



MacDonald Mines Exploration Ltd.

Management Discussion and Analysis (“MD&A”)

Financial Statement Report Date – June 30, 2017

Date of this Report – August 29, 2017

GENERAL

The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited financial statements of MacDonald Mines Exploration Ltd. (“the Company”) for the year ended December 31, 2016, and December 31, 2015 and the notes thereto. The financial statements of the Company have been prepared by management and are in accordance with International Financial Reporting Standards (“IFRS”). All dollar amounts within this report are expressed in Canadian dollars. **In addition to reviewing this report, readers are encouraged to read the Company’s public information filings on Sedar at www.sedar.com.**

The Company’s shares trade on the TSX Venture Exchange under the symbol “BMK”. The Company is a reporting issuer in the Canadian provinces of Ontario, Alberta, British Columbia, New Brunswick, Nova Scotia, Newfoundland, Quebec and Saskatchewan.

CAUTIONARY STATEMENT ON FORWARD LOOKING STATEMENTS

Readers are cautioned not to place undue reliance on forward looking statements contained within this document, which speak only to the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks and uncertainties, including the risks and uncertainties noted within this MD&A, actual events may differ materially from stated expectations.

This MD&A contains forward looking statements, including statements relating to going concern and capital raising and capital requirements, that are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated. Factors that could cause such differences include: changes in world commodity markets, changes in equity markets, changes in costs and supply of materials relevant to the exploration and mining industry, change in governments, changes to government mining another regulations as well as numerous other risk factors. Although the Company believes expectations reflected in its forward looking statements are reasonable, results may vary, and the Company cannot guarantee future results, levels of activity, performance or achievements.

NATURE OF ACTIVITIES

The Company is involved in the identification, acquisition and exploration of mineral properties with particular focus in Northern Ontario and Northern Quebec.

Acquisition of Mineral Properties

Holdsworth Property

On December 7, 2016 (“the “Effective Date”), the Company entered into an Option and Joint Venture (“JV”) agreement (“the Option Agreement”) with Noble Mineral Exploration Inc. (“Noble”), to advance exploration on Noble’s Wawa Holdsworth Gold and Silver Project (“the Project”), located 25 kilometres northeast of Wawa, Ontario. The Company entered into Option Agreement to earn up to an undivided 75% interest in the Project, comprising of a first option to earn a 51% base interest and a second option to earn an additional 24% interest. The property covers 18 contiguous patented mining claims covering approximately 285 hectares.

To earn an initial 51% undivided interest (“the Base Interest”) in the Wawa Holdsworth Gold and Silver Project, the Company issued 2,500,000 of its Class A Common Shares, and 2,500,000 of its Warrants to Noble, with a commitment to incur a minimum of \$1,200,000 in expenditures in the 18 month period following the Effective Date. To earn the additional 24% undivided interest, the Company was required to incur a further \$1,000,000 of expenditures on or before the second anniversary of the date the First Option is exercised and the Base Interest is earned, and make a payment of \$100,000 to Noble.

The Agreement was subsequently amended to enable the Company to own 100% of the Property. This amended agreement supersedes the previous option agreement, thereby eliminating any remaining terms from the original option agreement. To acquire the remaining 25% interest in the Property, the Company is required as follows:

(a) Issue a total of 5,500,000 Units of the Company with each unit comprising of one common share and one share purchase warrant exercisable at \$0.30 per share for a period of three years from date of issuance. In connection with the closing on June 12, 2017, the Company issued 3,800,000 units with the remaining 1,700,000 units to be issued over time to the extent that Noble's shareholdings of the Company do not exceed 9.99% of the issued and outstanding shares of the Company.

(b) Grant Noble a 1.5% net smelter return royalty (the "NSR") on the Holdsworth Property (and any other properties acquired within a 2 mile radius of the Property). The Company will have the right to re purchase one half of the NSR for \$500,000 at any time.

(c) Make a quarterly gold payment to Noble equal to 10% of the amount which is obtained by: (i) multiplying the production of gold from the Oxide Sands by the average gold price received during the quarter; and (ii) subtracting the sum of all deductions and any capital and operating costs being amortized over the life of the project, up to a maximum aggregate payment of 5,000 ounces of gold.

In addition during the period ended June 30, 2017, the Company staked an additional 14 claims covering 2,966 hectares known as "the Holdsworth West property.

Charlevoix Silica Property

On November 18, 2016, (the "Effective Date") the Company entered into a purchase agreement with 9019 5504 Quebec Inc. to acquire a 100% interest in certain 6 mining claims located in the Province of Quebec known as the Charlevoix Silica Property. In consideration for the purchase of the mining claims, the Company issued 9,000,000 common shares on January 12, 2017 valued at \$0.07 per share.

OVERALL PERFORMANCE

The net loss for the six months ended June 30, 2017 was (\$3,336,519) compared to a net loss of (\$7,445) for the same period of the prior year.

For the comparative period, the significant items were the sale of property ("Hornby Property") for \$78,603 and a provision in expenses aggregating \$60,000 for termination costs of the former CEO and former CFO.

Net comprehensive loss for the six months ended June 30, 2017 was (\$2,766) (June 30, 2016: comprehensive income of \$7,586). As at June 30, 2017, the Company had an accumulated deficit of (\$59,808,200) compared to (\$56,471,681) as at December 31, 2016.

MINERAL EXPLORATION ACTIVITIES

Wawa-Holdsworth

In April, the company completed the first phase of its exploration program on the property. The program consisted of detailed logging, sampling, and analysis of the core previously drilled on the property. The information gained during the program has allowed the company to increase the knowledge of the property and refine their exploration model.

In May, Tundra Airborne completed a triaxial high resolution Heli-GT airborne magnetic survey. The system is designed to measure the total magnetic field plus three geo-referenced magnetic gradients G-East, G-North and G-vertical, that are independent of bird orientation; and is comprised of four cesium sensors, radar altimeter, GPS, 3-axis fluxgate magnetometer and AHS to measure pitch, roll and yaw. The company has used this information to generate models in preparation for sampling and drilling. Upon completion of the airborne survey, the exploration team took advantage of having the helicopter on site to conduct an airborne prospection mission. Multiple favourable geological targets were located from the air with GPS coordinates and photos being logged. The team returned to the areas in the following weeks and took geological measurements and grab samples.

Following the airborne survey, ClearView Geophysics Inc., completed a Horizontal Loop Electromagnetic (HLEM) geophysics survey over the entire property. The HELM survey effectively mapped the oxide sands and is directly impacting the execution of the sampling program of the oxide sands, plus multiple new targets identified by the HLEM.

Prior to the completion of the HLEM survey, the team mobilised an excavator into site to begin the sampling of the oxide sands. The oxide sands will be sampled systematically along the grid lines. Samples will be taken every metre along the grid line through the favourable zone, with three representative samples being taken at each location; identifying disturbed overburden (anthropogenically), in-place overburden and oxide sands. These samples will be sent to Activation Laboratories in Ancaster, Ontario, for analysis. The sampling program will continue to cover the anomalous areas and test the extents along trend of the oxide sands.

A sonic drill program will start late August/early September, dependent on availability. The sonic drilling will take place systematically along the grid lines (50m line spacing); Golder Associates will use this drilling and results to generate a resource model. The reason a sonic drill has been selected for this work is, it takes undisturbed core samples of the unconsolidated material and can drill into the bedrock, giving a true representation of the thickness of the sands. Another advantage is, sonic drilling uses minimal amounts of water, therefore does not wash away the fine material in the sand and silt. The sonic drill program is planned to cover the entire trend of the oxide sands, returning information on the horizontal and vertical extent of the favourable zone.

Batchawana Bay

Between the end of March and early April, the company staked 14 claims, totalling 2,966 hectares in the Olsen Township, near Batchawana Bay. Prospecting and geological mapping will be conducted during the summer and fall of 2017.

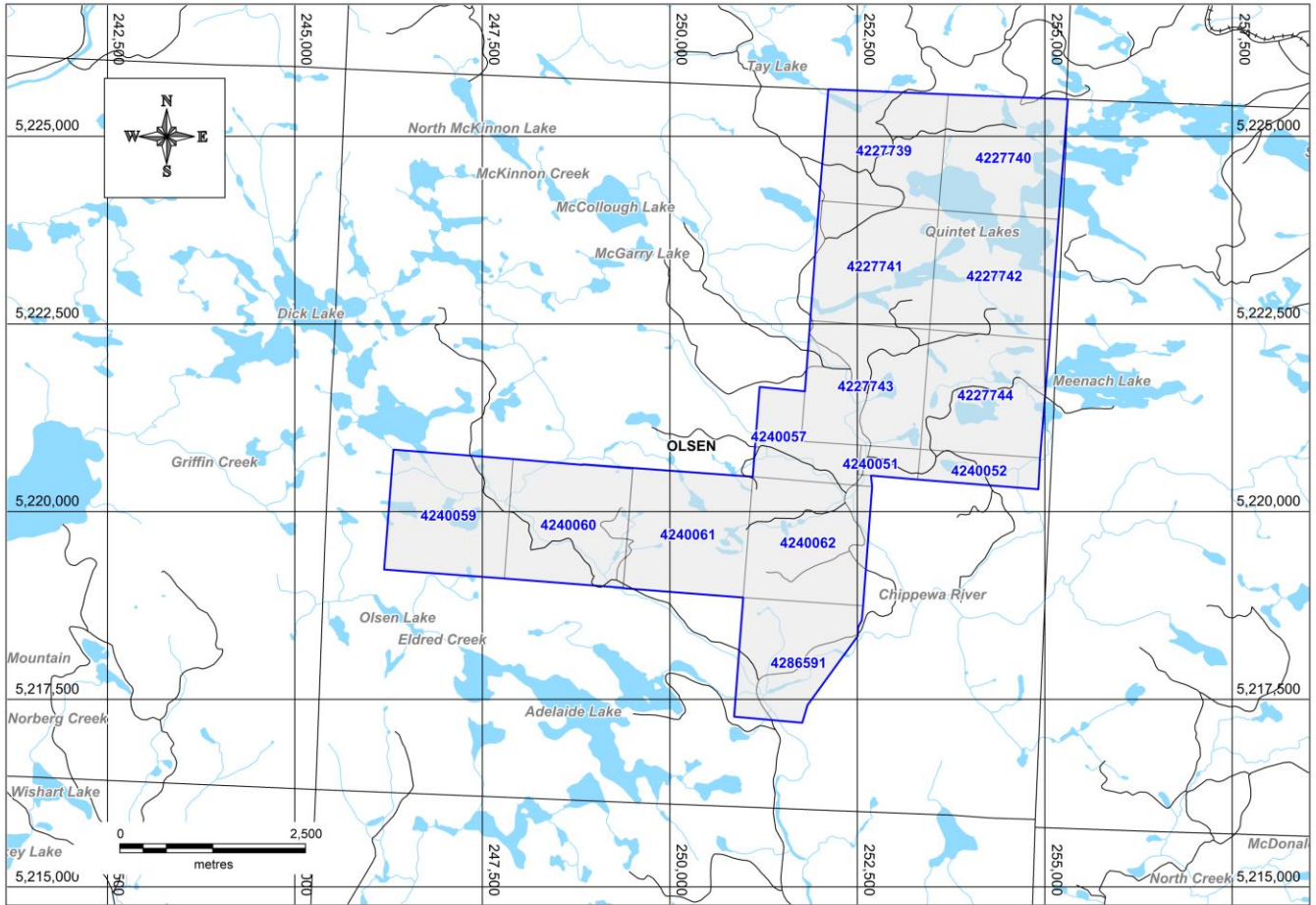


Figure 1: Claims staked on the Batchawana Bay Project

Charlevoix Silica

During January 2017, MacDonal mines safely and successfully carried out a reconnaissance and prospecting program at the company’s Charlevoix silica claims. The objective was to scout access routes and, if possible, collect samples of a high-purity quartzite unit that outcrops on the claims.

A team of two personnel (geologist and prospector), spent a total of four days prospecting the claims from January 13-16, 2017. The property was accessed from the east via Notre Dame des Monts road on snowmobiles, and from the west through Sitec’s Silicium quartz mine-site. At the time of the visit the claims were covered in 1-3 meters of snow, and samples were obtained by digging down to outcrop. A total of 12 samples were collected, 7 of which were of the high-purity quartzite unit being targeted by the program, and several structural measurements and bedrock locations were recorded. The presence of the high-purity quartzite unit and its projected location on the claims was confirmed, and was traced for approximately 500 meters.

SELECTED HISTORICAL FINANCIAL DATA

The following tables set out financial performance highlights for the last eight quarters:

	Second Quarter June 30, 2017	First Quarter March 31, 2017	Fourth Quarter December 31, 2016	Third Quarter September 30, 2016
		\$	\$	\$
Net income (loss) from operations	(1,969,013)	(1,366,217)	(291,230)	733,631
Income taxes	Nil	Nil	Nil	Nil
Future income taxes recovered	Nil	Nil	Nil	Nil
Net income (loss)	(1,969,013)	(1,366,217)	(291,230)	733,631
Net loss per share, basic	(0.03)	(0.02)	(0.01)	(0.00)
Comprehensive gain / (loss)	8,665	(11,431)	145,165	(152,751)
Cash flow (used in) / provided by operations	(491,470)	(625,269)	(36,338)	(5,852)
Cash & cash equivalents, end of period	540,845	757,356	604,464	10,106
Assets	630,768	1,091,473	1,103,674	634,578
Future tax liabilities	Nil	Nil	Nil	Nil

	Second Quarter June 30, 2016	First Quarter March 31, 2016	Fourth Quarter December 31, 2015	Third Quarter September 30, 2015
	\$	\$	\$	\$
Net loss from operations	(35,549)	28,104	(110,665)	(943,967)
Income taxes (expense) recovery	Nil	Nil	Nil	Nil
Future income taxes recovered	Nil	Nil	(35,447)	Nil
Net loss	(35,549)	28,104	(75,218)	(943,567)
Net loss per share, basic	(0.00)	(0.00)	(0.00)	(0.04)
Comprehensive (loss) / gain	5,944	Nil	(2,785)	(2,764)
Cash flow (used in) / provided by operations	(18,942)	3,881	(2,247)	10,840
Cash & cash equivalents, end of period	15,958	34,900	31,019	33,266
Assets	46,375	59,741	54,038	105,354
Future tax liabilities	Nil	Nil	Nil	Nil

Results of Operations

	Three months ended June 30,		Six months ended June 30,		
	2017	2016	2017	2016	
Property acquisition costs	1,015,740	-	1,959,990	-	1.
Exploration and evaluation	205,693		405,707	-	1.
Professional fees	81,774	3,000	142,099	5,659	2.
Consulting fees	4,000	-	109,000	-	3.
General and administrative	44,960	9,151	78,731	15,246	4.
Shareholders communication	21,961	2,329	50,608	3,005	5.
Depreciation	3,438	1,069	9,779	2,138	
Investment loss	-	-	3,744	-	6.
Deferred premium on flow through shares	(27,642)	-	(45,400)	-	7.
Stock based compensation	600,050		600,050		8.
Provision for severance	-	20,000	-	60,000	
Total expenses	1,949,974	35,549	3,314,308	86,048	
Net loss from operations	(1,949,974)	(35,549)	(3,314,308)	(86,048)	
Sale of properties				78,603	
Loss on sale of marketable securities	(19,039)	-	(22,211)	-	
Net income (loss) for the period	(1,969,013)	(35,549)	(3,336,519)	(7,445)	

Expenses

The Company was inactive during 2015 and 2016. Subsequent to the raising of capital in December 2016 and the addition of two mineral properties in January 2017, the Company became fully operational as an exploration company.

As a result, operating expenses were significantly higher when compared to the comparative period. The significant expenses incurred during the six months ended June 30, 2017 are as follows:

- The Company has adopted the accounting policy of expensing all mineral costs and evaluation assets, the breakdown of which is as follows:

	Holdsworth	Charlevoix	Total
Shares and warrants issued for property	1,329,990	630,000	1,959,990
Salaries	42,506	5,618	48,124
Exploration expenditures	349,504	8,079	357,583
Total - Exploration and evaluation	392,010	13,697	405,707
Total	1,722,000	643,697	2,365,697

- Professional fees are mainly for legal (\$96,374) and accounting fees (\$42,000)
- Consulting fees are for advisory services in connection with private placement financings
- General and administrative expenses are mainly filing fees. (\$29,155); rent (\$9,000); interest (\$6,160); travel \$5,747; promotion and research distribution materials in Europe (\$19,242) and other G & A items (\$9,427).
- Shareholders communications expenses relate to AGM (\$17,248); transfer agent fees (\$11,409); investor relations (\$11,409) and conference fee (\$10,000).

6. The Company recognized an investment loss through its holdings from marketable securities as the share prices of these marketable securities are significantly lower than its original amount by more than 20%.
7. The premium paid for flow through shares in excess of the market value of the shares without the flow through features is initially recognized as a liability. The liability is subsequently reduced and recorded in the statements of comprehensive loss on a pro rata basis based on the corresponding eligible expenditures that have been incurred when it is the Company's intention to file the appropriate renunciation forms with the Canadian taxation authorities. Total premium liability of \$73,654 was recognized in respect of the December 30, 2016 flow through financing. As of June 30, 2017, the remaining deferred premium was \$28,254 (December 31, 2016: \$73,654).
8. The relative fair value of the 3,466,500 options issued on May 22, 2017 has been estimated at \$600,050 using the Black Scholes model for pricing options under the following weighted average assumptions: risk free interest rate 0.60%; dividend yield - 0%; expected stock volatility 228%; and an expected life of 5 years.

LIQUIDITY AND FINANCIAL POSITION

For a further understanding of the movements in cash during the period, readers are encouraged to review the statements of cash flow within financial statements filed by the Company.

<u>As at June 30</u>	<u>2017</u>	<u>2016</u>
Cash provided (used) in operating activities	\$ (1,116,739)	\$ (15,061)

The Company had a working capital deficiency on June 30, 2017 totaling (\$863,312) compared to a working capital deficiency of (\$714,118) at December 31, 2016. Cash and cash equivalents totaled \$540,845 on June 30, 2017 and \$604,464 on December 31, 2016.

Between December 30, 2016 and January 20, 2017, the Company raised \$818,580 in connection with the private placement of shares.

On March 6 and 7, 2017, the Company raised an additional \$381,420 through a private placement of shares bringing the total funds raised to date from December 30, 2016 in the amount of \$1,200,000.

On August 2, 2017, the Company closed a non-brokered private placement wherein the Company issued 5,000,000 common shares at a subscription price of \$0.10 per share for gross proceeds of \$500,000.

As at June 30, 2017, the Company had no material off-balance sheet arrangements such as guaranteed contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that could trigger financing, liquidity, market or credit risk to the Company.

RELATED PARTY BALANCES

Related parties as defined by IAS 24 Related Party Disclosures include the members of the Board of Directors, key management personnel and any companies controlled by these individuals. Key management personnel include those persons having authority and responsibility for planning, directing and controlling activities of the Company as a whole. .

The following are the related party transactions for the six months ended June 30, 2017 and 2016:

The following are the related party transactions for the six months ended June 30, 2017:

- The Company incurred \$84,000 (2016: \$6,000) in salaries and administrative accounting fees to a director and a senior officer. Quentin Yarie, CEO received \$42,000 and Joseph Heng, CFO received \$42,000 (2016: \$6,000) respectively.
- (b) The Company was charged \$9,000 (2016: \$Nil) in rent and other administrative services by a TSX V listed company which is managed by common directors and senior officers of the Company.

As of June 30, 2017 the outstanding related party balances were:

(a) Included in accounts payable and accrued liabilities is \$56,000 (2016: \$47,000) related to rent payable to a company related by common management.

(b) The Company is indebted to a company related by common management in an amount of \$50,000 in a form of a short term loan. The loan is interest bearing at a rate of 5%, unsecured and due on demand. No amounts have been paid back as at June 30, 2017.

(c) The Company reached legal settlements with its former CEO and CFO, whereby a combined severance of \$72,000 was awarded. As at June 30, 2017, the amount paid relating to the severance settlements aggregate \$18,600 with the balance remaining at \$53,400. This amount is included in accounts payable and accrued liabilities. The Company expensed these claims during the year ended December 31, 2016.

COMMITMENTS

As of January 1, 2017, the Company is committed to a sublease of office space with a company related by common management for a monthly rental of approximately \$1,500 per month in addition to other incidentals. The sublease agreement is for a term of seven (7) years from January 1, 2017 to December 31, 2023.

Due to flow-through share private placements, the Company is required to spend and renounce \$515,580 on Canadian Exploration Expenditures before December 31, 2017 and \$199,000 before December 31, 2018. Of these amounts \$317,802 has been spent as at June 30, 2017.

DISCLOSURE OF OUTSTANDING SHARE INFORMATION

The following table sets forth information concerning the outstanding securities of the Company as at August 29, 2017:

Security Class	Number
Common Shares	70,210,083
Warrants	25,465,009
Options	3,834,500

SIGNIFICANT ACCOUNTING POLICIES

For further information about the accounting policies used by the Company, please refer to the Company's financial statements and notes thereto for the year ended December 31, 2016.

Basis of Presentation

The financial statements have been prepared on a historical cost basis except for financial instruments classified as available-for-sale, which have been measured at fair value. The financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Significant accounting judgments and estimates

The preparation of the financial statements require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the financial statement date and the reported amounts of revenues and expenses during the period. On an ongoing basis, management evaluates its judgments and estimates by using its experience and other factors it believes to be reasonable. Actual results could differ from those estimates. The financial statements include estimates which are uncertain, the impacts of which are pervasive and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and also in future periods if it affects both current and future periods. Significant estimates and judgments include, but are not limited to, the provision for tax and penalties related to flow-through expenditures previously renounced. The provision requires management to make judgements and estimates of the likelihood and amount of penalties to be paid.

Mineral properties and exploration expenditures

The Company expenses all costs relating to the acquisition of, exploration for and development of mineral claims and credits all revenues received against the exploration expenditures. Such costs include, but are not limited to geological, geophysical studies, exploratory drilling and sampling. Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized; this includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

Flow-through shares

The Company has financed a portion of its exploration activities through the issuance of flow-through shares. Flow-through shares are a Canadian Income Tax incentive. Under the terms of the flow-through share agreements, the tax attributes of the related exploration expenditures are renounced by the Company to subscribers who purchase flow-through shares. Proceeds from the issuance of flow-through shares are allocated between the offering of shares and the sale of tax benefits. An allocation is made based on the difference between the quoted price of the existing shares and the amount that the investor paid for the shares. A liability is recognized for this difference. The liability is reduced and a reduction of the premium liability is recorded as other income as eligible expenditures are incurred and when it becomes the Company's intention to file the appropriate renunciation forms with Canadian tax authorities.

Share-based payment transactions

The Company has a stock option plan. All share-based awards granted, including those granted to directors not acting in their capacity as directors, are accounted for using the fair value based method. The fair value of stock options granted is recognized as an expense within the statements of comprehensive loss and a corresponding increase to reserves within the equity section of the statements of financial position. Any consideration paid by eligible participants on the exercise of stock options is credited to capital stock. The reserves amount associated with stock options is transferred to capital stock upon exercise.

FINANCIAL RISK FACTORS

The Company's financial risk exposures and the impact on the Company's financial instruments are as follows:

(a) Credit risk:

The Company's credit risk is primarily attributable to cash and cash equivalents and accounts receivable. The Company has no significant concentration of credit risk arising from financial instruments.

(b) Liquidity risk:

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2017, the Company has a working capital deficiency of \$863,312 (December 31, 2016: \$714,118). The Company had a cash balance of \$540,845 (December 31, 2016: \$604,464) to settle current financial liabilities of \$1,460,872 (December 31, 2016: \$1,813,515). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms, except short-term debt.

(c) Market risk:

Market risk is made up of interest rate risk, price risk and equity price risk.

Interest rate risk: The Company has cash balances and non-interest bearing debt, except short-term loans. The Company's current policy is to invest excess cash and cash equivalents in short-term money market investments issued by highly rated entities. The Company monitors the investments it makes and is satisfied with the credit ratings.

Price Risk: The Company is indirectly exposed to this risk through the price of precious metals. The Company monitors commodity prices to determine the appropriate course of action to be taken with respect to its mineral properties.

Equity Price Risk: This is defined as the potential adverse impact on the Company's earnings due to movements in individual equity movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action.

(d) Sensitivity Analysis:

Based on management's knowledge and experience of the financial markets, the Company believes that it is "reasonably possible" for the Company's marketable securities to move plus or minus 50%. If this were to happen, comprehensive income (loss) would be affected by approximately \$3,597.

(e) Fair Value:

The carrying amount of accounts receivable and prepayments, accounts payable and accrued liabilities and short-term debt approximates their fair value because of the short-term maturities of these items.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company has established procedures and internal control systems to ensure the timely and accurate preparation of financial, management and other reports. The Chief Executive Officer and Chief Financial Officer certify financial reports. Disclosure controls are in place to ensure all reporting meets statutory reporting requirements. The Company's management is responsible for establishing and maintaining adequate internal controls. These controls have been designed to provide reasonable, but not absolute, assurance with respect to the Company's financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Internal controls, however well conceived, will provide only reasonable and not absolute assurance that the objectives of the internal controls over financial reporting will be met. It should not be expected that the disclosure and internal controls and procedures would prevent all errors or fraud.

Due to the small size of the Company's finance department, there are a limited number of personnel handling accounting and financial matters and as a result, there is a lack of segregation of duties. Management believes that it has designed sufficient compensating internal controls to mitigate these limitations, including dual signatories on all cheques. Additional internal controls include audit committee and senior management review and oversight.

The Company's certifying officers, the Chief Executive Officer and the Chief Financial Officer, have reviewed the effectiveness of the design and operation of the Company's disclosure controls and procedures as a whole. Based on their review, including a review of the compensating controls relating to the lack of segregation of duties noted above, they have concluded that the Company's internal controls and procedures, as defined in National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Filings of the Canadian Securities Regulators, were effective overall.

FLOW-THROUGH PROVISION

During the year ended December 31, 2015, the Company underwent an audit conducted by the Canada Revenue Agency ("CRA") for the calendar years 2010 to 2013. As a result of the audit, CRA has proposed an adjustment to the amount of qualifying expenditure that was renounced to the Subscribers aggregating approximately \$2,500,000. In addition, CRA has assessed additional Part XII.6 tax of approximately \$255,043 to the Company in connection with the shortfall and has been paid.

Included in accounts payable and accrued liabilities as at June 30, 2017 is a provision of \$1,092,249 (December 31, 2016: \$1,400,000) representing the maximum amount of tax and penalties related to the 2013 shortfall in flow through eligible exploration expenditures.

On February 14, 2017, the Company agreed to settle certain of its flow-through mining expenditure obligations relating to its obligation to indemnify certain subscribers in respect of tax and penalties payable in connection with the reassessment of such purchasers' tax returns, with the issuance of 200,000 Class A common shares at a deemed price of \$0.0618 per Common Share to settle the aggregate amount of the Debt owed to such subscriber of \$12,360.

Between April 13, 2017 and June 7, 2017, the Company paid \$40,348 to settle the shortfall obligations. As at August 29, 2017, the Company has settled either in cash or in shares an aggregate amount of \$86,593.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to provide reasonable, but not absolute, assurance that all material information is obtained, analyzed and reported to senior management on a timely basis in order for management to make reasonable decisions regarding public disclosure.

The Company's certifying officers, the Chief Executive Officer and the Chief Financial Officer, have reviewed the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on their review, they have concluded that the Company's disclosure controls and procedures, as defined in National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Filings of the Canadian Securities Regulators, were effective and provide reasonable assurance that information required to be disclosed in interim, annual and special filings are submitted under Canadian securities laws and are recorded, processed, summarized and reported in a timely fashion.

