INTACT GOLD CORP.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2017

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GENERAL

The purpose of this Management Discussion and Analysis ("MD&A") is to explain management's point of view of the past performance and future outlook of Intact Gold Corp. (formerly First Americas Gold Corporation, the "Company"). This MD&A also provides information to improve the reader's understanding of the Company's financial statements and related notes, and should therefore be read in conjunction with the unaudited condensed interim financial statements of the Company and notes thereto for the three and six months ended September 30, 2017 (the "Financial Statements"). Additional information on the Company is available on SEDAR and on the Company's website, www.intactgold.com. All information contained in this MD&A is the responsibility of management and is current as of November 29, 2017, unless otherwise stated.

All financial information in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS") and all dollar amounts are expressed in Canadian dollars unless otherwise indicated.

FORWARD-LOOKING STATEMENTS

Certain sections of this MD&A may contain forward-looking statements.

All statements, other than statements of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words.

Forward-looking statements may relate to the Company's future financial conditions, results of operations, plans, objectives, performance or business developments including, among other things, exploration and work programs, drilling plans and timing of drilling, plans for development and facilities construction and timing, method of funding and completion thereof, the performance characteristics of the Company's mineral properties, drilling results of various projects of the Company, the existence of mineral resources or reserves and the timing of development thereof, projections of market prices and costs, supply and demand for gold, expectations regarding the ability to raise capital and to acquire reserves through acquisitions and/or development, treatment under governmental regulatory regimes and tax laws, and capital expenditure programs and the timing and method of financing thereof.

Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies.

The estimates and assumptions of the Company contained in this MD&A, which may prove to be incorrect, include, but are not limited to, the various assumptions set forth herein and in the MD&A, or as otherwise expressly incorporated herein by reference as well as: (1) there being no significant disruptions affecting operations, whether due to labour disruptions, supply disruptions, power disruptions, damage to equipment, adverse weather conditions or otherwise; (2) permitting, access, exploration, expansion and acquisitions at the Company's projects (including, without limitation, land acquisitions for and permitting of exploration plans) being consistent with the Company's current expectations; (3) prices for and availability of equipment, labor, natural gas, fuel oil, electricity, water and other key supplies remaining consistent with current levels; (4) labour and materials costs increasing on a basis consistent with the Company's current expectations; and (5) the availability and timing of additional financing being consistent with the Company's current expectations.

Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements.

Such factors include, but are not limited to: fluctuations in the currency markets; fluctuations in the spot and forward price of gold or certain other commodities (such as diesel fuel and electricity); changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Canada; business opportunities that may be presented to, or pursued by, the Company; the Company's ability to successfully integrate acquisitions; operating or technical difficulties in connection with exploration or development activities; employee relations; the speculative nature of gold exploration and development, including the risks of obtaining necessary licenses and permits; competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel; incorrect assessments of the value of acquisitions; geological, technical, drilling and processing problems; fluctuations in foreign exchange or interest rates and stock market volatility; changes in income tax laws or changes in tax laws and incentive programs relating to the mineral resource industry; and contests over title to properties, particularly title to undeveloped properties.

In addition, there are risks and hazards associated with the business of gold exploration, development and mining, including environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins, flooding and gold bullion losses (and the risk of inadequate insurance, or the inability to obtain insurance, to cover these risks).

Many of these uncertainties and contingencies can affect the Company's actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company. 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.

Forward-looking statements are provided for the purpose of providing information about management's expectations and plans relating to the future. All of the forward-looking statements made in this MD&A are qualified by these cautionary statements and those made in the Company's other filings with applicable securities regulators in Canada. These factors are not intended to represent a complete list of the factors that could affect the Company and readers should not place undue reliance on forward-looking statements in this MD&A. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, or to explain any material difference between subsequent actual events and such forward-looking statements, except to the extent required by applicable law.

The forward looking statements contained herein are based on information available as of November 29, 2017.

OVERALL PERFORMANCE

The Company was incorporated under the *Business Corporations Act* (British Columbia) (the "BCBCA") on April 3, 2007 under the name "Pannonia Ventures Corp.". The Company's head office and principal address is 800 – 1199 West Hastings Street, Vancouver, British Columbia, Canada, V6E 3T5. The Company's registered and records office is located at 800 – 1199 West Hastings Street, Vancouver, British Columbia, Canada V6E 3T5.

On April 12, 2016, the Company effected a forward split of its common shares on a one-old-for-two-new basis. As a result, all common shares, stock options, warrants, and per share amounts have been retroactively restated in order to reflect the stock split.

In April 2016, Greg Burns was appointed as a director of the Company.

On May 4, 2016, Konstantin Lichtenwald was appointed as the Chief Financial Officer of the Company.

On May 17, 2016, the Company issued 2,800,000 units at a price of $0.125 per unit for gross proceeds of $350,000. Each unit comprises one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share until May 17, 2018 at a price of $0.175. In connection with closing of the private placement, the Company paid certain finder's fees: $2,813 cash and 32,900 purchase warrants (the "Finder's Warrants"). Each Finder's Warrant entitles the holder to purchase one additional common share at a price of $0.175 until May 17, 2018.

On May 19, 2016, the Company issued 1,250,000 units at a price of $0.16 per unit for gross proceeds of $200,000. Each unit comprises one flow-through common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share until May 19, 2018 at a price of $0.20. In connection with closing of the private placement, the Company paid certain finder's fees: $18,000 cash and a settlement fee of $2,500.

On May 5, 2016, the Company issued 1,000,000 shares for the acquisition of the Guillet Property. The fair value of these shares amounts to $160,000.

On May 24, 2016, the Company issued 200,000 shares for the acquisition of the Gold Hill – Blackjack Property. The fair value of these shares amounts to $20,000.

On June 23, 2016, the Company issued 1,500,000 shares for the acquisition of the Belleterre Extreme East Property and the Ortona Property. The fair value of these shares amounts to $120,000.

On August 12, 2016, the Company closed a private placement and issued 2,666,666 units at a price of $0.075 per unit for gross proceeds of $200,000. Each unit comprises one common share and one common share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share until August 12, 2018, at a price of $0.10.

On March 31, 2017, the Company closed a non-brokered private placement consisting of 3,076,923 non-flow-through units at a price of $0.065 per unit, for gross proceeds of $200,000. Each unit comprises one common share and one common share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share for a period of two years at a price of $0.10. The Company also closed the other non-brokered private placement of 3,000,000 flow-through units at a price of $0.075 per unit, for gross proceeds of $225,000. Each unit comprises one common share and one half common share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share for a period of two years from issuance date at a price of $0.12.

During the year ended March 31, 2017, 360,000 warrants were exercised at $0.025, 416,000 warrants were exercised at $0.10 and 2,370,000 warrants were exercised at $0.05. Shares were issued for a total consideration of $169,100. The fair value of $13,930 attributed to exercised warrants was reversed accordingly.

On May 23, 2017, the Company closed a non-brokered private placement consisting of 1,000,000 non-flow-through units at a price of $0.05 per unit for gross proceeds of $50,000. Each unit comprises of one common share and one common share purchase warrant. The warrants can be exercised at a price of $0.05. The Company recognized a flow-through liability of $ $7,500 for the issuance of these shares.

SELECTED INTERIM INFORMATION

As at September 30, 2017, the Company was a Tier 2 Mining Issuer. Accordingly, the Company has not recorded any revenues other than interest earned, and depends upon share issuances to fund its administrative expenses. See the summary of results below:

	Three months ended September 30,		Six months ended September 30,	
	2017	**2016**	**2017**	**2016**
	$	**$**	**$**	**$**
Revenues	**-**	**-**	**-**	**-**
General and administrative expenses	**(54,488)**	**(361,083)**	**(184,414)**	**(869,705)**
Other income	**-**	**-**	**795**	**-**
Net loss and comprehensive loss	**(54,488)**	**(361,083)**	**(183,619)**	**(869,705)**
Basic and diluted loss per share	**(0.00)**	**(0.01)**	**(0.00)**	**(0.02)**
Exploration and evaluation assets	**588,926**	**409,601**	**588,926**	**409,601**
Total assets	**926,373**	**654,076**	**926,373**	**654,076**
Working capital (deficit)	**33,875**	**215,780**	**33,875**	**215,780**
Dividends per share	**-**	**-**	**-**	**-**

At September 30, 2017, the Company had not yet achieved profitable operations and had accumulated losses of $3,454,552 (March 31, 2017 – $3,270,933) since inception. These losses resulted in a net loss per share for the six months ended September 30, 2017 of $0.00 (2016 – $0.02).

At September 30, 2017, the Company had no continuing source of operating revenues and related expenditures. The Company has not paid any dividends on its common shares nor does it have any present intention of paying dividends on its common shares, as it anticipates that all available funds obtained in the foreseeable future will be invested to finance its business activities.

RESULTS OF OPERATIONS

As an exploration company, the Company has yet to generate any revenue since its inception from its planned operations.

The operating and administrative expenses for the three months ended September 30, 2017 totaled $54,488 (2016 – $361,083), including consulting fees of $552 (2016 – $277,750), filing and transfer agent fees of $20,198 (2016 – $10,079), investor relations of $Nil (2016 – $23,750), management and director fees of $12,000 (2016 – $13,050), office and miscellaneous expenses of $3,678 (2016 – $14,480), professional fees of $17,731 (2016 – $10,439), stock-based compensation of $Nil (2016 – $10,587) and travel and related expenses of $280 (2016 – $899).

The table below details the changes in major expenditures for the three months ended September 30, 2017 as compared to the three months ended September 30, 2016:

Expenses	Increase (decrease) in expenses	Explanation for change
Investor relations	Decrease of $23,750	Decreased due to lower general corporate activity.
Consulting fees	Decrease of $277,198	Use of consulting services decreased as a result of a decrease in general corporate activity and project investigation activities.
Filing and transfer agent fees	Increase of $10,119	Increased fees related to more corporate transactions.
Office and miscellaneous	Decrease of $10,802	Decreased due to lower general corporate activity.

The operating and administrative expenses for the six months ended September 30, 2017 totaled $184,414 (2016 – $869,705), including advertising and promotion of $Nil (2016 – $190,082), consulting fees of $42,791 (2016 – $496,800), filing and transfer agent fees of $28,853 (2016 – $46,627), investor relations of $Nil (2016 – $37,337), management and director fees of $62,000 (2016 – $31,045), office and miscellaneous expenses of $29,881 (2016 – $34,697), professional fees of $20,510 (2016 – $11,913), stock-based compensation of $Nil (2016 – $10,587) and travel and related expenses of $280 (2016 – $10,518).

The table below details the changes in major expenditures for the six months ended September 30, 2017 as compared to the six months ended September 30, 2016:

Expenses	Increase (decrease) in expenses	Explanation for change
Advertising and promotion	Decrease of $190,082	Advertising and promotion decreased as there was less corporate activity.
Investor relations	Decrease of $37,337	Decreased due to lower general corporate activity.
Consulting fees	Decrease of $454,009	Use of consulting services decreased as a result of a decrease in general corporate activity and project investigation activities.
Filing and transfer agent fees	Decrease of $17,774	Decreased due to lower general corporate activity.
Office and miscellaneous	Decrease of $4,816	Decreased due to lower general corporate activity.

SUMMARY OF QUARTERLY RESULTS FOR THE LAST CONSECUTIVE 8 QUARTERS

Historical quarterly financial information derived from the Company's eight most recently completed quarters is as follows:

	Quarters ended			
	September 30, 2017	**June 30, 2017**	**March 31, 2017**	**December 31, 2016**
	$	$	$	$
Loss	(54,488)	(129,133)	(147,317)	(93,601)
Loss per share	(0.00)	(0.00)	(0.00)	(0.00)
Weighted average number of shares	56,326,511	55,544,093	48,842,088	48,579,588
	September 30, 2016	**June 30, 2016**	**March 31, 2016**	**December 31, 2015**
	$	$	$	$
Loss	(361,083)	(508,622)	(280,039)	(147,459)
Loss per share	(0.01)	(0.01)	(0.01)	(0.01)
Weighted average number of shares	46,651,994	40,133,186	32,390,768	20,684,748

The variations in net loss from quarter to quarter are a result of the extent of the amount of administrative expenses needed, due to the amount of activity the Company is incurring on its exploration and evaluation assets, and the amount of write-downs and impairments recorded.

The following one-time events occurred:

- In the quarter ended June 30, 2017, the Company received $50,000 in relation to an option agreement with Westridge for the Gold Hill – Blackjack Property; and
- In the quarter ended March 31, 2016, the Company wrote down the Green Horn property by $13,020.

SUMMARY OF EXPLORATION PROPERTIES

For the six months ended September 30, 2017, the Company incurred $57,936 in deferred exploration costs compared to $24,601 in deferred exploration costs for the corresponding six months ended September 30, 2016.

The following is a breakdown of the changes in material components of the Company's deferred exploration and development costs on the properties for the six months ended September 30, 2017:

	Belleterre/ Ortona Property	Guillet Property	Gold Hill Blackjack Property	Total
	$	$	$	$
Balance as at March 31, 2016	-	-	-	-
Property acquisition and staking costs	145,000	210,000	40,910	395,910
Exploration expenditures				
Geological consulting and engineering	159,877	-	25,203	185,080
Balance as at March 31, 2017	**304,877**	**210,000**	**66,113**	**580,990**
Exploration expenditures				
Geological consulting and engineering	57,936	-	-	57,936
Recoveries	-	-	(50,000)	(50,000)
Balance as at September 30, 2017	**362,813**	**210,000**	**16,113**	**588,926**

Exploration Update

Due to persistent financial challenges within the industry, the Company is evaluating strategic alternatives on how best to proceed prior to advising on further decisions regarding its exploration programs.

Belleterre Extreme East Property and Ortona Property

On May 9, 2016, the Company entered an agreement with Caprock Ventures Corp ("Caprock"). Pursuant to the terms of the agreement, the Company may acquire a 100% in the Belletere Extreme East Property and the Ortona Property.

By way of consideration, the Company made cash payments totaling $25,000 and issued 1,500,000 shares. An additional 500,000 shares may be issued to the optionor if certain targets are met. Exploration expenditures of $500,000 are required within three years. The properties are subject to a 0.5% NSR, which the Company may repurchase for $500,000.

The original vendors of the properties also retain NSRs (1% NSR on the Ortona Property, which may be repurchased for $1,000,000, and 3.5% NSR on the Belleterre Extreme East Property, whereby the Company may repurchase the first 2% for $1,000,000 and the remaining 1.5% for $750,000 at any time).

During the six months ended September 30, 2017, the Company incurred $57,936 in cost for exploration of the Belletere Extreme East Property and the Ortona Property.

Guillet Property

On April 18, 2016, the Company entered into an agreement whereby Caprock has granted the Company the option to acquire an undivided 100% interest in and to certain mineral claims (the "Guillet Property" or the "property"), located near the town of Belleterre, Temiscamingue, Quebec.

The Company paid to Caprock an aggregate amount of $50,000, issued 1,000,000 shares, valued at $160,000 and will incur $500,000 in exploration expenditures by December 31, 2019. The property is subject to a 0.5% NSR on future gold production, which includes advance royalty payments of $25,000 annually beginning on December 31, 2020, to Caprock. The Company has the option at any time to purchase 0.5% of the NSR for payment of $500,000 to Caprock.

The original vendors of the property will retain a 3.5% NSR on the Guillet Property. The Company has the right to purchase the first 1% for $1,000,000, the second 1% for $1,500,000 and the third 1.0% for $2,000,000 at any time.

Gold Hill – Blackjack Property

On February 3, 2016, the Company entered into an agreement with King Bay Gold Corporation to acquire an undivided 100% interest in and to certain mineral claims (collectively, the "Gold Hill – Blackjack Property"), located in the Kenora Mining Division of Ontario.

As per property acquisition agreement, the consideration paid by the Company comprised the payment of $10,000 upon TSX-V approval, the issuance of 200,000 common shares within 10 days of TSX-V approval, and the issuance of 200,000 warrants exercisable at $0.1725 over a period of two years. During the year ended March 31, 2017, the Company made the payment and issued the shares and warrants. The shares and warrants were valued at $20,000 and $10,910 respectively.

A NSR of 2% is payable on future gold production whereby the Company can buy back one half of the NSR at any time by paying $1,000,000 to the original vendors.

The Company entered into an option agreement on May 9, 2017 with Westridge Resources Inc., a B.C. company, to option out a 100-per-cent right, title and interest in Black Jack gold property.

Terms of agreement:

Under the terms of the agreement, the Company irrevocably grants to Westridge the sole and exclusive right and option to acquire a 100%, title and interest in the property, free of all encumbrances, on the following terms:

Westridge will pay the Company up to $155,000 in cash on the following schedule:

(i) $50,000 upon the effective date of this agreement; (received)
(ii) $5,000 after 12 months; and
(iii) $50,000 every 12 months thereafter for two years.

Westridge will issue to the Company up to 100,000 common shares in the capital of Westridge on the following schedule:

(i) 50,000 common shares 12 months after the effective date of this agreement;
(ii) 50,000 common shares every 12 months thereafter for two years.

The option will not be exercisable until Westridge has met all of the conditions set out in sections 2(a) and 2(b); Upon satisfaction of the conditions, the option shall be exercisable at any time by Westridge by providing notice in writing to the Company.

The option granted pursuant to Section 1 will be of no further force or effect and shall automatically terminate if Westridge has not met the conditions. Upon delivery of the exercise notice, the Company will transfer 100% the legal title to the property to Westridge.

Green Horn Property

On July 17, 2015, the Company finalized an option agreement on the Green Horn property whereby the optionors granted the Company an option to acquire an undivided 100% interest in and to certain mineral claims (the Green Horn property), located in the Slocan mining district of British Columbia in consideration of $375,000 over a period of four years.

The Green Horn property is subject to a 3% net smelter royalty ("NSR"). The Company has the option at any time prior to the fourth anniversary of the date of the agreement to purchase 1% of the royalty at a cost of $1,000,000.

During the year ended March 31, 2016, the Company paid $10,000 for property acquisition costs.

The Company allowed the Green Horn option agreement to lapse and accordingly charged $13,020 to operations for the year ended March 31, 2016.

Properties Written Down During Fiscal 2016:

Gold Basin Property

On January 31, 2012, the Company completed its Qualifying Transaction through the closing of an amended and restated option agreement dated October 31, 2011 (the "Option Agreement") with Aurumbank Incorporated ("Aurumbank"), Watering Hole Productions Inc. ("Watering Hole"), and Nevada Pacific Mining Inc. ("Nevada Pacific") (collectively, the "Optionors"), pursuant to which Nevada Pacific and Watering Hole granted the Company an option to acquire a 100% interest, and Aurumbank granted the Company an option to acquire a 50% interest, in their respective interests in certain mineral rights and unpatented mining claims located in the Gold Basin Mining District, located in Mohave County, Arizona.

On March 1, 2013, the Company received notice from the Optionors that the Company was allegedly in breach of the Option Agreement as the Company had not incurred the required $275,000 in exploration expenditures. The Optionors further advised that they intend to pursue arbitration to determine the matter.

The Company received a Default Judgement with regard to the Option Agreement, and decided to write down the property to $1 during the year ended March 31, 2015 and subsequently completely wrote off the property in fiscal year 2016.

Quality Assurance/Quality Control

Robert I. Thompson, PhD, P Eng., who is the Company's Qualified Person as defined under NI 43-101 and a director of the Company has reviewed and approved the contents of the Discussion on Properties section above.

LIQUIDITY, FINANCIAL POSITION, AND CAPITAL RESOURCES

The Company has financed its operations to date through the issuance of common shares. The Company continues to seek capital through various means including the issuance of equity and/or debt.

As at September 30, 2017 and March 31, 2017, the Company's liquidity and capital resources were as follows:

	September 30, 2017	March 31, 2017
	$	$
Cash	303,280	23,635
Receivables	8,868	10,329
Prepaid expenses and deposits	24,935	15,667
Total current assets	337,083	49,631
Payables and accrued liabilities	124,539	121,086
Loans payable	146,200	-
Deferred flow-through liability	32,469	33,264
Working capital (deficit)	33,875	(104,719)

The Company's operations consist of acquisition, maintenance, and exploration of mineral properties. The Company's financial success will be dependent on the extent to which it can discover new mineral deposits.

As at September 30, 2017, the Company had cash of $303,280 (March 31, 2017 – $23,635). As at September 30, 2017, the Company had a working capital of $ 33,875 (March 31, 2017 – working capital deficit of $104,719). The Company's continuation as a going concern is dependent on its ability to raise equity capital or borrow debt to acquire new mineral projects and meet current working capital requirements. See "Risks and Uncertainties".

OFF BALANCE SHEET ARRANGEMENTS

The Company did not have any off-balance sheet arrangements as at September 30, 2017 or as of the date of this report.

RELATED PARTY TRANSACTIONS

During the six months ended September 30, 2017, the Company entered into the following transactions with key management personnel (senior officers and directors), not disclosed elsewhere in these financial statements:

	For the six months ended September 30,	
	2017	2016
	$	$
Management and director fees	**61,470**	31,045
Stock-based compensation	**-**	10,587
Total	**61,470**	41,632

As at September 30, 2017, the Company recognized accounts payable owing to a company controlled by a director and officer of the Company of $61,470 (March 31, 2017 - $23,945).

During the year ended March 31, 2017, loan repayments amounting to $26,500 were made to a family member of an officer (2016 - $Nil) (Note 8). Also during the year ended March 31, 2017, the Company incurred $6,000 in consulting fees to a family member of an officer (2016 - $Nil). At March 31, 2017, the Company had other receivables from a family member of an officer of $3,500 (2016 - $Nil) (Note 3), which was repaid during the six months ended September 30, 2017.

During the period March 31, 2017 to September 30, 2017, the Company recognized accounts payable to a company controlled by a director and officer of the Company for a total amount of $50,000.

During the six months ended September 30, 2017, the Company received loans $1,500, $10,000, $1,000, $6,500, $2,000, $35,000, and $200 from a company controlled by a director and officer of the Company. Also during the period, the Company paid back loans to a company controlled by a director and officer of the Company in the amount of $12,900. The loans are non-interest bearing with no specific terms of interest or repayment.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including directors (executive and non-executive) of the Company.

RISKS AND UNCERTAINTIES

The business and operations of the Company are subject to numerous risks, many of which are beyond the Company's control. The Company considers the risks set out below to be some of the most significant to potential investors in the Company, but not all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Company is currently unaware or which it considers to be material in relation to the Company's business actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline and investors may lose all or part of their investment.

Exploration, Development and Operating Risks

The Company has not yet determined whether their mineral properties contain economically recoverable reserves and, therefore, has not generated any revenues from production. The recovery of expenditures on mineral properties and the related deferred exploration expenditures are dependent on the existence of economically recoverable mineralization, the ability of the Company to obtain financing necessary to complete the exploration and development of the Properties, and upon future profitable production, or alternatively, on the sufficiency of proceeds from disposition. Mineral exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that exploration efforts will be successful.

Risk of Potential Litigation

The Company has received correspondence from a group of shareholders of Aurumbank Incorporated in which such shareholders have notified the Company that they have commenced a lawsuit against a current director of Aurumbank alleging breach of fiduciary duty against such director. Although no such threat of litigation has been made against the Company, the Company may be included as a party in such litigation and portions of the Properties may become the subject of any such lawsuit. Such litigation may be time consuming and costly, and, as with all litigation, there is no guarantee of success. Should any such litigation be determined adversely to the Company, such litigation may have a material and adverse effect on the Company's ongoing operations and financial condition.

On August 6, 2014, the Company was served a summon, Certificate on Compulsory Arbitration, and Complaint (Quiet Title) stating a lawsuit had been filed against the Company in the Superior Court of the State of Arizona USA regarding the Gold Basin Project in Arizona. Subsequently, the Company chose not to reply to the claim and a Default Judgement was issued terminating the option agreement with the optionors.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the establishment of the Company's planned mining operations will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Mineral prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures and operating expenses and geological results are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There

is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and pursue only those projects that can be funded through cash flows generated from its existing operations, if any.

Fluctuating Mineral Prices

The economics of mineral exploration are affected by many factors beyond the Company's control, including commodity prices, the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, the Company may determine that it is impractical to continue a mineral exploration operation. Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any minerals found on the properties.

Regulatory, Permit and License Requirements

The future operations of the Company require permits from various governmental authorities, and such operations are and will be governed by laws and regulations concerning exploration, development, production, taxes, labor standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays in development and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for facilities and the conduct of exploration and development operations on the properties will be obtainable on reasonable terms, or that such laws and regulations will not have an adverse effect on any exploration or development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, 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. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or exploration and development costs, or require abandonment or delays in the development of new or existing properties.

Title to Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. The Company cannot give an assurance that title to the properties will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the optionors or the Company, as the case may be, does not have title to the properties could cause the Company to lose any rights to explore, develop and mine any minerals on the properties without compensation for its prior expenditures relating to the properties.

Competition

The mineral exploration and development industry is highly competitive. The Company will have to compete with other mining companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of minerals claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. Failure to compete successfully against other mining companies could have a material adverse effect on the Company and its prospects.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon the performance of its directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect

on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Environmental Risks

The Company's exploration and appraisal programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and state and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

Local Resident Concerns

Apart from ordinary environmental issues, the exploration, development and mining of the properties could be subject to resistance from local residents that could either prevent or delay exploration and development of the properties.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to an issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Uninsurable Risks

Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Company's results of operations and financial condition and could cause a decline in the value of the Company's shares.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates on the resulting effects of the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

All of the Company's significant accounting policies and estimates are included in Note 2 of its unaudited condensed interim financial statements for the six months ended September 30, 2017. The most significant accounts that require estimates as the basis for determining the stated amounts include recoverability of exploration and evaluation assets, the valuation of share-based compensation and recognition of deferred tax assets and liabilities as follows:

Economic recoverability and probability of future economic benefits of exploration and evaluation assets

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

Valuation of share-based compensation

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectation of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

ACCOUNTING PRONOUCEMENTS NOT YET ADOPTED

There were no changes to the Company's accounting policies during the six months ended September 30, 2017.

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the six months ended September 30, 2017 and have not been applied in preparing these financial statements. The Company is currently considering the possible effects of the new and revised standards which will be effective to the Company's financial statements for the year ending March 31, 2018 or later:

a) *IFRS 9 – Financial Instruments: Classification and Measurement* applies to classification and measurement of financial assets and liabilities as defined in IAS 39. This amendment is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. The Company does not expect any effect on its financial statements from the adoption of this standard.

b) *IFRS 7 – Financial Instruments: Disclosures* amended to require additional disclosure on transition from IAS 39 to IFRS 9. The Company does not expect any effect on its financial statements from the adoption of this standard.

c) *IFRS 16 – Leases* specifies the recognition, measurement, presentation and disclosure of leases. This standard is effective for annual periods beginning on or after January 1, 2019. The Company does not expect any effect on its financial statements from the adoption of this standard.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's receivables, accounts payable and accrued liabilities, as well as loans payable and due to related parties approximate their carrying values. The Company's other financial instruments, being cash, are measured at fair value using Level 1 inputs.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

<u>Credit Risk</u>

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company has deposited the cash with its bank from which management believes the risk of loss is remote. The majority of the Company's receivables are amounts receivable from Canada Revenue Agency for excise tax credits and as such, the credit risk is minimal.

<u>Liquidity Risk</u>

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities are due within the current operating period. The Company's liquidity risk from financial instruments is its need to meet accounts payable and accrued liabilities as at September 30, 2017.

<u>Market Risk</u>

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

<u>Interest Rate Risk</u>

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on call with financial institutions and management actively negotiates favorable market related interest rates.

Capital Management

The Company defines capital as the Company's shareholder's equity (deficit). The Company's objectives when managing capital is to ensure that there is sufficient capital to minimize liquidity risk and to continue as a going concern. See Note 14 of the unaudited condensed interim financial statements for the six months ended September 30, 2017 for further discussion.

DISCLOSURE OF DATA FOR OUTSTANDING COMMON SHARES, OPTIONS AND WARRANTS

Common Shares

As at September 30, 2017, the Company had 56,326,511 common shares issued and outstanding (at the date of this report – 56,326,511).

	As at September 30, 2017	As at November 29, 2017
Common shares	56,326,511	56,326,511
Stock options	924,998	924,998
Share purchase warrants	28,965,489	28,965,489

On July 24, 2015, the Company closed a non-brokered private placement offering pursuant to which it sold an aggregate of 4,400,000 common shares at a price of $0.025 per share, for gross proceeds of $110,000. The Company paid a finder's fee of 360,000 shares at a deemed price of $0.025 per finder's share and 360,000 warrants exercisable into shares at a price of $0.025 per finder's warrant share for a period of five years after the issuance of finder's warrants. These finder's warrants were valued at $1,800.

On July 24, 2015, the Company settled an outstanding debt with a director and officer of the Company in the amount of $27,500 by the issuance of 1,100,000 common shares at a fair value of $22,000 resulting in a gain on settlement of $5,500.

On September 11, 2015, the Company settled outstanding debt in the aggregate amount of $102,000 by the issuance of 4,080,000 common shares at a fair value of $71,400 resulting in a gain on settlement of $30,600. The debt was originally owed to the former director and officer of the Company with respect to management fees. The debt was assigned to third-party creditors.

On November 25, 2015, the Company issued 14,200,000 units at a price of $0.025 per unit for gross proceeds of $355,000. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company until November 25, 2017, at a price of $0.05.

On January 14, 2016, the Company issued 6,800,000 units at a price of $0.075 per unit for gross proceeds of $510,000. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company until January 13, 2018, at a price of $0.10.

On May 5, 2016, the Company issued 1,000,000 shares for the acquisition of the Guillet Property. The fair value of these shares amounts to $160,000.

On May 17, 2016, the Company issued 2,800,000 units at a price of $0.125 per unit for gross proceeds of $350,000. Each unit comprises one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share until May 17, 2018 at a price of $0.175. In connection with closing of the private placement, the Company paid certain finder's fees: $2,813 cash and 32,900 purchase warrants (the "finder's warrants") valued at $1,974. Each finder's warrant entitles the holder to purchase one additional common share at a price of $0.175 until May 17, 2018.

On May 19, 2016, the Company issued 1,250,000 units at a price of $0.16 per unit for gross proceeds of $200,000. Each unit comprises one flow-through common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share until May 19, 2018 at a price of $0.20. In connection with closing of the private placement, the Company paid certain finder's fees: $18,000 cash and a settlement fee of $2,500.

On May 24, 2016, the Company issued 200,000 shares for the acquisition of the Gold Hill – Blackjack Property. The fair value of these shares amounts to $20,000.

On June 23, 2016, the Company issued 1,500,000 shares for the acquisition of the Belleterre Extreme East Property and the Ortona Property. The fair value of these shares amounts to $120,000.

On August 12, 2016, the Company closed a private placement and issued 2,666,666 units at a price of $0.075 per unit for gross proceeds of $200,000. Each unit comprises one common share and one common share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share until August 12, 2018, at a price of $0.10.

On March 31, 2017, the Company closed a non-brokered private placement consisting of 3,076,923 non-flow-through units at a price of $0.065 per unit, for gross proceeds of $200,000. Each unit comprises one common share and one common share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share for a period of two years at a price of $0.10. The warrants were valued using the Black-Scholes valuation method using a volatility of 105%, a risk-free rate of 0.62%, an expected life of two years and a dividend rate of zero. Concurrently, finder's fee of $17,750 were paid. Also, 250,000 shares with a unit price of $0.12 and gross proceeds of $30,000 were issued as finder's shares. Also, finder's warrant of 250,000 units were granted. The warrants were valued using the Black-Scholes valuation model using a volatility of 105%, a risk-free rate of 0.62%, an expected life of two years and a dividend rate of zero.

The Company also closed the other non-brokered private placement of 3,000,000 flow-through units at a price of $0.075 per unit, for gross proceeds of $225,000. Each unit comprises one common share and one half common share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share for a period of two years from issuance date at a price of $0.12.

During the year ended March 31, 2017, 360,000 warrants were exercised at $0.025, 416,000 warrants were exercised at $0.10 and 2,370,000 warrants were exercised at $0.05. Shares were issued for a total consideration of $169,100. The fair value of $13,930 attributed to exercised warrants was reversed accordingly.

During the six months ended September 30, 2017, the Company closed its previously announced non-brokered flow-through private placement consisting of 1,000,000 flow-through Units at a price of $0.05 cents per unit, for gross proceeds of $50,000. Each unit comprises one common share and one common share purchase warrant. Each whole warrant entitles the holder to acquire one additional common share for a period of one year from the issuance date at a price of $0.05.

Stock Options

The Company has granted incentive options to certain directors, officers, and consultants of the Company. As of the date of this report, there are three tranches of options as shown below:

Options outstanding and exercisable	Exercise price	Expiry date
	$	
351,666	0.3000	February 10, 2021
116,666	0.3000	January 27, 2022
456,666	0.3750	March 23, 2022
924,998	**0.3370**	

Share Purchase Warrants

As at the date of this report, the Company has ten tranches of warrants outstanding as shown below:

Warrants outstanding and exercisable	Exercise price	Expiry date
	$	
11,830,000	0.0500	November 25, 2017
6,384,000	0.1000	January 13, 2018
1,432,900	0.1750	May 17, 2018
625,000	0.2000	May 19, 2018
200,000	0.1725	May 24, 2018
2,666,666	0.1000	August 12, 2018
1,500,000	0.1200	March 31, 2019
3,076,923	0.1000	March 31, 2019
250,000	0.1200	March 31, 2019
1,000,000	0.0500	May 23, 2018
28,965,489	**0.0854**	

Escrow Shares

As at September 30, 2017, Nil (March 31, 2017 – Nil) shares of the Company are held in escrow.

SUBSEQUENT EVENTS

No subsequent events.

OTHER MD&A REQUIREMENTS

Additional information relating to the Company may be found:

- On SEDAR at www.sedar.com,
- In the Company's audited financial statements for the year ended March 31, 2017,
- The condensed interim financial statements for the three and six months ended September 30, 2017.

This MD&A was approved by the Board of Directors of Intact Gold Corp. (formerly First Americas Gold Corporation) effective November 29, 2017.