2017	Quarter Ended Dec 31, 2016	Quarter Ended Sep 30, 2016	Quarter Ended Jun 30, 2016
October Gold	Nil	Nil	107,083	30,000
Chevrier Gold	249,211	99,053	148,858	68,232
Hygrade Property	51,133	Nil	Nil	Nil
Other	600	16,368	25,371	10,528
Total	**$300,944**	**$115,421**	**$281,312**	**$108,760**

	Quarter Ended Mar 31, 2016	Quarter Ended Dec 31, 2015	Quarter Ended Sep 30, 2015	Quarter Ended Jun 30, 2015
October Gold	Nil	Nil	82,500	Nil
Chevrier Gold	1,096,197	Nil	Nil	Nil
Other	18,983	53,543	19,564	7,954
Total	**$1,115,180**	**$53,543**	**$102,064**	**$7,954**

LIQUIDITY

The Company's ability to meet its obligations and its ability to finance exploration and development activities depends on its ability to raise cash through the issuance of common shares pursuant to private placements, the exercise of warrants and stock options. Capital markets may not always be receptive to offerings of new equity from treasury or debt, whether by way of private placements or public offerings. This may be further complicated by the limited liquidity for the Company's shares, restricting access to some institutional investors. The Company's growth and success is dependent on additional external sources of financing which may not be available on acceptable terms, particularly in the current economic environment that is unfavorable to exploration companies.

The Company's working capital as at March 31, 2017 was $451,249 (2016 - $726,337). The decrease is mainly due to the exploration costs incurred for the Chevrier property.

Cash Used in Operating Activities

Cash used in operating activities during the year ended March 31, 2017, was $1,854,750 (2016 - $670,931).

Cash Provided by Investing Activities

Cash used for investing activities during the year ended March 31, 2017 was $80,434 (2016 – cash generated $10,448) for exploration and evaluation asset payments and the purchase of equipment; in the prior period, the Company received proceeds from the sale of marketable securities and from the Plan of Arrangement.

Cash Provided by Financing Activities

Cash generated from financing activities during the year ended March 31, 2017 was $1,400,335 (2016 - $1,760,568) resulting from the exercise of warrants and shares issued in private placements, net of share issuance costs.

Requirement of Additional Equity Financing

The Company principal activity is exploration for minerals and the definition by drilling of potentially economic resources. The recoverability of the amounts shown for mineral properties is ultimately dependent upon the existence of economically recoverable reserves, securing and maintaining title and beneficial interest in the mineral properties, obtaining necessary financing to explore and develop the mineral properties, entering into agreements with others to explore and develop the mineral properties, and upon future profitable production or proceeds from disposition of the mineral properties. The amounts shown as mineral properties represent acquisition costs incurred to date, less amounts recovered from third parties and impairment charges, and do not necessarily represent present or future values.

The Company has no operating revenue and has a history of losses. In addition, the Company has exploration expenditure commitments on its remaining properties as disclosed in note 4 of the financial statements. The ability of the Company to carry out its planned business objectives is dependent on its ability to raise adequate financing from lenders, shareholders and other investors and/or generate operating profits and positive cash flows.

In order to finance the Company's exploration programs and to cover administrative and overhead expenses, the Company raises money through equity sales. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and caliber of its management.

CAPITAL RESOURCES

As at March 31, 2017, the Company's share capital was $14,088,555 (2016 - $12,342,649) representing 46,418,490 (2016 – 35,822,496) issued and outstanding common shares without par value, with $nil subscriptions receivable (2016 - $8,300). Share-based payments reserve was $2,463,260 (2016 - $1,650,243). The deficit was $14,932,239 as at March 31, 2017 (2016 - $12,162,058). Accordingly, net assets was $1,619,576 as at March 31, 2017 (2016 - $1,822,534).

EXPLORATION OVERVIEW

Chevrier, Quebec

The Chevrier property is located some 35 km to the south of Chibougamau, Quebec, and is covered by NTS (National Topographic System) Sheets 32G09 and 32G10 (Figure 3.1). The property consists of 557 mostly contiguous claims, for a total of 9,542 hectares located in Hauy, Queylus, Fancamp and La Dauversière Townships, Province of Quebec. The property is centered near the junction of these four townships. The Company holds 100% interest in 515 of the 557 claims. A portion of the property is over two lakes. The claims give the holder an exclusive right to search for mineral substances in the public domain, except sand, gravel, clay and other loose deposits, on the land subjected to the claims.

The property has an irregular shape, with the main corners of the outside perimeter located, from the northeast and clockwise, at UTM coordinates listed in Table 3.1.

Table 3.1 –Location of Main Points of the Perimeter

Easting	Northing
542694	5504518
544380	5501499
531942	5489620
529819	5489608
531590	5495407
533075	5501401
536062	5504470

For easier reference, the Chevrier property has been divided into two sectors. The Diana block is located in the Southwestern quarter of the Queylus Township. The contiguous Diana-Obatogamau, Fancamp, Haufan, and Dolbo blocks are predominantly located in the Northeast sector of the Fancamp Township, with a few claims in the Southern half of the Hauy Township. The blocks of claims encountered, from Northeast to Southwest (Figure 3.2) are described as follows:

- Diana block: consists of 69 claims covering an area of 1,104 hectares in Queylus Township. This block was held by Géonova (100%) with a royalty of 7.5% of the Net Proceeds of Production retained by Resources Diana Ltd;
- Diana-Obatogamau block: was 100% held by Géonova who had acquired it from INMET. This block consists of 82 claims covering an area of 1,312 hectares in the Fancamp and Hauy townships. Resources Diana Ltd, the original owner, still holds a royalty of 10% of the Net Profits of Production. Peter Smith and Charles Robbins hold each a 0.5% royalty of the Net Smelter Returns. These original contractual agreements are still in effect;
- Fancamp block: consists of 17 claims covering an area of 264 hectares in Fancamp Township. Géonova held 100% of this block and Fancamp Resources Inc. still holds a royalty of 10% of the Net Profits of Production;
- Haufan block: was held at 100% by Géonova, except for claim CL 5041860 which was held jointly by Géonova (10%) and Inmet (90%). The Haufan block consists of 30 claims located in the Fancamp Township and covers an area of 477 hectares;
- Dolbo block: consists of 41 claims covering an area of 656 hectares in Fancamp Township. This block was jointly held by Géonova (63.83%) and LamGold- Quebec (36.17%); the Company believes that Tawsho Mining had incurred sufficient expenditures, as outlined in the option agreement between Geonova and Inmet, to enable the Company to vest at 100% interest in these claims. Expenditure summaries will be reviewed in the coming year to verify the incurred expenditures.
- Other: the remaining 318 claims are located in between and around those blocks and cover an area of 5,490 hectares in the four townships mentioned before.

The Chevrier and Chevrier South deposits are located in the west-central sector of the property. There are no known tailings ponds or waste dump on the property, as no production has ever taken place.

On November 17, 2016, the Company announced results from the first phase of its 2016 exploration program. Assay highlights include:

- 6.82 g/t Au/4.7 m, including 17.70 g/t Au/1 m in Trench 7
- 4.59 g/t Au/6.4 m, including 7.43 g/t Au/1.3 m and 5.47 g/t Au/3.2 m in Trench 7
- 5.22 g/t Au/4.25 m, including 6.56 g/t Au/2.1 m in Trench 7
- 5.08 g/t Au/4.65 m, including 1.80 g/t Au/1.65 m in Trench 7
- 5.41 g/t Au/3.35 m, including 12.55 g/t Au/1.4 m in Trench 1
- 5.50 g/t Au/1 m in Trench 4

The results are from the re-sampling of three existing trenches (T-1, T4 and T-7) that were completed by Geonova during the period 1996 to 2002. The Company located these trenches and dewatered and cleaned the bedrock surfaces prior to collecting new channel samples. Channel samples were obtained by completing two parallel cuts, approximately five centimetres apart within the bedrock, for up to several metres across the strike of the geology. The resulting narrow slices of rock are removed from the bedrock surface. In the case of each trench, new channels were cut in close proximity and parallel to those completed by Geonova.

In December 2016, the Company announced further assay results from re-sampling of drill core from programs previously conducted by companies between 1989 to 2008 and new trench sampling results. Assay highlights include:

- 6.83 g/t Au / 5.4 m including 11.08 g/t Au / 3.4 m and 17.97 g/t Au / 0.65 m in Hole FA-51
- 3.02 g/t Au / 12.3 m including 6.67 g/t Au / 1.5 m in Hole DO-43
- 2.46 g/t Au / 14 m including 4.56 g/t Au / 3.5 m in Hole DO-43
- 2.38 g/t Au / 9.2 m including 4.01 g/t Au / 1.1 m in Hole DO-20
- 2.77 g/t Au / 23 m including 7.28 g/t Au / 2.1 m in hole GFA-171
- 3.65 g/t Au / 9.0 m including 6.73 g/t Au / 2 m in hole GDA-158
- 1.58 g/t Au / 18.5 m including 3.12 g/t Au/1.5 m in hole GDO-161
- 5.15 g/t Au/2.6 m including 7.15 g/t Au/0.9 m in hole GFA-172

In January 2017, the Company announced that field work and comprehensive modeling of geological data had commenced at its Chevrier gold project. Line cutting was completed on grids which covered four of six high priority targets areas that have been defined from the compilation of all data from the Project. The four target areas are located to the west and north respectively of the Main Zone of gold mineralization at Chevrier. Each target is from 1 to 3 km in length and encompasses an area considered prospective for mineralization. The assessment of prospectivity is based on available geological and structural mapping data that suggest environments considered favourable for hosting gold mineralization.

Upon completion of line cutting, approximately 50 line-kilometres of Induced Polarization (“IP”) geophysical surveying was undertaken. The resulting data enabled the Company to better define specific areas, within the broader targets, for further evaluation by detailed geological mapping, trenching and drilling in 2017.

The geological modeling was undertaken by Geologica Groupe-Conseil Inc. using the GeoticMine software from Geotic from Val-d'Or. The model focused on the synthesis of available geological, geochemical, geophysical and structural data generated from all previous exploration work on the Property. The results of the compilation are presented in the following:

- Eight target areas were identified by the Company to be of high priority
- In the northeastern part of the Property, the East Zone, into which 69 drill holes were completed by Falconbridge Copper during the period 1985 – 1988 is flagged
- Five priority targets cover known gold showings in outcrop or exposed in trenches and in each case, little if any follow up work has been reported. These targets will require additional work to prepare them for further testing by drilling.

- The other two priority targets encompass the Main and South Zone

Subsequent to the year-end, the Company commenced trenching in June 2017 and drilling in July 2017. The Company plans to drill a minimum of 10,000 meters in approximately 45 holes during the 2017 field season. The primary objectives of the drill program are to test new target areas and evaluate areas for possible expansion of the Main Zone.

For additional information on the results, refer to the news release on the Company's website at www.genesismetalscorp.com.

October Gold, Ontario

On July 2, 2016, the Company amended the cash and share payment for the October Gold option agreement due on April 12, 2016 from $50,000 to $30,000 (paid) and 333,333 to 453,331 common shares (issued) as detailed in note 4 of the condensed interim consolidated financial statements. The Company expects to continue exploration work when market conditions improve.

Hygrade Property, Quebec

In February 2017, the Company entered into a purchase agreement to acquire a 100% interest in the Hygrade Property from Les Ressources Tectonic Inc ("Tectonic") by making a cash payment of $25,000 (paid), issuing 166,666 common shares (issued), and granting a 2% NSR to Tectonic, which may be decreased to 1% at any time by paying Tectonic the sum of $1,500,000. The Hygrade Property is comprised of 9 contiguous claims and represents an area of 254 ha (2.54 square km^2).

Qualified Person and QA/QC

Mineral exploration at all of the Company's mineral properties is performed under the supervision of Andre Liboiron, P.Geo, Exploration Manager for the Company; a Qualified Person as defined by NI 43-101. Drill cores are cut in half using a diamond saw, with one-half placed in sealed bags, and delivered to the AGAT Laboratories sample preparation facility in Mississauga, Ontario. Sample quality control/quality assurance programs were implemented on all programs.

RISK FACTORS

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties. Due to the nature of the Company's proposed business and the present stage of exploration of its mineral properties (which are primarily early stage exploration properties with no known resources or reserves), the following risk factors, among others, will apply:

Resource Exploration and Development is Generally a Speculative Business

Resource exploration and development is a speculative business and involves a high degree of risk, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in size to return a profit from production. The marketability of natural resources that may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the proximity and capacity of natural resource markets, government regulations, including regulations relating to prices, taxes, royalties, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. There is no known resource, and there are no known reserves, on any of the Company's properties. The vast majority of exploration projects do not result in the discovery of commercially mineable deposits of ore. Substantial expenditures are required to establish ore reserves through drilling and metallurgical and other testing techniques, determine metal content and metallurgical recovery processes to extract metal from the ore, and construct, renovate or expand mining and processing facilities. No assurance can be given that any level of recovery of ore reserves will be realized or that any identified mineral deposit, even it is established to contain an estimated resource, will ever qualify as a commercial mineable ore body which can be legally and economically exploited. The great majority of exploration projects do not result in the discovery of commercially mineable deposits of ore.

Fluctuation of Metal Prices

Even if commercial quantities of mineral deposits are discovered by the Company, there is no guarantee that a profitable market will exist for the sale of the metals produced. Factors beyond the control of the Company may affect the marketability of any substances discovered. The prices of various metals have experienced significant movement over short periods of time, and are affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The supply of and demand for metals are affected by various factors, including political events, economic conditions and production costs in major producing regions. There can be no assurance that the price of any commodities will be such that any of the properties in which the Company has, or has the right to acquire, an interest may be mined at a profit.

General economic conditions

The recent unprecedented events in global financial markets have had a profound impact on the global economy. Many industries, including the gold and base metal mining industry, are impacted by these market conditions. Some of the key impacts of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's growth and profitability. Specifically:

- The global credit/liquidity crisis could impact the cost and availability of financing and the Company's overall liquidity
- The volatility of precious and base metal prices may impact the Company's future revenues, profits and cash flow
- Volatile energy prices, commodity and consumables prices and currency exchange rates impact potential production costs
- The devaluation and volatility of global stock markets impacts the valuation of the Company's common shares, which may impact the Company's ability to raise funds through the issuance of equity securities.

These factors could have a material adverse effect on the Company's financial condition and results of operations.

Share Price Volatility

During the past years, worldwide securities markets, particularly those in the United States and Canada, have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered exploration or development stage companies, have experienced unprecedented declines in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Most significantly, the share prices of junior natural resource companies have experienced an unprecedented decline in value and there has been a significant decline in the number of buyers willing to purchase such securities. In addition, significantly higher redemptions by holders of mutual funds has forced many of such funds (including those holding the Company's securities) to sell such securities at any price. As a consequence, despite the Company's past success in securing significant equity financing, market forces may render it difficult or impossible for the Company to secure places to purchase new share issues at a price which will not lead to severe dilution to existing shareholders, or at all. Therefore, there can be no assurance that significant fluctuations in the trading price of the Company's common shares will not occur, or that such fluctuations will not materially adversely impact on the Company's ability to raise equity funding without significant dilution to its existing shareholders, or at all.

Financing Risks

The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under any applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

Insufficient Financial Resources

The Company does not presently have sufficient financial resources to undertake by itself the acquisition, exploration and development of all of its planned acquisition, exploration and development programs. Future property acquisitions and the development of the Company's properties will therefore depend upon the Company's ability to obtain financing through the joint venturing of projects, private placement financing, public financing, short or long term borrowings or other means. There is no assurance that the Company will be successful in obtaining the required financing. Failure to raise the required funds could result in the Company losing, or being required to dispose of, its interest in its properties.

Dilution to the Company's existing shareholders

The Company will require additional equity financing to be raised in the future. The Company may issue securities at less than favorable terms to raise sufficient capital to fund its business plan. Any transaction involving the issuance of equity securities or securities convertible into common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

Increased costs

Management anticipates that costs at the Company's projects will frequently be subject to variation from one year to the next due to a number of factors, such as the results of ongoing exploration activities (positive or negative), changes in the nature of mineralization encountered, and revisions to exploration programs, if any, in response to the foregoing. In addition, exploration program costs are affected by the price of commodities such as fuel, rubber and electricity and the availability (or otherwise) of consultants and drilling contractors. Increases in the prices of such commodities or a scarcity of consultants or drilling contractors could render the costs of exploration programs to increase significantly over those budgeted. A material increase in costs for any significant exploration programs could have a significant effect on the Company's operating funds and ability to continue its planned exploration programs.

Mining Industry is Intensely Competitive

The Company's business of the acquisition, exploration and development of mineral properties is intensely competitive. The Company may be at a competitive disadvantage in acquiring additional mining properties because it must compete with other individuals and companies, many of which have greater financial resources, operational experience and technical capabilities than the Company. Increased competition could adversely affect the Company's ability to attract necessary capital funding or acquire suitable producing properties or prospects for mineral exploration in the future.

Permits and Licenses

The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company 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, on reasonable terms or at all. Delays or a failure to obtain such licenses and permits or a failure to comply with the terms of any such licenses and permits that the Company does obtain, could have a material adverse effect on the Company.

Government Regulation

Any exploration, development or mining operations carried on by the Company, will be subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. In addition, the profitability of any mining prospect is affected by the market for precious and/or base metals which is influenced by many factors including changing production costs, the supply and demand for metals, the rate of inflation, the inventory of metal producing corporations, the political environment and changes in international investment patterns.

Environmental Restrictions

The activities of the Company are subject to environmental regulations promulgated by government agencies in different countries from time to time. Environmental legislation generally provides for restrictions and prohibitions on spills, releases or emissions into the air, discharges into water, management of waste, management of hazardous substances, protection of natural resources, antiquities and endangered species and reclamation of lands disturbed by mining operations. Certain types of operations require the submission 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.

Dependence Upon Others and Key Personnel

The success of the Company's operations will depend upon numerous factors, many of which are beyond the Company's control, including (i) the ability to design and carry out appropriate exploration programs on its mineral properties; (ii) the ability to produce minerals from any mineral deposits that may be located; (iii) the ability to attract and retain additional key personnel in exploration, marketing, mine development and finance; and (iv) the ability and the operating resources to develop and maintain the properties held by the Company. These and other factors will require the use of outside suppliers as well as the talents and efforts of the Company and its consultants and employees. There can be no assurance of success with any or all of these factors on which the Company's operations will depend, or that the Company will be successful in finding and retaining the necessary employees, personnel and/or consultants in order to be able to successfully carry out such activities.

Surface Rights and Access

Although the Company acquires the rights to some or all of the minerals in the ground subject to the tenures that it acquires, or has a right to acquire, in most cases it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In such cases, applicable mining laws usually provide for rights of access to the surface for the purpose of carrying on mining activities, however, the enforcement of such rights through the applicable courts can be costly and time consuming. In areas where there are no existing surface rights holders, this does not usually cause a problem, as there are no impediments to surface access. However, in areas where there are local populations or land owners (as with many of the Company's properties), it is necessary, as a practical matter, to negotiate surface access. There can be no guarantee that, despite having the right at law to access the surface and carry on exploration and mining activities, the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out mining activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction. The Company has not, to date, experienced any problems in gaining access to any of its properties.

Title Matters

Although the Company has taken steps to verify the title to the mineral properties in which it has or has a right to acquire an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title (whether of the Company or of any underlying vendor(s) from whom the Company may be acquiring its interest). Title to mineral properties may be subject to unregistered prior agreements or transfers, and may also be affected by undetected defects or the rights of indigenous peoples. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties for which titles have been issued are in good standing.

Acquisition of Mineral Concessions under Agreements

The agreements pursuant to which the Company has the right to acquire a number of its properties provide that the Company must make a series of cash payments and/or share issuances over certain time periods, expend certain minimum amounts on the exploration of the properties or contribute its share of ongoing expenditures. The Company does not presently have the financial resources required to make all payments and complete all expenditure obligations under its all of its various property acquisition agreements over their full term. Failure by the Company to make such payments, issue such shares or make such expenditures in a timely fashion may result in the Company losing its interest in such properties. There can be no assurance that the Company will have, or be able to obtain, the necessary financial resources to be able to maintain all of its property agreements in good standing, or to be able to comply with all of its obligations thereunder, with the result that the Company could forfeit its interest in one or more of its mineral properties.

Exploration and Mining Risks

Fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the operation of mines and the conduct of exploration programs. Substantial expenditures are required to establish reserves through drilling, to develop metallurgical processes, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the cost of operations, variations of the grade of ore mined, fluctuations in the price of gold or other minerals produced, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. In addition, the grade of mineralization ultimately mined may differ from that indicated by drilling results and such differences could be material. Short term factors, such as the need for orderly development of ore bodies or the processing of new or different grades, may have an adverse effect on mining operations and on the results of operations. There can be no assurance that minerals recovered in small scale laboratory tests will be duplicated in large scale tests under on-site conditions or in production scale operations. Material changes in geological resources, grades, stripping ratios or recovery rates may affect the economic viability of projects.

Regulatory Requirements

The activities of the Company are subject to extensive regulations governing various matters, including environmental protection, management and use of toxic substances and explosives, management of natural resources, exploration, development of mines, production and post-closure reclamation, exports, price controls, taxation, regulations concerning business dealings with indigenous peoples, labour standards on occupational health and safety, including mine safety, and historic and cultural preservation. Failure to comply with applicable laws and regulations may result in civil or criminal fines or penalties, enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions, any of which could result in the Company incurring significant expenditures. The Company may also be required to compensate those suffering loss or damage by reason of a breach of such laws, regulations or permitting requirements. It is also possible that future laws and regulations, or more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expense, capital expenditures, restrictions on or suspension of the Company's operations and delays in the exploration and development of the Company's properties.

Limited Experience with Development-Stage Mining Operations

The Company has very limited experience in placing mineral resource properties into production, and its ability to do so will be dependent upon using the services of appropriately experienced personnel or entering into agreements with other major resource companies that can provide such expertise. There can be no assurance that the Company will have available to it the necessary expertise when and if it places its resource properties into production.

Uncertainty of Resource Estimates/Reserves

Unless otherwise indicated, mineralization figures presented in the Company's filings with securities regulatory authorities, press releases and other public statements that may be made from time to time are based upon estimates made by Company personnel and independent geologists. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be unreliable. There can be no assurance that:

- These estimates will be accurate;
- Reserves, resource or other mineralization figures will be accurate; or
- This mineralization could be mined or processed profitably.

Because the Company has not commenced production at any of its properties, and has not defined or delineated any proven or probable reserves on any of its properties, mineralization estimates for the Company's properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale. The resource estimates contained in the Company's filings with securities regulatory authorities, press releases and other public statements that may be made from time to time have been determined and valued based on assumed future prices, cut-off grades and operating costs that may prove to be inaccurate. Extended declines in market prices for gold, silver, copper, iron or other metals may render portions of the Company's mineralization uneconomic and result in reduced reported mineralization. Any material reductions in estimates of mineralization, or of the Company's ability to extract this mineralization, could have a material adverse effect on the Company's results of operations or financial condition. The Company has not established the presence of any resources or any proven or probable reserves at any of its mineral properties. There can be no assurance that subsequent testing or future studies will establish any resources or proven or probable reserves at the Company's properties. The failure to establish proven or probable reserves could restrict the Company's ability to successfully implement its strategies for long-term growth.

No Assurance of Profitability

The Company has no history of earnings and, due to the nature of its business there can be no assurance that the Company will ever be profitable. The Company has not paid dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is from the sale of its common shares or, possibly, from the sale or optioning of a portion of its interest in its mineral properties. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of its properties, there can be no assurance that any such funds will be available on favorable terms, or at all. At present, it is impossible to determine what amounts of additional funds, if any, may be required. Failure to raise such additional capital could put the continued viability of the Company at risk.

Uninsured or Uninsurable Risks

Exploration, development and mining operations involve various hazards, including environmental hazards, industrial accidents, metallurgical and other processing problems, unusual or unexpected rock formations, structural cave-ins or slides, flooding, fires, metal losses and periodic interruptions due to inclement or hazardous weather conditions. These risks could result in damage to or destruction of mineral properties, facilities or other property, personal injury, environmental damage, delays in operations, increased cost of operations, monetary losses and possible legal liability. The Company may not be able to obtain insurance to cover these risks at economically feasible premiums or at all. The Company may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and production activities.

The Company may be a "passive foreign investment company" under the U.S. Internal Revenue Code, which may result in material adverse U.S. federal income tax consequences to investors in the Company's common shares that are U.S. taxpayers: Investors in the Company's common shares that are U.S. taxpayers should be aware that the Company expects it will be in the current year, a "passive foreign investment company" under Section 1297(a) of the U.S. Internal Revenue Code (a "PFIC"). If the Company is or becomes a PFIC, generally any gain recognized on the sale of the Company's common shares and any "excess distributions" (as specifically defined) paid on such common shares must be rateably allocated to each day in a U.S. taxpayer's holding period for the common shares. The amount of any such gain or excess distribution allocated to prior years of such U.S. taxpayer's holding period for the common shares generally will be subject to U.S. federal income tax at the highest tax applicable to ordinary income in each such prior year, and the U.S. taxpayer will be required to pay interest on the resulting tax liability for each such prior year, calculated as if such tax liability had been due in each such prior year.

Alternatively, a U.S. taxpayer that makes a "qualified electing fund" (a "QEF") election with respect to the Company generally will be subject to U.S. federal income tax on such U.S. taxpayer's pro rata share of the Company's "net capital gain" and "ordinary earnings" (as specifically defined and calculated under U.S. federal income tax rules), regardless of whether such amounts are actually distributed by the Company. U.S. taxpayers should be aware, however, that there can be no assurance that the Company will satisfy record keeping requirements under the QEF rules or that the Company will supply U.S. taxpayers with required information under the QEF rules, in event that the Company is a PFIC and a U.S. taxpayer wishes to make a QEF election. As a second alternative, a U.S. taxpayer may make a "mark-to-market election" if the Company is a PFIC and the Company's common shares are "marketable stock" (as specifically defined). A U.S. taxpayer that makes a mark-to-market election generally will include in gross income, for each taxable year in which the Company is a PFIC, an amount equal to the excess, if any, of (a) the fair market value of the common shares as of the close of such taxable year over (b) such U.S. taxpayer's adjusted tax basis in the common shares.

Due to the extreme complexity of the PFIC rules and the potentially materially adverse consequence to a shareholder that is a U.S. taxpayer of the Company being a PFIC, it is critical that each shareholder that is a U.S. taxpayer consult with that shareholder's U.S. tax adviser before undertaking any transactions in the Company's common shares.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements as at March 31, 2017 and to the date of this MD&A.

PROPOSED TRANSACTIONS

There were no proposed transactions as at March 31, 2017 and to the date of this MD&A.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's general and administrative expenses and resource property costs is provided in the Company's Statements of Comprehensive Loss contained in its consolidated financial statements for the year ended March 31, 2017 that is available on the Company's website at http://www.genesismetalscorp.com/ or on its SEDAR Page Site accessed through www.sedar.com.

OUTSTANDING SHARE DATA

The Company's authorized capital is unlimited common shares without par value and unlimited preferred shares without par value. As at the date of this MD&A, the following common shares, options and share purchase warrants were outstanding:

	# of Shares	Exercise Price	Expiry Date
Issued and Outstanding Common Shares	73,301,204		
Stock Options	200,000	$ 0.23	August 5, 2024
	3,700,000	$ 0.22	July 27, 2021
	300,000	$ 0.22	January 19, 2022
	375,000	$ 0.20	February 27, 2022
	2,525,000	$ 0.22	July 11, 2022
Warrants	94,777	$ 0.20	September 24, 2017
	205,167	$ 0.20	September 27, 2017
	18,333	$ 0.20	October 30, 2017
	5,080,400	$ 0.20	March 21, 2018
	820,500	$ 0.30	June 15, 2018
	2,330,698	$ 0.25	February 14, 2019
	146,160	$ 0.14	June 5, 2019
	632,940	$ 0.16	June 5, 2019
	3,636,857	$ 0.20	June 5, 2019
	6,979,500	$ 0.23	June 5, 2019
	54,250	$ 0.14	June 19, 2019
	273,000	$ 0.16	June 19, 2019
	737,500	$ 0.20	June 19, 2019
	1,950,000	$ 0.23	June 19, 2019
Fully Diluted	**103,361,286**		

TRANSACTIONS WITH RELATED PARTIES

The Company has entered into certain transactions with related parties during the year ended March 31, 2017 and to the date of this MD&A. All transactions with related parties have occurred in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed upon by the related parties.

(a) Transactions:

The Company paid or accrued the following amounts to key management personnel or companies controlled by them:

	March 31, 2017	March 31, 2016
Consulting fees and salaries	$ 313,600	$ 182,000
Director fees	84,000	7,000
Finder's fees	-	67,917
Share-based payments to key management personnel	527,208	6,132
	$ 924,808	$ 263,049

During the year ended March 31, 2017, payments to a company with common directors and officers for office and administration costs totalled $18,777 (2016 - $5,115).

(b) Due to related parties:

	March 31, 2017	March 31, 2016
Key management personnel or companies controlled by key management personnel	$ 124,245	$ 84,663
A company jointly controlled by two directors	411	5,120
	$ 124,656	$ 89,783

In April 2016, 440,000 common shares valued at $74,800 were issued to settle $55,000 of related party payables. The Company recorded a loss of $19,800 in connection with the settlement of related party payables.

Amounts due to related parties are unsecured, have no fixed repayments and are non-interest bearing.

(c) Other related party transactions:

As at March 31, 2017, a total of $6,113 (2016 - $nil) was included in prepaid expenses to related parties.

COMMITMENTS

The Company is also required to fulfill annual work commitments under option agreements for the October Gold properties in order to keep them in good standing.

Other than the above, the Company does not have any commitments as at March 31, 2017 and to the date of this MD&A.

ACCOUNTING POLICIES AND ESTIMATES

Significant judgments are used in the Company's assessment of its ability to continue as a going concern which is described in note 1 of the financial statements. Significant accounting estimates are used in the determination of fair value and value in use for purposes of the recoverability of the carrying value of mineral properties, determination of reclamation obligations, valuation of share-based payments, and the valuation of deferred income taxes. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control. Actual results may differ from these estimates.

Impairment

At the end of each reporting period the carrying amounts of the Company's long lived assets, including mineral property interests, are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Share-based Payments

The factors affecting share-based payments include estimates of when stock options might be exercised and the stock price volatility. The timing for exercise of options is out of the Company's control and will depend, among other things, upon a variety of factors including the market value of Company shares and financial objectives of the holders of the options. The Company has used historical data to determine volatility in accordance with Black-Scholes modeling, however future volatility is inherently uncertain and the model has its limitations. While these estimates can have a material impact on the share-based payments and hence, results of operations, there is no impact on the Company's financial condition or liquidity.

New Standards Not Yet Adopted

Standards and interpretations issued but not yet effective applicable to the Company:

- IFRS 7, Disclosures
- IFRS 9, Financial Instruments
- IFRS 16, Leases
- IAS 12, Income Taxes

Refer to the financial statements for a description of these standards. The Company is evaluating the impact that these standards will have on the financial statements.

FINANCIAL INSTRUMENTS AND MANAGEMENT OF CAPITAL

IFRS 7, Financial Instruments: Disclosures ("IFRS 7") establishes a fair value hierarchy that prioritizes the inputs to the valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2: Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The carrying values of cash, accounts payable and accrued liabilities and due to related parties approximate their fair values due to their short terms to maturity.

Credit risk

Credit risk arises from the possibility that counterparties may be unable to fulfill their commitments to the Company. The Company's credit risk is primarily attributable to cash and receivables. The carrying value of these instruments represents the Company's maximum exposure to credit risk. The Company manages and limits exposure to credit risk by maintaining its cash with high-credit quality financial institutions. The Company's cash is held through large Canadian financial institutions and receivables consist of sales tax receivable from the Government of Canada. Management believes that the credit risk related to its cash and cash equivalents and accounts receivable is negligible.

Liquidity risk

Liquidity risk is the risk that the Company cannot meet its financial obligations associated with financial liabilities in full. The Company manages liquidity risk through the management of its capital structure, as outlined in note 12 of the financial statements, available on SEDAR. Management believes that the Company is not significantly exposed to liquidity risk as at March 31, 2017.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's interest bearing financial assets are comprised of cash which bears interest at fixed or variable rates. The Company is not exposed to material interest rate risk.

RECENT DEVELOPMENTS AND OUTLOOK

The Company expects to obtain financing in the future primarily through further equity and/or debt financing, as well as through joint venturing and/or optioning out the Company's properties to qualified mineral exploration companies. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operation and eventually to forfeit or sell its interest in its mineral properties.

APPROVAL

The Board of Directors of Genesis has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

ADDITIONAL INFORMATION

Additional information relating to Genesis is on SEDAR at www.sedar.com and the Company's website http://www.genesismetalscorp.com/.

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Executive VP and Director

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Director

Adrian Fleming, P. Geo
Executive Director

Keenan Hohol, J.D.
Independent Director

Robert Scott, CPA, CA, CFA
Independent Director

LISTINGS

TSX Venture Exchange: **GIS**

CAPITALIZATION
(as at March 31, 2017)

Shares Authorized: Unlimited
Shares Issued: 46,418,490

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