



**MANAGEMENT DISCUSSION AND ANALYSIS**  
**FOR THE YEAR ENDED DECEMBER 31, 2016**  
**AND THE SUBSEQUENT PERIOD ENDED APRIL 28, 2017**

## **A) GENERAL**

This Management's Discussion and Analysis of Anfield Resources Inc. (the "Company", "Anfield" or "ARY") is dated April 28, 2017 and provides an analysis of Anfield's financial position and results of operations for the Year ended December 31, 2016 and subsequent period ended April 28, 2017. The following information should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2016 and related notes, which are available on SEDAR at [www.sedar.com](http://www.sedar.com) or at the Company's website: [www.anfieldresources.com](http://www.anfieldresources.com).

Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis are quoted in Canadian dollars.

*Certain statements contained in this document constitute "forward-looking statements". When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", "forecast", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the Company's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments except as required by applicable Canadian Securities law.*

## **B) CORPORATE PROFILE AND MISSION**

Anfield Resources Inc. is a resource company engaged in mineral exploration and development in the United States. The Company is a reporting issuer in British Columbia and Alberta, and its common shares trade on the TSX Venture Exchange under the symbol "ARY", the OTCQB Marketplace under the symbol "ANLDF" and the Frankfurt Stock Exchange under the symbol "OAD".

The trend indicators for nuclear energy and the uranium sector are positive and point towards sustained increases in the uranium price -- as is now called for by many uranium analysts. Notably, Japan has restarted 2 reactors and is preparing further re-starts, India is creating a strategic uranium reserve, Russia is significantly expanding domestic nuclear projects and turn-key nuclear projects abroad, and the global nuclear industry is moving forward strongly with 59 reactors currently being built, another 164170 planned to come online in the next 10 years and hundreds more further back in the pipeline. Moreover, nuclear power is increasingly being seen as essential in providing new baseload electricity and meeting greenhouse gas emission targets. These developments, combined with the deferment or abandonment of many uranium projects in the current low-price environment, could potentially create a uranium shortfall in the coming years. Anfield feels it is well positioned to benefit from the uranium market's future prospects as it continues to advance its plans to create a vertically-integrated uranium entity.

## **C) ACTIVITY HIGHLIGHTS**

December 6, 2016

The Company announced that it had finalized the terms of its Resin Processing Agreement with Uranium One Americas whereby Anfield may process up to 500,000 pounds of uranium per annum at Uranium One's Irigaray Central Processing Plant.

### **September 21, 2016**

The Company announced that it closed a private placement of 4,387,825 units at \$0.23 for gross proceeds of \$1,000,000. Each unit consists of one common share and one-half share purchase warrant with each warrant exercisable at \$0.40 for a two year term. The Company also paid finders fees totaling \$36,781.

### **September 14, 2016**

The Company closed a transaction with Uranium One Americas Inc. for the transfer of 24 uranium mining properties in Wyoming, comprising 2,667 federal mining claims, 56 Wyoming State leases and 15 private leases in the Black Hills, Powder River Basin, Great Divide Basin, Laramie Basin, Shirley Basin and Wind River Basin areas.

### **August 22, 2016**

The Company entered into a Letter of Intent with Aileron Ventures Limited. ("Aileron") whereby Aileron proposes to acquire certain rights to vanadium by-products resulting from the production of uranium by Anfield at the Shootaring Canyon Mill located in Ticaboo, UT.

### **August 9, 2016**

The Company announced that, as of August 9, it is trading on the OTCQB Market place under the symbol ANLDF.

### **August 3, 2016**

The Company announced the acquisition of a substantial database of historical uranium exploration data from US Energy Corporation, covering large areas of the Colorado Plateau and Wyoming.

### **July 7, 2016**

The Company announced that it had submitted a plan to the Utah Division of Waste Management and Radiation Control on June 30 to transition the Shootaring Canyon uranium mill ("Shootaring Mill") from standby to operation status with its application to renew its license for the Shootaring Mill.

### **June 27, 2016**

The Company announced a positive Preliminary Economic Assessment ,with a pre-tax IRR of up to 41%, with regard to its Velvet-Wood uranium project located in Utah.

### **June 22, 2016**

The Company granted 3,272,500 stock options to officers, employees and consultants at \$0.21 with a 5 year term.

### **June 16, 2016**

The Company announced that it closed a private placement of 14,825,763 units at \$0.15 for gross proceeds of \$2,223,864. Each unit consists of one common share and one-half share purchase warrant with each warrant exercisable at \$0.40 for a two year term. The company also paid share issuance costs of \$50,000 and issued finders warrants valued at \$46,000.

**May 19, 2016**

The Company announced that, as part of its asset review, it had identified for consideration the vanadium potential of both its Velvet-Wood uranium project and its Henry Mountains uranium property.

**May 12, 2016**

The Company provided an update with regard to the uranium assets it had previously acquired from Uranium One.

**March 11, 2016**

The Company announced that it closed a private placement of 7,200,000 units at \$0.05 for gross proceeds of \$360,000. Each unit consists of one common share and one share purchase warrant exercisable at \$0.10 for a two year term.

Anfield Resources Inc. has the following exploration and development projects: both the Shootaring Canyon Uranium Mill and MAG Uranium project in Utah; the combined Binghampton/Copper Queen copper projects, the North Star copper project and the YR Uranium project in Arizona; 24 uranium projects in Wyoming; and the AMC Uranium project in Colorado.

### **Wyoming Uranium Projects and Resin Processing Agreement**

The Company acquired 24 uranium projects in Wyoming from Uranium One in September 2016. These projects are located in the Black Hills, Powder River Basin, Great Divide Basin, Laramie Basin, Shirley Basin and Wind River Basin areas of Wyoming and comprise of 2,667 federal mining claims, 56 Wyoming State lease and 15 private leases.

In addition, Anfield and Uranium One completed a multi-year resin processing agreement wherein Anfield would produce up to 500,000 pounds of uranium per annum at Uranium One's Irigaray In Situ Recovery Processing Plant in Wyoming.

### **Shootaring Canyon Uranium mill and related assets**

The Company acquired the Shootaring Canyon Mill and a portfolio of conventional uranium assets from Uranium One (the "Transaction") in 2015. In addition to the Shootaring Canyon Mill and the Velvet-Wood Project, the Transaction also included a portfolio of uranium assets, two surface stockpiles, and a number of royalties on projects held by other publicly-traded companies, including Energy Fuels Inc. (TSX:EFR)(NYSE MKT:UUUU), Azarga Uranium Corp. (TSX: AZZ) and Western Uranium Corporation (CSE: WUC).

### ***Shootaring Canyon Uranium Mill***

The Shootaring Canyon Uranium Mill is one of only three licensed, permitted and constructed conventional uranium mills in existence in the U.S., with the other two held by Rio Tinto (Sweetwater) and Energy Fuels Inc. (White Mesa). Located approximately 48 miles (77 kilometers) south of Hanksville, Utah, the Shootaring Canyon Mill is a conventional acid-leach facility that is permitted to process up to 750 tonnes of ore per day, with a capacity to process up to 1,000 tonnes per day. The mill was built in 1980 and during its period of operation it processed and sold 27,825 pounds of U<sub>3</sub>O<sub>8</sub>. It ceased operation with the collapse of the uranium price in the early 1980s.

### ***Velvet-Wood Project***

The Velvet-Wood Project is one of the most advanced conventional uranium projects in the U.S. Between 1979 and 1984, approximately 400,000 tons of ore were mined from the Velvet Deposit at grades of 0.46% U<sub>3</sub>O<sub>8</sub> and 0.64% V<sub>2</sub>O<sub>5</sub> (recovering approximately 4 million pounds of U<sub>3</sub>O<sub>8</sub> and 5 million pounds of V<sub>2</sub>O<sub>5</sub>).

Some underground infrastructure is already in place at the Velvet mine including a 3,500-foot long, 12' x 9' decline to the resource. The remaining mineral resources of the combined Velvet and Wood mines have been estimated to comprise 4.6 million pounds of U<sub>3</sub>O<sub>8</sub> at a grade of 0.29% U<sub>3</sub>O<sub>8</sub> (measured and indicated resource) and 552,000 pounds of U<sub>3</sub>O<sub>8</sub> at a grade of 0.32% U<sub>3</sub>O<sub>8</sub> (inferred resource).

Area/Classification	Tons	Average Grade % eU <sub>3</sub> O <sub>8</sub>	Pounds U <sub>3</sub> O <sub>8</sub>
Velvet Measured Mineral Resource	362,600	0.27	1,966,000
Velvet Indicated Mineral Resource	71,200	0.38	548,000
Wood Indicated Mineral Resource	377,000	0.28	2,113,000
TOTAL MEASURED AND INDICATED MINERAL RESOURCE	810,800	0.29	4,627,000
TOTAL INFERRED MINERAL RESOURCE	87,000	0.32	552,000

(Source: Velvet-Wood Mine Uranium Project, San Juan County, Utah USA 43-101 Mineral Reserve and Resource Report, Author: BRS Inc.; Date: 11/14/2014)

#### *Velvet-Wood Preliminary Economic Assessment*

The Velvet-Wood Preliminary Economic Assessment (PEA) was based on initial mineral processing via either heap or vat leaching methods conducted at Anfield's existing mineral processing facility, Shootaring Mill, which lies approximately 180 miles from Velvet-Wood. Under this scenario, only the portions of the Shootaring Mill necessary for the final processing of pregnant leach solutions, from either a heap or vat leach facility, will be refurbished.

Highlights include:

--Using a vat-leaching recovery method, the PEA shows a pre-tax IRR of 41% and a Net Present Value (NPV) of \$63.0 million, using a discount rate of 8% and a uranium price of US\$65 per pound of uranium.

--Using a heap-leaching recovery method, the PEA shows a pre-tax IRR of 37% and a Net Present Value (NPV) of \$53.5 million, using a discount rate of 8% and a uranium price of US\$65 per pound of uranium.

--Under both scenarios, average production would be approximately 663,000 pounds per annum, for total production of 4.6 million pounds over a seven-year mine life.

(Source: Velvet-Wood Mine Uranium Project, Preliminary Economic Assessment, National Instrument 43-101, San Juan County, Utah USA. Author: BRS Inc.; Date: 06/15/2016)

### ***Frank M Deposit***

The Frank M deposit, located approximately 12 km north of the Shootaring Canyon Mill, has a historic indicated mineral resource estimate of 2.2 million pounds of  $U_3O_8$  at a grade of 0.101%  $U_3O_8$ .

Classification	Tons	Average Grade % $U_3O_8$	Pounds $U_3O_8$
Historic indicated	1,095,000	0.101	2,210,000

(Source: *Frank M Uranium Project, 43-101 Mineral Resource Report, Garfield County, Utah USA*; Author: BRS, Inc.; Date: 8/10/2008).

The Company is not treating the Frank M historical estimate as current mineral resources or mineral reserves. A qualified person has not yet done sufficient work to classify the historical estimate as current mineral resources or mineral reserves.

This historical resource estimate was developed based on analysis of radiometric data from 838 historic holes and chemical assay from 17 historic core holes. The historical estimate also utilizes nine additional core holes that were drilled in 2007 to provide data verification and equilibrium evaluation. The grade thickness contour method was used to develop the resource estimates, evaluating grade thicknesses ranging from 0.10 to 1.00. The results disclosed in the table above are based on a grade thickness of 0.25.

The Frank M historical estimate was prepared by BRS, Inc., a well-known mineral exploration and mining consulting firm using the standards of CIM Indicated Mineral Resources. Thus, the Company considers the historical estimate to be reliable.

The Company intends to work with the same group to complete sufficient verification drilling at Frank M to bring the historical estimate to a current Indicated Mineral Resource.

### ***Findlay Tank Breccia Pipe***

#### ***Findlay Tank***

The Findlay Tank breccia pipe project, located in Arizona, has a historical inferred mineral resource estimate of 954,000 pounds at a grade of 0.227%  $U_3O_8$ .

Classification	Tons	Average Grade % $U_3O_8$	Pounds $U_3O_8$
Historic inferred	211,000	0.227	954,000

The above historical inferred mineral resource was obtained using a grade cutoff of 0.05%  $eU_3O_8$ , with a minimum grade thickness of 0.50. (Source: *Findlay Tank SE Breccia Pipe Uranium Project, Mohave County, Arizona USA 43-01 Mineral Resource Report*; Author: BRS, Inc.; Date: 10/2/2008.)

The Company is not treating the historical estimate as current mineral resources or mineral reserves. A qualified person has not yet done sufficient work to classify the historical estimate as current mineral resources or mineral reserves.

The Findlay Tank historical estimates was prepared by BRS, Inc., a well-known mineral exploration and mining consulting firm using the standards of CIM Inferred Mineral Resources. Thus, the Company considers the historical estimate to be reliable.

The Company intends to work with the same group to complete sufficient verification drilling to bring the historical estimate to a Current Mineral Resource.

### ***Royalty Portfolio***

The Transaction also contains a number of royalty arrangements on projects held by publicly-traded companies that have the potential to be an additional source of income for the Company. The royalty projects are not currently in production, and no royalty would be due to the Company until commencement of production. The royalty arrangements are summarized as follows:

- 2% to 4% sliding scale production royalty on Azarga Uranium Corporation's Dewey Burdock project in Custer and Fall River Counties, South Dakota.
- 2% net smelter returns royalty on Western Uranium Corporation's San Rafael project in Emery County, Utah.
- 2% to 4% sliding scale gross value royalty on Energy Fuels Inc.'s Whirlwind project in Grand County, Utah.
- 1% royalty on Energy Fuels Inc.'s Energy Queen project in San Juan County, Utah.

### ***Surface Stockpiles***

In addition to the approximately 48,000 acres (~19,425 hectares) of uranium properties included in the Transaction, the Company has also acquired two surface stockpiles. One of the stockpiles is located at the Shootaring Canyon Mill, with a historical estimate of 250,188 pounds of  $U_3O_8$  at an average grade of 0.161%  $U_3O_8$ . (**Source:** *Velvet-Wood Mine Uranium Project, Preliminary Economic Assessment, National Instrument 43-101, San Juan County, Utah USA*. **Author:** BRS Inc.; **Date:** 06/15/2016).

The other surface stockpile is located in the Lisbon Valley, having a historical mineral resource estimate of approximately 119,496 pounds of  $U_3O_8$  at an average grade of 0.123%  $U_3O_8$ . (**Source:** *Velvet-Wood Mine Uranium Project, Preliminary Economic Assessment, National Instrument 43-101, San Juan County, Utah USA*. **Author:** BRS Inc.; **Date:** 06/15/2016)

These surface stockpiles are significant, in that they represent potential mill feed sources with no mining costs and very low removal costs.

The Company is not treating the historical estimates of the surface stockpiles as current mineral resources or mineral reserves. A qualified person has not yet done sufficient work to classify the historical estimate as current mineral resources or mineral reserves.



The Company cannot guarantee the reliability of these historical estimates, as the parameters, assumptions and methods used to estimate the historical resource are not known.

The Company intends to conduct a sampling program and survey, in accordance with CIM standards and terminology, to determine the grade and tonnage of material present in the stockpiles, and to upgrade the historical estimates to a current resource.

### ***Other uranium projects***

The Company completed three separate uranium acquisitions in the uraniferous Colorado Plateau Region of the southwestern United States between the winter of 2013 and the summer of 2014. It acquired unpatented lode claims in San Juan County, Utah and Mojave County, Arizona from MAG Exploration Services Inc. in late October 2013, unpatented lode claims in San Juan and Garfield Counties, Utah from Yellow Rock Resources Inc. in late January 2014 and mineral claims in Colorado from Alamosa Mining Corp. (AMC).

During the year ended December 31, 2015, the Company allowed certain claims in the MAG Project, Yellow Rock Project and Alamosa Mining Project to lapse, resulting in an impairment charge of \$1,059,145. During the year ended December 31, 2015, the Company did not make the required option payments on the Alamosa Mining Project, resulting in an impairment charge of \$434,750.

### **Binghampton Copper Queen Project**

The Binghampton Copper Queen project is located 27 kilometres southeast of Prescott, Arizona, within the Arizona Volcanogenic Massive Sulfide (VMS) Belt.

During the year ended December 31, 2015, the Company allow all claims on public land to lapse, resulting in an impairment of \$1,060,934 recorded in the consolidated statements of comprehensive loss.

### **North Star Project**

During the year ended December 31, 2015 and the subsequent period to November 29, 2016 the North Star Property was on a care and maintenance mode.

During the year ended December 31, 2015, the Company allowed certain claims to lapse, resulting in an impairment charge of \$237,925 recorded in the consolidated statements of comprehensive loss.

R. Tim Henneberry, P. Geo. is the Qualified Person as defined in National Instrument 43-101, who has reviewed and approved the content of this MDA.

**Results of Operations**

***SUMMARY OF EXPLORATION ACTIVITIES***

Exploration expenditures for the year ended December 31, 2016 are detailed as follows:

	Year Ended	
	December 31, 2016	December 31, 2015
Consulting	\$ 144,283	\$ 73,990
Geology and geophysics	77,602	62,890
License and filing	754,832	141,310
Maintenance	300,486	-
Mining data	132,533	-
Sundry Field	152,766	-
<b>Total for the year</b>	<b>\$ 1,562,502</b>	<b>\$ 278,190</b>

**D) SELECTED FINANCIAL INFORMATION**

Operational results reflect overhead costs incurred for mineral property acquisitions and associated exploration expenses as well as other regulatory expenses incurred by the Company.

General and administrative costs can be expected to fluctuate relationally with acquisitions, exploration and operations.

**SELECTED ANNUAL INFORMATION**

The table overleaf includes highlights of financial data on the Company for the most recently completed three financial years:

	2016 \$'s	2015 \$'s	2014 \$'s
(Loss)/income for the year	(5,537,149)	(4,178,798)	(3,430,779)
(Loss)/income per common share from operations, basic and diluted	(0.09)	(0.14)	(0.19)
Weighted Average number of common shares	60,574,526	29,259,066	18,210,798
<b>Balance Sheet Data</b>			
Working Capital/(Deficiency)	(4,701,605)	(2,839,375)	(1,728,783)
Total assets	26,050,536	18,992,534	3,390,087

Data has been prepared in accordance with International Financial Reporting Standards.

**SUMMARY OF QUARTERLY RESULTS**

	December 31, 2016	September 30, 2016	June 30, 2016	March 31, 2016
Revenues	-	-	-	-
Net Loss for period	2,567,953	1,342,901	1,074,465	551,830
Loss per share, basic and diluted	0.04	0.02	0.02	0.01
Working Capital (Deficit)	(4,701,605)	458,855	(793,228)	(2,800,194)

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	December 31, 2015	September 30, 2015	June 30, 2015	March 31, 2015
Revenues	-	-	-	-
Net Loss for period	2,625,378	821,700	282,953	448,767
Loss per share, basic and diluted	0.06	0.03	0.01	0.02
Working Capital (Deficit)	(2,839,375)	(1,504,061)	(1,809,256)	(1,545,950)

**E) ANALYSIS OF OPERATIONS**

**Net Income (loss)**

**Comparison between years ended December 31, 2016 and 2015**

Year over year expenses exclusive of amortization and stock based compensation, were as follows:

	2016	2015
Amortization	\$ 6,786	\$ 6,546
Exploration and evaluation expenditure	1,562,502	278,190
General and administrative	1,020,302	867,296
Investor relations	97,313	49,267
Gain (Loss) on foreign exchange	(84,780)	52,655
Share based payments	667,182	412,845
<b>Total Expenses</b>	<b>\$ 3,269,305</b>	<b>\$ 1,666,799</b>

Significant changes in expenses, year over year, are reviewed as follow:

Exploration and evaluation expenditures increased by \$1,284,312 (or 461%) as a result of increased activity and expenditure necessary to maintain the Company's rights to its new property interests.

General and administrative expenses increased by \$153,006 (or 18%) as a result of a general increase in activity as the Company continues development activities on its assets.

## **F) LIQUIDITY AND CAPITAL RESOURCES**

At December 31, 2016, the Company had a working capital deficit of \$4,701,605 as compared to a deficit of \$2,839,375 at December 31, 2015. There are insufficient funds to meet all property commitments as they now stand. The Company's continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These factors indicate the existence of a material uncertainty that casts significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with loans from directors and companies controlled by directors and or private placement of common shares or the issuance of debt, to meet future commitments or may seek extensions to the exploration schedule, however, there are no guarantees that the Company can do so in the future.

## **G) OFF BALANCE SHEET ARRANGEMENTS**

There are no off balance sheet arrangements.

## **H) TRANSACTIONS WITH RELATED PARTIES**

### **RELATED PARTY BALANCES**

As at December 31, 2016, an amount of \$231,295 (2015 – \$657,090) was owed to related parties. These amounts are unsecured, non-interest bearing and has no fixed terms of repayment.

### **RELATED PARTY TRANSACTIONS**

The Company incurred the following transactions with companies that are controlled or managed by directors of the Company:

	<b>For the year ended</b>	
	<b>December 31, 2016</b>	<b>December 31, 2015</b>
Exploration and evaluation expenditures	\$ 97,639	\$ 22,584
Management fees (i)	285,800	445,085
Administration fees (i)	-	30,224
Loss on convertible debenture settlement (Note 10)	215,965	-
	<b>\$ 599,404</b>	<b>\$ 497,893</b>

### **Key management compensation:**

	<b>For the year ended</b>	
	<b>December 31, 2016</b>	<b>December 31, 2015</b>
Share based payments	\$ 327,720	\$ 216,637
Consulting fees (i)	-	23,021
Management fees (i)	215,800	445,085
	<b>\$ 543,520</b>	<b>\$ 684,743</b>

## I) CONTROLS AND PROCEDURES

The management of the Company is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's financial statements for the year ended December 31, 2016.

The management of the Company has filed the Venture Issuer Basic Certificate with the Annual Filings on SEDAR at [www.sedar.com](http://www.sedar.com). In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.

## J) AUTHORIZED SHARE CAPITAL

Unlimited share capital with no par value.

As at April 28, 2017, the Company had the following common shares, stock options and warrants outstanding:

	Number	Exercise Price	Expiry Date
Common shares	109,435,366	N/A	N/A
Stock options (vested and unvested)	6,390,900	\$0.21 to \$0.50	July 29, 2017 to June 19, 2021
Warrants	53,635,368	\$0.15 to \$0.40	August 25, 2017 to September 18, 2018
<b>Fully diluted shares outstanding</b>	<b>169,461,634</b>	<b>N/A</b>	

## K) CHANGES TO ACCOUNTING POLICIES

None

## L) OFF-BALANCE SHEET ARRANGEMENTS

As at the date of this report, the Company had no off-balance sheet arrangements.

## **M) COMMITMENTS AND CONTINGENCIES**

### **COMMITMENTS**

As at the date of this report, the Company had no commitments other than those mentioned in the Annual financial statements, and described under note 6 evaluation and exploration assets.

### **CONTINGENCIES**

The Company's exploration activities are subject to various federal, provincial and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

## **N) CRITICAL ACCOUNTING ESTIMATES**

The Company does not make any critical accounting estimates other than the carrying value of deferred exploration expenditures, and the valuation of warrants, decommissioning and restoration costs, deferred future tax assets and liabilities, and stock-based compensation.

### ***Evaluation and exploration assets***

Evaluation and exploration assets include acquired mineral rights for mineral properties held by the Company. The amount of consideration paid (in cash or share value) for mineral rights is capitalized. The amounts shown for evaluation and exploration assets represent costs of acquisition, other than transaction costs, incurred to date (excluding transaction costs), less recoveries, and do not necessarily reflect present or future values. These costs will be amortized against revenue from future production or written off if the evaluation and exploration assets are abandoned or sold. Included in the cost of evaluation and exploration assets is the cost of the estimated decommissioning liability. The Company has classified evaluation and exploration assets as intangible in nature. Depletion of costs capitalized on projects put into commercial production will be recorded using the unit-of-production method based upon estimated proven and probable reserves.

Ownership in evaluation and exploration assets involves certain inherent risks, including geological, metal prices, operating costs, and permitting risks. Many of these risks are outside the Company's control. The ultimate recoverability of the amounts capitalized for the evaluation and exploration assets is dependent upon the delineation of economically recoverable ore reserves, obtaining the necessary financing to complete their development, obtaining the necessary permits to operate a mine, and realizing profitable production or proceeds from the disposition thereof. Management's estimates of recoverability of the Company's investment in its evaluation and exploration assets have been based on current and expected conditions. However, it is possible that changes could occur which could adversely affect management's estimates and may result in future write downs of evaluation and exploration assets carrying values.

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures ("E&E") are recognized and capitalized, in addition to the acquisition costs.

These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the statement of comprehensive loss.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as 'mines under construction'. Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

Mineral exploration and evaluation expenditures are classified as intangible assets.

## **O) RISKS AND UNCERTAINTIES**

The Company is in the business of acquiring, exploring and developing gold and base metal properties. It is exposed to a number of risks and uncertainties that are common to other mineral exploration companies in the same business. The industry is capital intensive at all stages and is subjected to variations in commodity prices, market sentiment, exchange rates for currency, inflations and other risks. The Company currently has no source of revenue other than interest income. The Company will rely mainly on equity financing to fund exploration activities on its mineral properties.

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties below are not inclusive of all the risks and uncertainties the Company may be subject to and other risks may apply.

### **1. Financial risks**

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, deposits and accounts payable and accrued liabilities. The carrying values of cash and cash equivalents, amounts receivable, deposits, and accounts payable and accrued liabilities approximate their fair values due to the relatively short period to maturity of those financial instruments.

The Company is exposed to credit risk with respect to its cash and cash equivalents. Cash and cash equivalents have been placed on deposit with a major Canadian, financial institutions. Credit risk arises from the non-performance of counterparties of contractual financial obligations. The Company manages credit risk, in respect of cash and cash equivalents, by purchasing term deposits held at a major Canadian financial institution.

The Company's cash and cash equivalents include term deposits. The Company is not exposed to significant interest rate risk due to the short-term maturity of these monetary assets given fluctuations in market rates do not have a significant impact on estimated fair values at December 31, 2015. Future cash flows from interest on cash and cash equivalents will be affected by interest rate fluctuations. The Company manages interest rate risk by investing in highly liquid investments with maturities of three months or less.

Foreign exchange risk is the risk arising from changes in foreign currency fluctuations. The Company does not use any derivative instruments to reduce its exposure to fluctuations in foreign currency rates.

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or currency risk. The Company is not exposed to significant other price risk.

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due. The Company's expected source of cash flow in the upcoming year will be through equity financings. As at December 31, 2016 the Company had a working capital deficit of \$4,701,605 (2015 - \$2,839,375). At December 31, 2016, the Company had accounts payable and accrued liabilities of \$605,138 (2015 - \$1,021,560).

## **2. Going Concern**

The Company's capability to continue as a going concern is dependent upon its ability to obtain additional debt or equity financing to meet its obligations as they come due. If the Company were unable to continue as a going concern, then significant adjustments would be required to the carrying value of assets and liabilities, and to the balance sheet classifications currently used. The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to other companies in the same business, including under-capitalization, cash shortages, and limitations with respect to personnel, financial and other resources and the lack of revenues.

The Company plans to obtain financing in the future primarily through further equity financing 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.

Management has initiated a strict cost control program to effectively control expenditures. As a result of these cost control measures, it is expected that the current cash position will be sufficient to fund the Company's needs for the 2017 fiscal year. Management will review several funding options including equity financing and seeking joint venture partners to further its mineral property interests at the appropriate time. While the Company has been successful in raising funds in the past, there are no assurances that additional funding and/or suitable joint venture agreements will be obtained.



**3. Exploration and Mining Risks**

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At present, the Company's properties have no known body of commercial ore. Unusual or unexpected formations, formation pressures, fires, power outages, labor disruptions, flooding, explorations, cave-ins, landslides and the inability to obtain suitable adequate machinery, equipment or labor are other risks involved in the operation of mines and the conduct of exploration programs. The Company has relied on and may continue to rely upon consultants and others for exploration and development expertise. Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, 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 mineral 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 gold, copper and other mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, 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. The Company has no producing mines at this time. All of the properties in which the Company may earn an interest are at the exploration stage only. Most exploration projects do not result in the discovery of commercially mineable deposits of ore. The transfer application is the first step in the process of restarting the Shootaring Mill.

**4. Development Risks**

The marketability of any minerals which may be acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection.

**5. Loss of Interest in and Value of Properties**

The Company's ability to maintain its interests in its mineral properties and to fund ongoing exploration costs will be entirely dependent on its ability to raise additional funds by equity financings. If the Company is unable to raise such funds it may suffer dilution or loss of its interest in its mineral properties. The amounts attributed to the Company's interests in mineral properties in its financial statements represent acquisition and exploration costs, and should not be taken to reflect realizable value.

**6. Financing Risks**

The Company has no history of earnings and no source of operating cash flow and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no 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 through the sale of its equity shares. 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

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Company may generate additional working capital through further equity offerings or through the sale or possible syndication of its property, there is no assurance that any such funds will be available. If available, future equity financings may result in substantial dilution to purchasers under the Offering. At present it is impossible to determine what amounts of additional funds, if any, may be required.

**7. Metal Prices**

The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of ore are discovered, a profitable market may exist for the sale of minerals produced by the Company. Factors beyond the control of the Company may affect the marketability of any substances discovered. Mineral prices, in particular gold prices, have fluctuated widely in recent years. The marketability of minerals is also affected by numerous other factors beyond the control of the Company. These other factors include government regulations relating to price, royalties, allowable production and importing and exporting of minerals.

**8. Uninsurable Risks**

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

**9. Environmental and Other Regulatory Requirements**

Existing and possible future environmental legislation, regulations and actions could cause significant expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted and which may well be beyond the capacity of the Company to fund. The Company's right to exploit the mining properties is subject to various reporting requirements and to obtaining certain government approvals and there is no assurance that such approvals, including environmental approvals, will be obtained without inordinate delay or at all.

**10. No Assurance of Titles, Boundaries or Surface Rights**

The Company has investigated rights of ownership of all of the mineral properties in which it has an interest and, to the best of its knowledge, all agreements relating to such ownership rights are in good standing. However, all properties may be subject to prior claims or agreement transfers, and rights of ownership may be affected by undetected defects. While to the best of the Company's knowledge, title to all properties in which it has the right to acquire an interest is in good standing, this should not be construed as a guarantee of title. Other parties may dispute title to the mining properties in which the Company has the right to acquire an interest. The properties may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects or the statutes referred to above.

**11. Permits and Licenses**

The operations of the Company may 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.

**12. Inability to Meet Cost Contribution Requirements**

The Company may, in the future, be unable to meet its share of costs incurred under agreements to which it is a party and the Company may as a result, be subject to loss of its rights to acquire interests in the properties subject to such agreements.

**13. Reliance on Key Personnel**

The nature of the business of the Company, the ability of the Company to continue its exploration and development activities and to thereby develop a competitive edge in the marketplace depends, in a large part, on the ability of the Company to attract and maintain qualified key management personnel. Competition for such personnel is intense, and there can be no assurance that the Company will be able to attract and retain such personnel. The development of the Company now and in the future, will depend on the efforts of key management figures, the loss of whom could have a material adverse effect on the Company. The Company does not currently maintain key-man life insurance on any of the key management employees.

**CONFLICTS OF INTEREST**

The directors and officers of the Company may serve as directors or officers, or may be associated with, other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding on terms with respect to the transaction. If a conflict of interest arises, the Company will follow the provisions of the *Business Corporations Act (BC)* ("Corporations Act") dealing with conflict of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith, and in the best interest of the Company.

**Future Accounting Pronouncements**

This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

The Company has not early adopted this new standard and is currently assessing the impact that it will have on its consolidated financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

### **Forward Looking Statements**

Statements contained in this MD&A that are not historical facts are forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements include, but are not limited to, statements with respect to the future price of metals; the estimation of mineral reserves and resources, the realization of mineral reserve estimates; the timing and amount of estimated future production, costs of production, and capital expenditures; costs and timing of the development of new deposits; success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve 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 the forward-looking statements. Such risks and other factors include, among others, risks related to the integration of acquisitions; risks related to operations; risks related to joint venture operations; actual results of current exploration activities; actual results of current reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of metals; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labor disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed in the sections entitled "Risks and Uncertainties" in this MD&A. 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 forward-looking statements, 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 statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this MD&A speak only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof to reflect the occurrence of unanticipated events.

Forward-looking statements and other information contained herein concerning the mining industry and general expectations concerning the mining industry are based on estimates prepared by the Company using data from publicly available industry sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While the Company is not aware of any misstatements regarding any industry data presented herein, the industry involves risks and uncertainties and is subject to change based on various factors.

**P) ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com) or at the Company's website: [www.anfieldresources.com](http://www.anfieldresources.com).