AURYN RESOURCES

(An exploration stage company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF AURYN RESOURCES INC ("AURYN" OR THE "COMPANY")

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2015

Dated: November 25, 2015

1.1 Date and forward-looking statements

This Management Discussion and Analysis ("MD&A") of Auryn Resources Inc. (the "Company" or "Auryn") has been prepared by management to assist the reader to assess material changes in the condensed interim consolidated financial condition and results of operations of the Company as at September 30, 2015 and for the three months then ended. This MD&A should be read in conjunction with the condensed interim consolidated financial statements of the Company and related notes thereto as at and for the three months ended September 30, 2015 and 2014. The condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, "Interim Financial Reporting" using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). The accounting policies followed in these condensed interim consolidated financial statements are the same as those applied in the Company's most recent audited annual consolidated financial statements for the year ended June 30, 2015.

The effective date of this MD&A is November 25, 2015.

This MD&A may contain "forward-looking statements" which reflect the Company's current expectations regarding the future results of operations, performance and achievements of the Company, including but not limited to statements with respect to the Company's plans or future financial or operating performance, the estimation of mineral reserves and resources, conclusions of economic assessments of projects, the timing and amount of estimated future production, costs of future production, future capital expenditures, costs and timing of the development of deposits, success of exploration activities, permitting time lines, requirements for additional capital, sources and timing of additional financing, realization of unused tax benefits and future outcome of legal and tax matters.

The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate," "believe," "estimate," "expect", "budget", 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".

The statements reflect the current beliefs of the management of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Issuer to differ materially from those expressed in, or implied by, these statements. These uncertainties are factors that include but are not limited to risks related to international operations; risks related to general economic conditions and credit availability; uncertainty related to the resolution of legal disputes and lawsuits; actual results of current exploration activities and unanticipated reclamation expenses; fluctuations in prices of gold and other commodities; fluctuations in foreign currency exchange rates; increases in market prices of mining consumables; possible variations in mineral resources, grade or recovery rates; accidents, labour disputes, title disputes, claims and limitations on insurance coverage and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; changes in national and local government regulation of mining operations, tax rules and regulations, and political and economic developments in countries in which the Company operates; as well as other factors. Additional information relating to the Company and its operations is available on SEDAR at www.sedar.com and on the Company's web-site at www.aurynresources.com.

The Company's management reviews periodically information reflected in forward-looking statements. The Company has and continues to disclose in its MD&A and other publicly filed documents, changes to material factors or assumptions underlying the forward-looking statements and to the validity of the statements themselves, in the period the changes occur. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

1.2 Overall performance

1.2.1 Description of business

Auryn is a junior exploration company focused on the acquisition, exploration and development of mineral resource properties and was incorporated under the British Columbia Business Corporations Act on June 9, 2008 under the name Georgetown Capital Corp. Subsequently on October 15, 2013, the Company changed its name to Auryn Resources Inc. and is a reporting issuer in the provinces of British Columbia and Alberta. The Company is listed on the TSX Venture Exchange ("the Exchange") as a Tier 2 mining issuer, and its shares trade under the symbol AUG.V.

The Company's principal business activities include the acquisition, exploration and development of resource properties. The head office and principal address of the Company are located at 1199 West Hastings Street, Suite 600, Vancouver, British Columbia, V6E 3T5.

Effective September 25, 2015, the Company, pursuant to a plan of arrangement, acquired 100% of North Country Gold Corp's ("North Country") issued and outstanding common shares. North Country owns the mineral concessions comprising the Committee Bay mineral property in Nunavut, Canada. The Committee Bay Project consists of 217,600 hectares situated along the Committee Bay Greenstone Belt (the "CBGB"), approximately 180 km NE of the Meadowbank mine operated by Agnico Eagle Mines Limited, and extends more than 300 km northeast.

1.2.2 Committee Bay Project

The Committee Bay Project is comprised of 217,600 hectares situated along the Committee Bay Greenstone Belt (the "CBGB") approximately 180 km NE of the Meadowbank mine operated by Agnico Eagle Mines Limited and extends more than 300 km northeast.

The CBGB comprises one of a number of Archean aged greenstone belts occurring within the larger Western Churchill province of north-eastern Canada. The character and history of rock packages, and the timing and nature of mineralization occurring within the CBGB is considered to be equivalent to that of other significant gold bearing Archean greenstones within the Western Churchill Province, which hosts deposits such as Meadowbank, Meliadine and the newly discovered Amuraq.

1.2.2 Committee Bay Project (continued)

Ownership

The Committee Bay project is held 100% by Auryn with portions of the project being subject to either a 1% or 1.5% Net Smelter Royalty ("NSR"). The 1.5% NSR is payable on only 7,596 hectares and is buyable within two years commencement of commercial production for $2,000,000 for each one-third (0.5%) of the NSR.

Mineral Resources

High-grade gold occurrences are found throughout the 300 km strike length with the most advanced being the Three Bluffs deposit that contains resources as listed in the table below: *(refer to NI43-101 report dated August 21, 2015 filed under Auryn's profile at www.sedar.com).

Class	Cut Off Grade (g/t Au)	Tonnes (000)	Gold Grade (g/t Au)	Contained Au (oz)
Indicated*	3.5	1,853.3	8.42	501,700
Inferred*	3.5	3,354.4	7.16	772,200

- *See section 1.2.4 for cautionary language concerning mineral resources*

The Three Bluffs deposit remains open along strike and at depth. Future programs will aim to significantly expand upon the current resource.

Acquistion

Effective September 25, 2015, the Company, pursuant to a plan of arrangement, acquired 100% of North Country's issued and outstanding common shares (the "Arrangement") for a total consideration of approximately $18.3 million. Under the Arrangement, North Country shareholders received one Auryn common share for each ten North Country common shares held at the time of completion of the Arrangement.

2015 Exploration Program

The focus of the summer program was to bring an innovative exploration approach to the Arctic with the goal of maximizing operational efficiencies to reduce the cost of drilling and regional exploration work. The exploration program was comprised of 3,000 metres of rotary air blast ("RAB") drilling utilizing a light weight mobile drill, drone aerial imagery acquisition at 10 cm resolution across the entire project area, 60 line km of IP geophysics, structural mapping, and a till sampling program utilizing bulk cyanide leach methodology.

1.2.2 Committee Bay Project (continued)

Highlights from the 2015 exploration program:

- **Establishment of the geometry of the high-grade mineralization at West Plains and confirmation that the target remains open at depth. Drill results from the target include 16.76m of 10.36g/t (including 12.19m of 13.89g/t) and 28.96m of 1.41g/t (15WPPR001) and 27.43m @ 2.97g/t (including 10.67m of 5.45g/t) (15WPPR027).**
- **Discovery of low grade surface mineralization 1,000 metres to the north of West Plains extending the mineralized strike length of the shear zone to 1.8 km. Drill results include 24.38m of 0.64g/t (15WPPR015), 10.67m @ 1.26g/t (15WPPR023), and 7.62m of 0.51g/t (15WPPR020).**
- **Identification of new geochemical anomalies across the southwest third of the Project including a predominately untested 20 km long corridor of elevated gold-in-till values.**
- **Staking of 158,885 hectares surrounding the existing Committee Bay claims and leases bringing the new land position to 217,000 Ha.**
- **Confirmation of the efficacy of track mounted RAB rigs in the arctic environment resulting in significant reductions in the cost to explore across the 300 km Committee Bay belt.**

Prospectivity analysis:

On July 8th, 2015, the Company released the results of its prospectively analysis on the southwest third of the Committee Bay belt. The analysis combined the historical geological, geophysical, and geochemical data from the project and resulted in the identification of several target areas which became the focus of the 2015 summer program (see figure 1).

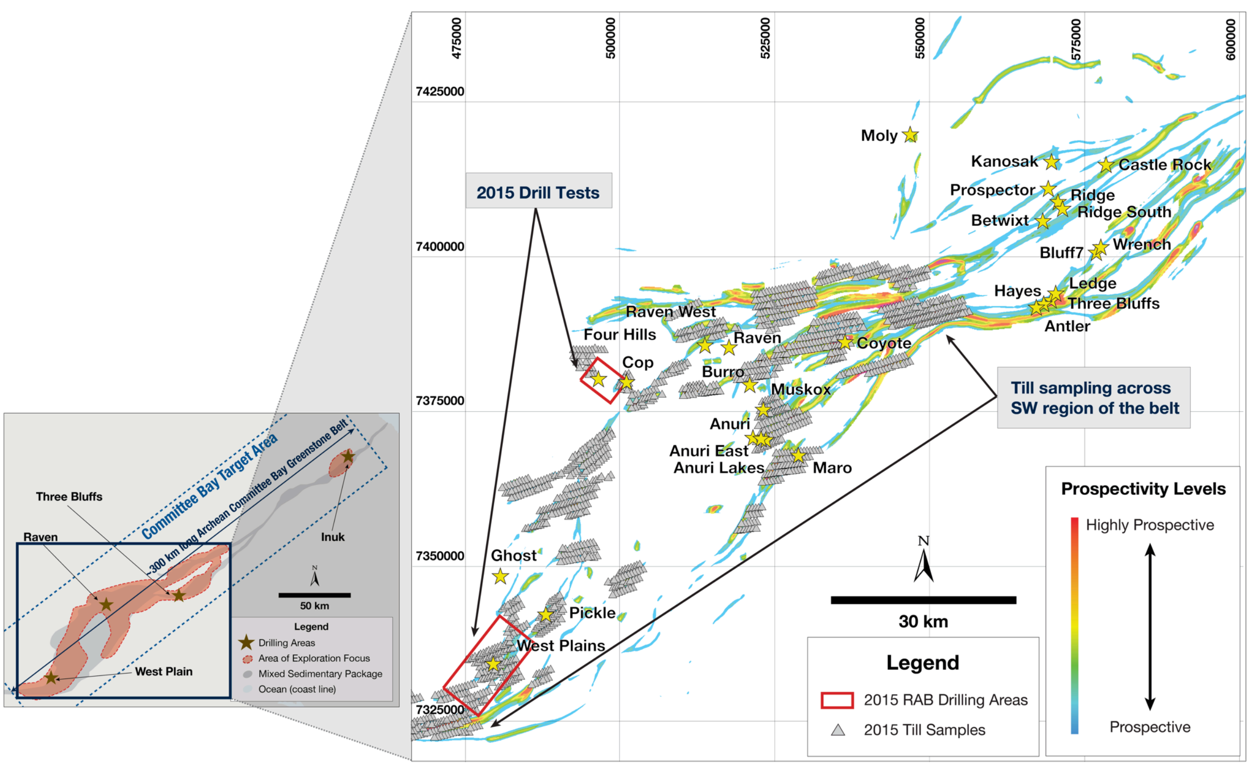

Figure 1 – prospectivity of the Southwest third of the belt overlaid with the till sampling locations and 2015 drill target areas.

1.2.2 Committee Bay Project (continued)

Acquisition of additional claims

Effective October 2015, the Company acquired 158,885 hectares surrounding the existing Committee Bay claims and leases bringing the new land position to 217,000 Ha across the 300 km Belt. The new land position consolidates the district and allows Auryn's 2016-2017 exploration seasons to pursue new targets identified and expand till and drill programs along strike from the existing Three Bluffs gold deposit and other known mineralized structures.

Track-mounted RAB Drilling

The drill program conducted throughout July and August 2015 consisted of 3,020 meters of RAB across 32 holes and was designed to 1) test the efficacy of a track-mounted RAB drill in the arctic environment; 2) test a number structurally identified targets in the vicinity of the West Plains discovery; and 3) test a conceptual targets areas at Cop / Four Hills.

The drilling highlights from the West Plains target include 16.76m of 10.36g/t (including 12.19m of 13.89g/t) and 28.96m of 1.41g/t (15WPPR001) and 27.43m @ 2.97g/t (including 10.67m of 5.45g/t) (15WPPR027). Drill hole 15WPPR001 was designed as an infill hole offsetting previously reported historical diamond drill result of 8.73m of 14.76g/t and 8m of 13.14g/t (see North Country Gold NR – Aug 8, 2006). Importantly, the RAB drilling results compared favourably to the diamond drill results with no significant variations on grade or length of intercept. Drill hole 15WPPR027 was designed as a 50m step out hole to the southwest of the known mineralization to establish its orientation. The resultant intercept of 27.43m of 2.97g/t (including 10.67m of 5.45g/t) demonstrates that the high-grade mineralization has a sub-vertical plunge and is open at depth.

Additional drill results from the West Plains structure include 24.38m of 0.64g/t (15WPPR015), 10.67m @ 1.26g/t (15WPPR023), and 7.62m of 0.51g/t (15WPPR020). Collectively, these results show that the West Plains shear zone is gold bearing over a 1.8 km of its 6 km total strike length imaged in the 2015 Inversed Polarization (IP) survey. The West Plains shear zone is considered to be underexplored and highly prospective as a host for additional gold mineralization.

Till Sampling Results

On October 26, 2015, the Company released the results from its till sampling program identifying a total of 5 new significant anomalies that range from between 1 km to 10 km in length. Importantly, 3 of these anomalies constitute a newly recognized corridor of elevated gold in tills that extends for over 20 km. The targets identified have seen little to no historical work on them and demonstrate the very prospective nature of the bedrock beneath the till that covers 95% of the 300km belt. Collectively these till anomalies will become the focus for continued exploration within the southwest region of the Committee Bay belt.

Overall program analysis and economics

During the three months ended September 30, 2015, the Company expended $3,999,889 in mineral exploration and acquisition expenditures at Committee Bay not including the fair value of the acquisition of North Country; details presented in the table below.

1.2.2 Committee Bay Project (continued)

Project expenditure during the three months ended September 30, 2015:

	Committee Bay	Other	Total
Acquisition costs			
Additions:			
Acquisition of North Country	$ 17,963,334	$ -	$ 17,963,334
Other acquisition costs	291	219,422	219,713
Exploration and evaluation costs			
Additions:			
Assaying	239,294	-	239,294
Exploration drilling	429,086	-	429,086
Camp cost, equipment and field supplies [1]	653,360	-	653,360
Geological consulting services	227,237	37,914	265,151
Geophysical analysis	198,142	-	198,142
Permitting, environmental and community costs	159,225	-	159,225
Expediting and mobilization	48,839	-	48,839
Salaries and wages	350,921	6,520	357,441
Fuel and consumables	478,181	-	478,181
Aircraft and travel	1,124,079	-	1,124,079
Share-based compensation (note 10(a))	91,234	-	91,234
Balance as at September 30, 2015	$ 24,030,386	$ 263,856	$ 24,294,242

[1] Included in camp cost, equipment and field supplies is an amount of $442,017 charged by North Country for the use of infrastructure during the Joint Exploration Agreement.

1.2.3 Project Acquisition Pipeline

The Company is continuing to actively pursue other quality mineral opportunities with goal of establishing a robust project pipeline. Active discussions and on going due diligences with a number of parties in North and South America continue with the goal of establishing exploration and development operations in those regions.

During the three months ended September 30, 2015, the Company recorded $263,398 in costs associated with the acquisition of certain mineral concessions in South America. The Company is awaiting the final granting of these mineral titles which it expects to receive in or before Q1 of 2016.

1.2.4 Qualified Persons and Technical Disclosures

Michael Henrichsen, P. Geo., Chief Operating Officer of Auryn, is the Qualified Person with respect to the technical disclosures in this MD&A.

Analytical samples were taken using 1/8 of each 5ft (1.52m) interval (chips) and sent to ALS Lab in Yellowknife, NWT for preparation and then to ALS Lab in Vancouver, BC for analysis. All samples are assayed using 50g nominal weight fire assay with atomic absorption finish (Au-AA26) and multi-element four acid digest ICP-AES/ICP-MS method (ME-MS61). QA/QC programs using internal standard samples, field and lab duplicates, re-assays, and blanks indicate good accuracy and precision in a large majority of standards assayed.

1.2.4 Qualified Persons and Technical Disclosures (continued)

Intercepts were calculated using a minimum of a 0.25 g/t Au cut off at beginning and end of the intercept and allowing for no more than four consecutive samples (six meters) of less than 0.25 g/t Au. True widths of the reported intercepts are believed to be approximately 60% of the drilled widths.

Cautionary Note About Mineral Resources:

Mineral Resources that are not mineral reserves have not demonstrated economic viability. Mineral resource estimates do not account for mineability, selectivity, mining loss and dilution. These mineral resource estimates include inferred mineral resources that are normally considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. There is also no certainty that these inferred mineral resources will be converted to measured and indicated categories through further drilling, or into mineral reserves, once economic considerations are applied.

Three Bluffs resource estimations were completed by Roscoe Postle Associates Ltd. (see the Technical Report on the Three Bluffs Project, Nunavut Territory, Canada filed on the SEDAR on August 21, 2015) using a 3.5 g/t Au cut-off grade. There are no known legal, political, environmental, or other risks that could materially affect the potential development of the mineral resources.

1.3 Selected annual information

	2015	2014	2013
Net loss for the year	$ 1,922,603	$ 2,079,793	$ 401,872
Basic and diluted loss per share	0.08	0.13	0.03
Total assets	8,797,284	2,454,548	1,302,739
Total long-term liabilities	-	-	-
Cash dividends per share	-	-	-

The Company generated no revenues from operations during the above periods.

1.4 Results of Operations

Three months ended September 30, 2015 and 2014

During the three months ended September 30, 2015, the Company reported a net loss of $674,069 and loss per share of $0.01 compared to $383,341 and $0.2 respectively for the same period of the previous year.

Significant variances are discussed as follows:

(1) During the three months ended September 30, 2015, the Company incurred $1,074,876 in administrative expenses, an increase of $775,697 over the same period in the prior year. This increase is attributable to addition corporate, office and administration, share-based compensation, legal and travel costs in support of the Committee Bay project and project investigation activities. During the same period in the prior year, administrative costs pertained solely to corporate support and project investigation activities.

(2) The significant increase in wages and consulting fees relates to the addition of executive level and support personnel at the Company's office in Vancouver.

1.4 Results of Operations (continued)

(3) On August 17, 2015, the Company granted 1,280,000 incentive stock options to directors, officers, employees and others resulting in share-based compensation of $379,491 being recorded within administration costs. In the same period in the prior year, the Company recorded share-based compensation of $127,020 from the amortization of options granted in February 2014.
(4) Total direct project investigation costs for the three months ended September 30, 2015 were $30,948 compared to $90,920 in the same period of the previous year. This decrease relates to reduced levels of investigative actives as the Company's staff focused on Committee Bay.
(5) Resulting from the acquisition of North Country, the Company realized a gain within net loss of $435,000 from the change in fair value of previous purchased North Country common shares.
(6) Travel, promotion and investor relation costs totalled $195,881 for the three months ended September 30, 2015 relating to investor shows and conferences attended subsequent to the Company's announce of the North Country acquisition and the results from its summer programs.

1.5 Summary of quarterly results

Three months ended	Interest and other income	Net loss	Comprehensive loss	Loss per share
	$	$	$	$
September 30, 2015	14,355	(674,069)	(1,196,069)	(0.01)
June 30, 2015	12,256	(567,492)	(45,492)	(0.02)
March 31, 2015	3,813	(436,711)	(436,711)	(0.01)
December 31, 2014	4,983	(535,059)	(535,059)	(0.03)
September 30, 2014	6,318	(383,341)	(383,341)	(0.02)
June 30, 2014	7,201	(681,357)	(681,357)	(0.04)
March 31, 2014	5,954	(788,947)	(788,947)	(0.04)
December 31, 2013	4,477	(399,485)	(399,485)	(0.03)

During the last eight quarters, the Company's net loss has ranged between $399,485 and $ 788,974. The Company anticipates maintaining this level of losses and expenditures as it continues to develop the mineral interests it holds and actively pursue other projects for acquisition. Comprehensive loss for the period ended Jun 30, 2015 comparatively decreased due to the recognition of an unrealized gain resulting from the revaluation of the North Country investment. This accumulated gain was then recognized during the three months ended September 30, 2015. Also, during the three months ended March 31, 2015, the Company recognized a one-time gain of $200,000 due to the initial recognition of the investment in North Country, which reduced the net loss on that period.

1.6/1.7 Liquidity and capital resources

As at September 30, 2015, the Company had cash and cash equivalents of $6,104,296 and working capital of $5,256,294. Current liabilities as at September 30, 2015 consisted of accounts payable and accrued liabilities of $1,624,326, which have been incurred in connection with the Company's 2015 Committee Bay exploration programs, extensive project investigation activities and maintaining the Company's public listing in good standing.

During the three months ended September 30, 2015, the Company recovered net cash of $157,054 in operating activities compared to expending $325,385 during the same period in the previous year. The Company also spent $3,933,617 in investing activities during the period predominantly on program costs from its Committee Bay project.

1.6/1.7 Liquidity and capital resources (continued)

During the three months ended September 30, 2015, the company raised $5,638,180 in financing activities through the issuance of common shares.

The Company's current working capital is sufficient for the Company to meets its immediate liquidity requirements as well as those for the next twelve months.

Common shares issued

On September 16, 2015, the Company completed a non-brokered private placement for gross proceeds of $5,802,000 by issuing 4,835,000 units of the Company at a price of $1.20 per unit. Each unit consisted of one common share and one common share purchase warrant. Each purchase warrant is exercisable into a common share of the Company at a price of $1.70 per share for a period of 24 months. In the event that the Company's common shares trade at a closing price on the TSX Venture Exchange of equal or greater than $2.40 per share for a period of 20 consecutive trading days at any time after four months after the closing date, the Company may accelerate the expiry date of the Warrants by giving notice to the holders thereof and in such case the Warrants will expire on the 30th day after the date on which such notice is given by the Company. Total broker commissions paid under the offering were $119,250.

On December 11, 2014, the Company completed a non-brokered private placement for gross proceeds of $7,313,300 by issuing 11,251,230 common shares of the Company at a price of $0.65 per common share. . Related to this share issuance, the Company incurred costs in the amount of $134,874, which included cash commission of $96,425, and other legal and regulatory costs of $38,449.

During the year ended June 30, 2015, the Company issued 23,750 common shares for gross proceeds of $12,113 in connection with stock options being exercised.

Other sources of funds

As at September 30, 2015, the other sources of funds potentially available to the Company are through the exercise of outstanding stock options and share purchase warrants with terms as follows:

Stock Options			Outstanding			Exercisable
Expiry date	Number of options	Exercise price	Remaining contractual life (years)	Number of options	Exercise price	Remaining contractual life (years)
Feb 17, 2019	1,551,250	$ 0.51	3.39	1,551,250	$ 0.51	3.39
Aug 17, 2020	1,280,000	1.30	4.88	320,000	1.30	4.88
Oct 1, 2015	520,000	4.70	0.00	520,000	4.70	0.00
Dec 24, 2015	110,000	1.00	0.23	110,000	1.00	0.23
Dec 24, 2015	50,000	2.50	0.23	50,000	2.50	0.23
Dec 24, 2015	10,000	8.50	0.23	10,000	8.50	0.23
Feb 3, 2019	140,000	1.50	3.35	140,000	1.50	3.35
Mar 20, 2020	20,000	0.70	4.49	20,000	0.70	4.49
	3,681,250			2,721,250		

Warrants	Exercise price	Expiry date
4,835,000	$ 1.70	September 16, 2017

1.6/1.7 Liquidity and capital resources (continued)

In the future, the Company may have capital requirements in excess of its currently available resources and may be required to seek additional financing. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

1.8 Off-balance sheet arrangements

The Company does not utilize off-balance sheet arrangements.

1.9 Transactions with related parties

All transactions with related parties have occurred in the normal course of operations and are measured at their fair value as determined by management. All amounts are unsecured, non-interest bearing and have no specific terms of settlement, unless otherwise noted.

(a) Related parties

	Three months ended September 30, 2015	Three months ended September 30, 2014
Universal Mineral Services Ltd. [1]	$ 362,965	$ 132,778

1. Universal Mineral Services Ltd., ("UMS") is a private company with directors and officers in common that, pursuant to an agreement dated March 30, 2012, provides geological, corporate development, administrative and management services to the Company on a cost recovery basis. The Company holds a non-voting equity interest in UMS. The outstanding balance owing at September 30, 2015 was $99,057 (June 30, 2015 – $145,633).

(b) Compensation of key management personnel

During the period, compensation to key management personnel was as follows:

	Three months ended September 30, 2015	Three months ended September 30, 2014
Short-term benefits	$ 150,375	$ 89,645
Share-based payments	110,172	75,413
	$ 260,547	$ 165,058

1.10 Subsequent events

a) On October 1, 2015, 470,000 stock options with an exercise price of $4.70 expired unexercised.

b) Effective October 5, 2015, the Company settled, on North Country's behalf, a legal dispute between North Country and two vendors who provided equipment and services to the Committee Bay project in 2011. An amount totaling $390,000 was loaned to North Country effective September 18, 2015 and was placed in escrow until the discontinuances of claim were received from the plaintiffs. As at September 30, 2015, the amount was included in prepaid expenses and deposits.

c) On November 2, 2015, a total of 1,250 stock options were exercised for gross proceeds of $638

1.11 Proposed Transactions

None

1.12 Critical Accounting Estimates

This section is not required as the Company is a Venture Issuer, as the term is defined in National Instrument 51-102 *Continuous Disclosure Obligations*.

1.13 Changes in accounting policies including initial adoption

None

1.14 Financial instruments and other instruments

As at September 30, 2015, the Company's financial instruments consist of cash and cash equivalents, investments, amounts receivable, accounts payables and accrued liabilities and the provision for provision for site reclamation and closure. With the exception of the provision for site reclamation, the fair values of these financial instruments approximate their carrying values due to their short-term to maturity. The provision for site reclamation is recorded at fair value being the net present value of the anticipated obligation at closure of the Committee Bay project. The Company's financial instruments are exposed to certain financial risks including, credit risk, currency risks, liquidity risk, interest rate risk and capital risk management. Details of each risk are laid out in the notes to the Company's condensed interim consolidated financial statements.

1.15 Other requirements

Capital structure

Authorized: Unlimited number of common shares
Number of common shares issued and outstanding as at November 25, 2015: 48,828,729
Number of common shares issued and outstanding as at September 30, 2015: 48,827,479

Stock options as at November 25, 2015:

Stock Options			Outstanding			Exercisable
Expiry date	**Number of options**	**Exercise price**	**Remaining contractual life (years)**	**Number of options**	**Exercise price**	**Remaining contractual life (years)**
Feb 17, 2019	1,550,000	$ 0.51	3.23	1,550,000	$ 0.51	3.23
Aug 17, 2020	1,280,000	1.30	4.73	320,000	1.30	4.73
Dec 24, 2015	110,000	1.00	0.08	110,000	1.00	0.08
Dec 24, 2015	50,000	2.50	0.08	50,000	2.50	0.08
Dec 24, 2015	10,000	8.50	0.08	10,000	8.50	0.08
Feb 3, 2019	140,000	1.50	3.23	140,000	1.50	3.23
Mar 20, 2020	20,000	0.70	4.34	20,000	0.70	4.34
	3,160,000			2,360,000		

Share purchase warrants:

Number of warrants	Exercise price	Expiry date
4,835,000	$ 1.70	September 16, 2017

1.15 Other requirements (continued)

Disclosure controls and procedures

As defined in National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, disclosure controls and procedures require that controls and other procedures be designed to provide reasonable assurance that material information required to be disclosed is duly gathered and reported to senior management in order to permit timely decisions and timely and accurate public disclosure.

Management of the Company, with the participation of the Chief Executive Officer and the Chief Financial Officer, have evaluated the design of the Company's disclosure controls and procedures ("DC&P") and the design of internal controls over financial reporting ("ICFR") as required by Canadian securities laws, and have concluded that such procedures are adequate to ensure accurate and complete disclosures in public filings.

Management is responsible for the establishment and maintenance of a system of internal control over financial reporting. This system has been designed to provide reasonable assurance that assets are safeguarded and that the financial reporting is accurate and reliable. The consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board ("IASB"), and in accordance with accounting policies set out in the notes to the audited consolidated financial statements for the year ended June 30, 2015.

There are inherent limitations in all control systems and no disclosure controls and procedures can provide complete assurance that no future errors or fraud will occur. An economically feasible control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Note: As a venture issuer, the Company is not required to certify the design and evaluation of the issuer's DC&P and ICFR and has not completed such an evaluation; and there are inherent limitations on the ability of management to design and implement on a cost effective basis DC&P and ICFR for the Company which may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports required under securities legislation.

Additional disclosures pertaining to the Company's management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.

On behalf of the Board of Directors,

"Shawn Wallace"
Shawn Wallace
President and Chief Executive Officer
November 25, 2015