THOR EXPLORATIONS LTD

MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")
(For the Year Ended December 31, 2015)

The following MD&A is intended to assist the reader to assess material changes in financial condition and results of operations of Thor Explorations Ltd. ("Thor" or the "Company") as at and for the years ended December 31, 2015 and 2014.

This MD&A should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2015. These audited consolidated financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

All dollar amounts are expressed in Canadian dollars unless otherwise indicated. Note that additional information relating to the Company is available on SEDAR at www.sedar.com.

DATE

This MD&A is prepared as of April 21, 2016.

OVERVIEW

Thor Explorations Ltd. ("Thor" or the "Company") is a Canadian junior mineral exploration company and trades on the TSX Venture Exchange (the "Exchange") under the symbol "THX-V". Thor has no revenues and is engaged in the acquisition, exploration and development of mineral properties located in Senegal and Burkina Faso.

Thor holds a 70% interest in the Douta Gold Project located in southeastern Senegal. The Douta Gold Project currently consists of an early stage gold exploration license located in southeastern Senegal, approximately 700 km east of the capital city Dakar. The permit lies within the Kéniéba Inlier which hosts significant gold deposits and has attracted major international mining companies. The permit covers an area of 103 km^2, and lies in proximity to recent discoveries of significant gold deposits.

Thor also holds a 100% interest in two contiguous Bongui and Legue gold permits covering an area of 233 km^2, and a 100% interest in the Ouere gold permit, covering an area of approximately 241 km^2. These three Burkina Faso permits comprise the Central Houndé Project, located within the Houndé belt, 260 km southwest of the capital Ouagadougou, in western Burkina Faso.

The Company requires continued funding for its exploration activities and although the Company has been successful in securing additional financing to date, the current market conditions raises material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

SIGNIFICANT EVENTS AND TRANSACTIONS

Earn-in Transaction

On April 8th, 2015 the Company entered into an agreement ("Acacia Option Agreement") with Acacia Mining Plc ("Acacia"), whereby the Company granted an exclusive option to Acacia to earn up to 80% interest in Thor's Burkina Faso licenses (the "Project") by satisfying minimum expenditure conditions over a 4-year earn in period. Prior to electing to earn in to the Project, Acacia will have a 12 month period (the "Option Period") to exclusively explore the Project and spend a minimum of US$500,000 on approved Project expenditures. Upon satisfying the conditions for the Option Period, Acacia may elect to earn in to 51% interest the Project by spending a minimum of US$1,000,000 within 24 months of electing to earn in ("Phase 1 Earn-in"). If Acacia elects not to continue with Phase 1 Earn-in or withdraw from the agreement, Acacia will retain no equity in the Project and will pay Thor a termination fee of US$100,000. Upon satisfying the conditions of Phase 1 Earn-in, Acacia may elect to earn an additional 29% interest in the Project by spending a minimum of US$2,000,000 within 24 months following Phase 1 Earn-in and fund all cost up to and including the completion of a Pre-Feasibility study on the Project. Should Thor's equity interest fall below 10%, Acacia shall have the right to purchase such interest at any time following a decision to proceed with commercial development and mining of a deposit for payment of US$1,000,000.

During 2015 Acacia focused on building up a technical database for the project and carrying out a permit wide soil geochemistry program. The work completed included compilation of historical data including soils and drilling into an acquire database. Acacia also carried out the acquisition and processing of regional magnetic/radiometric data. Geological and regolith mapping for the Ouere, Bongui and Legue Permits have also been completed.

Acquisition of 15% minority interest in AFC Constelor SARL

As a condition of the Acacia Option Agreement, Thor must acquire the remaining 15% minority interest in the Bongui and Legue gold permits located in Burkina Faso increasing its ownership to a 100% in both of the licenses. On April 17, 2015, the Company acquired a further 15% interest of AFC Constelor Panafrican Resources SARL ("AFC Constelor SARL") pursuant to a share purchase agreement with the Company, AFC Constelor SARL and Constelor Panafrican Resources Holdings Ltd. ("Constelor Holdings"). The additional acquired 15% of shares in AFC Constelor SARL was for a price of approximately $16,536, satisfied through the issuance to Constelor Holdings of 373,517 common shares of the Company at $0.085 per share and funds of US$12,500 provided by Acacia.

Private Placement

On March 16, 2015, the Company closed a non-brokered private placement pursuant to which it has issued an aggregate of 5,020,853 common shares at a price of $0.085 per common share to raise gross proceeds of $426,773. The common shares issued pursuant to the private placement are subject to a 4-month hold period in Canada expiring July 17, 2015.

OVERALL PERFORMANCE

For the year ended December 31, 2015, the Company incurred a net loss attributable to equity shareholders of $461,208 ($0.00 loss per share) compared to a net loss attributable to equity shareholders of $476,936 ($0.00 loss per share) for the year ended December 31, 2014. The decrease in net loss is mainly due to reduction in overhead expenditures and staffing in order to preserve the Company's cash; partially offset by higher professional fees for technical and legal review of potential projects.

For the year ended December 31, 2015, all field operations were on hold pending securing further funding. For the year ended December 31, 2015, the Company incurred a total of $253,792 of deferred exploration expenditures (year ended December 31, 2014 - $558,958). The reduction in deferred exploration expenditures is mainly due to inadequate funding due to poor capital market conditions for junior resource companies. The cumulative exploration expenditures incurred to December 31, 2015 amounts to approximately $5,282,260.

During the year ended December 31, 2015, the Company incurred a net total of $13,365 in exploration project acquisition payments related to the acquisition of 15% minority interest in Bongui and Legue permits. The cumulative Douta Gold Project and Central Houndé Project acquisition expenditures incurred to December 31, 2015 amounts approximately to $6,199,492 and $664,145 respectively.

As at December 31, 2015, the Company had cash of $166,981 and working capital deficit of $480,509 (December 31, 2014 - cash of $80,474 and working capital deficit of $345,575). The Company must secure additional financing immediately to sustain on-going operations.

SUMMARY OF QUARTERLY RESULTS

The table below sets forth selected results of operations for the Company's eight most recently completed quarters (in Canadian dollars, except per share amounts).

Description	**Q4 Dec 31 2015 $**	**Q3 Sep 30 2015 $**	**Q2 June 30 2015 $**	**Q1 Mar 31 2015 $**	**Q4 Dec 31 2014 $**	**Q3 Sep 30 2014 $**	**Q2 Jun 30 2014 $**	**Q1 Mar 31 2014 $**
Revenues	-	-	-	-	-	-	-	-
Net loss for period	(102,158)	(132,983)	(129,383)	(96,684)	(23,541)	(116,493)	(200,581)	(136,434)
Basic and fully diluted loss per share	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total assets	14,262,512	14,054,019	13,557,245	13,455,387	13,063,025	13,067,822	13,408,664	13,322,240
Total long term liabilities	37,029	75,885	68,819	69,042	71,118	120,733	123,928	129,789

The lower net loss during the fourth quarter of 2014 is mainly due to deferred income tax benefit.

FOURTH QUARTER

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED DECEMBER 31, 2015 and 2014

Loss for the period attributable to equity shareholders of the Company

The Company reported a net loss attributable to equity shareholders of the Company of $102,158 ($0.00 loss per share) for the three months ended December 31, 2015 as compared to a net loss attributable to equity shareholders of the Company of $23,428 ($0.00 loss per share) for the three months ended December 31, 2014. The increase in net loss is mainly due to higher professional fees of $63,279 and higher consulting fees of $40,452 due to technical and legal review of potential projects. The increase in net loss is partially offset by lower office and miscellaneous of $20,989 as a result of lower business tax related activities in Burkina Faso and Senegal.

Revenue

The Company does not have any operating revenue. The Company's sole source of income is interest income on cash balances. As the Company had minimal balances during the three months ended December 31, 2015, no interest was earned during the three months ended December 31, 2015 and 2014.

RESULTS OF OPERATIONS FOR THE YEARS ENDED DECEMBER 31, 2015 AND 2014

Loss for the period attributable to equity shareholders of the Company

The Company reported a net loss attributable to equity shareholders of the Company of $461,208 ($0.00 loss per share) for the year ended December 31, 2015 as compared to a net loss attributable to equity shareholders of the Company of $476,936 ($0.00 loss per share) for the year ended December 31, 2014. The increase in net loss is primarily due to higher professional fees of $145,803 due to technical and legal review of potential projects. The increase in net loss is partially offset by lower audit fees of $43,805, lower consulting fees of $45,690 and lower office and miscellaneous of $69,007 related to reduction in activities in Senegal and Burkina Faso.

Revenue

The Company does not have any operating revenue. The Company's sole source of income is interest income on cash balances. As the Company had minimal balances during the years ended December 31, 2015, no interest was earned during the years ended December 31, 2015 and 2014.

SELECTED ANNUAL INFORMATION

FOR THE YEAR ENDED	DECEMBER 2015 $	DECEMBER 2014 $	DECEMBER 2013 $
Total revenues	Nil	Nil	Nil
Net loss	(461,208)	(476,936)	(822,449)
Loss per share - basic and diluted	(0.00)	(0.00)	(0.01)
Total assets	14,262,512	13,063,025	12,873,272
Total long term liabilities	37,029	71,118	125,589
Cash dividends declared	Nil	Nil	Nil

LIQUIDITY AND CAPITAL RESOURCES

The Company had cash of $166,981 and net working capital deficit of $480,509 as at December 31, 2015 (December 31, 2014: cash of $80,474 and working capital deficit of $345,575). The increase in cash balance of $86,507 is mainly from the private placement that closed on March 16, 2015 and share subscriptions received of $134,654; partially offset by operating expenses and exploration expenditures.

The Company has no source of income and is dependent on securing additional financing to fund current activities and corporate overhead. Although the Company has been successful in securing additional financing in the past, the current market conditions raises material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

As the Company is in the exploration stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties and deferred exploration expenditures. The Company has no long term debt and has no immediate material work program commitments.

RELATED PARTY DISCLOSURES

A number of key management personnel, or their related parties, hold or held positions in other entities that result in them having control or significant influence over the financial or operating policies of the entities outlined below. A number of these entities transacted with the Company during the current or comparative reporting periods.

a) Trading transactions

The Company's related parties consist of companies owned by executive officers and directors as follows:

	Nature of transactions
Helm Financial Management Ltd.	Management
Isis Resource Partners Ltd.	Management
Goldstream Capital Corp.	Director Fees

The Company incurred the following advances in the normal course of operations in connection with companies controlled by key management and directors.

b) Compensation of key management personnel

The remuneration of directors and other members of key management during the years ended December 31, 2015 and 2014 were as follows:

	Years ended December 31, 2015	2014
Consulting fees		
Current directors and officers		
- Chief Financial Officer	**$ 12,000**	$ 12,000
- Chief Executive Officer & Director	**60,000**	90,000
Former directors and officers		
- Former Chief Operating Officer	**-**	75,000
Directors fees	**2,557**	2,204
	$ 74,557	$ 179,204

(i) Key management personnel were not paid post-employment benefits, termination benefits, or other long-term benefits during the years ended December 31, 2015 and 2014.

(ii) The Company paid fees to private companies controlled by directors and officers of the Company for consulting and director fees. Accounts payable and accrued liabilities at December 31, 2015 includes $145,719 (December 31, 2014 - $73,320) due to private companies controlled by an officer and/or director of the Company. Amounts due to or from related parties are unsecured, non-interest bearing and due on demand.

OFF–BALANCE SHEET ARRANGEMENTS

Except as otherwise noted, the Company is not committed to any material off-balance sheet arrangements.

PROPOSED TRANSACTIONS

Except as otherwise noted, the Company does not have any other material proposed transactions.

CRITICAL ACCOUNTING ESTIMATES

The Company is a venture issuer; therefore, this section is not applicable.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

a) Application of new and revised International Financial Reporting Standards

Effective January 1, 2015, the Company adopted the following new and revised International Financial Reporting Standards ("IFRSs") that were issued by the International Accounting Standards Board ("IASB").

(i) IFRS 2 Share-based Payments

The amendments to IFRS 2 redefines the definition of "vesting condition". The application of this IFRS did not have a material impact on the amounts reported for the current and prior years.

(ii) IFRS 3 Business Combinations

The amendments to IFRS 3 provide further clarification on the accounting treatment for contingent consideration, and provide a scope exception for joint ventures. The application of this IFRS did not have a material impact on the amounts reported for the current or prior years.

(iii) IFRS 8 Operating Segments

The amendments to IFRS 8 provide further clarification on the disclosure required for the aggregation of segments and the reconciliation of segment assets. The application of this IFRS did not have a material impact on the amounts reported for the current or prior years.

(iv) IFRS 13 Fair Value Measurement

The amendment to IFRS 13 provides further details on the scope of the portfolio exception. The application of this IFRS did not have a material impact on the amounts reported for the current or prior years.

(v) IAS 16 Property, Plant and Equipment

The amendment to IAS 16 deals with the proportionate restatement of accumulated depreciation on revaluation. The application of this IFRS did not have a material impact on the amounts reported for the current or prior years.

(vi) IAS 24 Related Party Disclosures

The amendment to IAS 24 deals with the disclosure required for management entities. The application of this IFRS did not have a material impact on the amounts reported for the current or prior years.

(vii) IAS 32 Financial Instruments: Presentation

The amendments to IAS 32 pertain to the application guidance on the offsetting of financial assets and financial liabilities, focused on four main areas: the meaning of currently has a legally enforceable right of set-off, the application of simultaneous realization and settlement, the offsetting of collateral amounts and the unit of account for applying the offsetting requirements. The application of this IFRS did not have a material impact on the amounts reported for the current or prior years.

(viii)IAS 38 Intangible Assets

The amendment to IAS 38 deals with the proportionate restatement of accumulated depreciation on revaluation. The application of this IFRS did not have a material impact on the amounts reported for the current or prior years.

b) Future accounting pronouncements

The following are the accounting standards issued but not yet effective, as of December 31, 2015

(i) Effective for annual periods beginning on or after January 1, 2016

Amended standard IFRS 10 Consolidated Financial Statements
The amendments to IFRS 10 deal with the sale or contribution of assets between an investor and its associate or joint venture.

Amended standard IFRS 11 Joint Arrangements
The amendments to IFRS 11 deal with the accounting for acquisitions of an interest in a joint operation.

Amended standard IAS 1 Presentation of Financial Statements
The amendments to IAS 1 deal with clarification of materiality in terms of the presentation of financial statements, clarification of the disclosure required in the statement of financial position, statement of loss and statement of other comprehensive income, and addition of possible ways of ordering the notes in order to increase the understandability and comparability of the financial statements.

Amended standard IAS 16 Property, Plant and Equipment
The amendments to IAS 16 deal with the clarification of acceptable methods of depreciation and amortization, as well as changes to the scope of IAS 16 to include bearer plants.

Amended standard IAS 28 Investments in Associate and Joint Ventures
The amendments to IAS 28 deal with the sale or contribution of assets between an investor and its associate or joint venture.

Amended standard IAS 38 Intangible Assets
The amendments to IAS 38 deal with the clarification of acceptable methods of depreciation and amortization.

(ii) Effective for annual periods beginning on or after January 1, 2018

New Standard IFRS 7 Financial Instruments: Disclosures
The amendments to IFRS 7 outline the disclosures required when initially applying IFRS 9 Financial Instruments.

New standard IFRS 9 Financial Instruments
IFRS 9 is the first step in the process to replace IAS 39 Financial Instruments: recognition and measurement. IFRS 9 introduces new requirements for classifying and measuring financial assets and liabilities and carries over from the requirements of IAS 39.

New Standard IFRS 15 Revenue from Contracts with Customers
IFRS 15 provides guidance on how and when revenue from contracts with customers is to be recognized, along with new disclosure requirements in order to provide financial statement users with more informative and relevant information.

(iii) Effective for annual periods beginning on or after January 1, 2019

New Standard IFRS 16 Leases
Replaces existing lease accounting guidance. All leases will be required to be reported on the statement of financial position unless certain requirements for exclusion are met.

The Company has not early adopted these new and amended standards and is currently assessing the impact that these standards will have on the consolidated financial statements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, amounts receivable, investment, and accounts payable and accrued liabilities.

Fair value of financial assets and liabilities
Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The carrying amount for cash, amounts receivable, and accounts payable and accrued liabilities on the statement of financial position approximate their fair value because of the limited term of these instruments. Investment is carried at cost as it is not traded on an active market.

Fair value hierarchy
Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities; and
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable marker data (unobservable inputs).

The Company did not have any financial instruments in Level 1, 2 and 3.

Financial risk management objectives and policies
The Company has exposure to the following risks from its use of financial instruments

- Credit risk
- Liquidity and funding risk
- Market risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these consolidated financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in these notes.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Credit risk
Credit risk is the risk of an unexpected loss if a counterparty to a financial instrument fails to meet its contractual obligations. The credit risk associated with cash and receivables is believed to be minimal.

Cash consists of cash on deposit in Canadian, British and Senegalese Chartered banks that are believed to be creditworthy.

Amounts receivable is comprised primarily of amounts due from the Government of Canada related to General Sales Tax. The Company does not believe it is exposed to significant credit risk and counterparty risks.

Liquidity and funding risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is held in business accounts and are available on demand. Funding risk is the risk that the Company may not be able to raise equity financing in a timely manner and on terms acceptable to management. There are no assurances that such financing will be available when, and if, the Company requires additional equity financing.

In the normal course of business, the Company enters into contracts and performs business activities that give rise to commitments for future minimum payments.

The following table summarizes the Company's significant remaining contractual maturities for financial liabilities at December 31, 2015 and December 31, 2014.

Contractual maturity analysis as at December 31, 2015

	Less than 3 months	3 - 12 months	1 - 5 years	Longer than 5 years	Total
Accounts payable	$ 249,879		$ -	$ -	$ 249,879
Accrued liabilities	$ 390,082	$ 30,000	$ -	$ -	$ 420,082
	$ 639,961	**$ 30,000**	**$ -**	**$ -**	**$ 669,961**

Contractual maturity analysis as at December 31, 2014

	Less than 3 months	3 - 12 months	1 - 5 years	Longer than 5 years	Total
Accounts payable	$ 118,166	$ -	$ -	$ -	$ 118,166
Accrued liabilities	$ 282,913	$ 61,527	$ -	$ -	$ 344,440
	$ 401,079	**$ 61,527**	**$ -**	**$ -**	**$ 462,606**

Market risk

The Company is subject to normal market risks including fluctuations in foreign exchange rates and interest rates. Interest rate risk is the risk arising from the effect of changes in prevailing interest rates on the Company's financial instruments. While the Company manages its operations in order to minimize exposure to these risks, the Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure.

a) Interest rate risk

The Company has minimal exposure to interest rate fluctuations on its cash balances due to current low market interest rates.

b) Foreign currency risk

The Company's exploration expenditures, certain acquisition costs and other operating expenses are denominated in United States Dollars, UK Pounds Sterling and West African CFA Francs. The Company's exposure to foreign currency risk arises primarily on fluctuations between the Canadian dollar and the United States Dollar, UK Pounds Sterling, and West African CFA Francs. The Company has not entered into any derivative instruments to manage foreign exchange fluctuations.

The Company is exposed to currency risk through the following financial assets and liabilities denominated in currencies other than the Canadian dollar at December 31, 2015 and 2014:

	December 31, 2015		
	US Dollars	UK Pounds Sterling	CFA Francs
Cash	$ 165,020	$ 58	$ (611)
Amounts receivable	-	-	6,045
Deposits	-	3,918	3,491
Accounts payable and accrued liabilities	(20,587)	(36,064)	(274,498)
	$ 144,433	$ (32,088)	$ (265,573)

	December 31, 2014		
	US Dollars	UK Pounds Sterling	CFA Francs
Cash	$ 20,236	$ 1,597	$ (563)
Amounts receivable	-	-	9,879
Deposits	-	3,470	11,605
Accounts payable and accrued liabilities	(9,611)	(17,918)	(282,948)
	$ 10,625	$ (12,851)	$ (262,027)

The following table discusses the Company's sensitivity to a 5% increase or decrease in the Canadian Dollar against the United States Dollar, UK Pounds Sterling, and West African CFA Francs denominated financial assets and liabilities above. The sensitivity analysis measures the effect from recalculation of these items as at the balance sheet date by using adjusted foreign exchange rates.

December 31, 2015	Canadian Dollar appreciation by 5%	Canadian Dollar depreciation by 5%
Comprehensive income (loss)		
Financial assets and liabilities	$ 7,661	$ (7,661)
December 31, 2014		
Comprehensive income (loss)		
Financial assets and liabilities	$ 13,213	$ (13,213)

ADDITIONAL INFORMATION

Additional disclosure of the Company's material change reports, news releases and other information can be obtained on SEDAR at www.sedar.com

Disclosure of Outstanding Share Data

a) Authorized:

Unlimited common shares without par value

b) Common shares issued:	Number
Balance, December 31, 2015	107,061,235
Balance, April 21, 2016	110,601,336

c) There are no warrants outstanding at December 31, 2015 and as at the date of this report.

d) The number of stock options that were outstanding and exercisable and the remaining contractual lives of the options at December 31, 2015 were as follows:

Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life	Expiry Date
$0.16	5,000	0.03	January 11, 2016
$0.16	117,000	0.25	April 1, 2016
$0.15	300,000	0.66	August 29, 2016
$0.16	575,000	0.88	November 17, 2016
	997,000	0.74	

The Company has granted employees, consultants, directors and officers share purchase options. These options were granted pursuant to the Company's stock option plan.

Prior to the Company's 2013 annual shareholder meeting held July 7, 2013, options were issued under a rolling plan that allowed the Company to reserve up to 10% of the issued and outstanding common shares of the Company ("2012 Share Option Plan"). At the Company's 2013 annual shareholder meeting, the shareholders approved the termination of the 2012 Share Option Plan and the replacement thereof with a new and amended fixed number option plan (the "2013 Share Option Plan"). Under the 2013 Share Option Plan, 9,110,811 common shares of the Company are reserved for issuance upon exercise of options.

No options were granted during the years ended December 31, 2015 and 2014. During the year ended December 31, 2015, 303,500 options expired unexercised. Of the 303,500 stock options expired, 300,000 had an exercise price of $0.15 and 3,500 had an exercise price of $0.16. During the year ended December 31, 2014, 482,000 options expired unexercised.

EXPLORATION AND EVALUATION ASSETS EXPENDITURES

Deferred exploration and acquisition expenditures for the year ended December 31, 2015 are as follows:

	Douta Gold Project, Senegal	Central Houndé Project, Burkina Faso	Total
Camp expenses, equipment and rental	$ 8,019	$ 4,590	$ 12,609
Contractor labour	29,716	1,942	31,658
Depreciation	97,490	761	98,251
Exploration - consulting	31,618	9,345	40,963
Rentals and equipment	3,158	32	3,190
Salaries and wages	56,923	(1,318)	55,605
Travel and accommodation	642	93	735
Vehicles	1,209	1,525	2,734
Other	2,149	5,898	8,047
Deferred exploration expenditures	$ 230,924	$ 22,868	$ 253,792
Acquisition costs and payments	-	13,365	13,365
	$ 230,924	$ 36,233	$ 267,157
Foreign exchange movement in opening balance	889,137	65,397	954,534
Foreign exchange movemment in deferrred exploration expenditures during the year	5,439	20,416	25,855
Total Expenditures	$ 1,125,500	$ 122,046	$ 1,247,546

Total deferred exploration and acquisition expenditures as at December 31, 2015 are as follows:

	Douta Gold Project, Senegal	Central Houndé Project, Burkina Faso	Total
Assays and assessments	$ 444,484	$ 80,280	$ 524,764
Geophysics, surveys and mapping	40,714	4,448	45,162
Camp expenses, equipment and rental	612,729	65,456	678,185
Contractor labour	143,672	35,946	179,618
Depreciation	434,183	1,852	436,035
Drilling and drilling preparation costs	511,786	151,801	663,587
Exploration - consulting	449,929	87,664	537,593
Professional fees	46,453	23,486	69,939
Rentals and equipment	50,177	8,674	58,851
Salaries and wages	1,061,184	185,772	1,246,956
Travel and accommodation	252,154	51,386	303,540
Vehicles	232,404	58,564	290,968
Other	201,172	45,890	247,062
Deferred exploration expenditures	$ 4,481,041	$ 801,219	$ 5,282,260
Acquisition costs and payments	6,199,492	664,145	6,863,637
	$ 10,680,533	$ 1,465,364	$ 12,145,897
Foreign exchange	1,716,778	127,084	1,843,862
Total Expenditures	$ 12,397,311	$ 1,592,448	$ 13,989,759

SUBSEQUENT EVENTS

Expired Options

Subsequent to December 31, 2015, 122,000 stock options with an exercise price of $0.16 expired without exercise.

Private Placement

Subsequent to December 31, 2015, the Company closed a non-brokerage private placement pursuant to which it has issued aggregate of 3,540,101 common shares at a price of $0.115 per common share to raise gross proceeds of $407,112. The common shares issued pursuant to the private placement are subject to a 4-month hold period in Canada, expiring June 18, 2016.

INVESTOR RELATIONS

The Company had no investor relations arrangements with any third party for the year ended December 31, 2015.

RISKS AND UNCERTAINTIES

The following discussion summarizes the principal risk factors that apply to the Company's business and that may have a material adverse effect on the Company's business, financial condition and results of operations, or the trading price of the Common Shares.

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. The primary risk factors affecting the Company are set forth below and the risks discussed below should not be considered as all inclusive.

Exploration, Development and Operating Risks

Mineral exploration and development operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of gold, base metals and other minerals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, 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.

The Company's activities are directed towards the search for, evaluation of, and development of mineral deposits. There is no certainty that the expenditures to be made by the Company will result in discoveries of commercial quantities of minerals. There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other interests, many of which have greater financial resources than the Company has for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Land Title

Title insurance generally is not available, and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions from time to time may be severely constrained. In addition, unless the Company conducts surveys of the claims in which it holds direct or indirect interests, the precise area and location of such claims may be in doubt. In addition, such mineral properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects.

The Company has obtained title reports from Senegal legal counsel with respect to the Douta Gold Project and from Burkina Faso counsel with respect to the Central Houndé Project, but this should not be construed as a guarantee of title. Other parties may dispute title to any of the Company's mineral properties and any of the Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected encumbrances of defects or governmental actions.

In addition, the Company may be unable to operate its properties as permitted or to enforce its rights with respects to its properties.

Political Risks

Future political actions cannot be predicted and may adversely affect the Company. Changes, if any, in mining or investment policies or shifts in political attitude in the countries in which the Company holds property interests in the future may adversely affect the Company's business, results of operations and financial condition. Future operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in loss, reduction or expropriation of entitlements. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the Company's consolidated business, results of operations and financial condition.

Government Regulation

The mineral exploration and development activities which may be undertaken by the Company may be subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters.

Exploration and development activities may also be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on future exploration and production, price controls, export controls, currency availability, foreign exchange controls, income taxes, delays in obtaining or the inability to obtain necessary permits, opposition to mining from environmental and other non-governmental organizations, limitations on foreign ownership, expropriation of property, ownership of assets, environmental legislation, labour relations, limitations on repatriation of income and return of capital, limitations on mineral exports, high rates of inflation, increased financing costs, and site safety. This may affect both the Company's ability to undertake exploration and development activities in respect of its properties, as well as its ability to explore and operate those properties in which it current holds an interest or in respect of which it obtains exploration and/or development rights in the future.

No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail development or future potential production. Amendments to current laws and regulations governing operations and activities of mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

Permitting

The Company's operations may be subject to receiving and maintaining permits from appropriate governmental authorities. There is no assurance that delays will not occur in connection with obtaining all necessary renewals of such permits for future operations. Management of the Company believes it has received the necessary permits for the current operations. Prior to any development on any properties, the Company must receive permits from appropriate governmental authorities. There can be no assurance that the Company will obtain and/or continue to hold all permits necessary to develop or continue operating at any particular property. See also "Exploration, Development and Operating Risks" above.

Environmental Risks and Hazards

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates, and will be subject to environmental regulation in the jurisdictions in which it will operate in the future. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties in which the Company holds interests from time to time which are unknown to the Company and which have been caused by previous or existing owners or operators of the properties. Government approvals and permits may in the future be required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from proceeding with planned exploration, production or development activities.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions there under, 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 the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses or capital expenditures or require abandonment or delays in development of new properties.

Foreign Currency Exchange Rates

Fluctuations in currency exchange rates, principally the West African CFA franc, British pound and US dollar exchange rate and, to a lesser extent, other exchange rates, can impact the Company's earnings and cash flows. Certain of the Company's obligations and operating expenses may from time to time be denominated in the West African CFA franc, British pound and US dollar. If the value of the US dollar, British pound and West African CFA franc increases relative to the Canadian dollar, the Company's results of operations, financial condition and liquidity could be materially adversely affected.

Insurance and Uninsured Risks

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays, monetary losses and possible legal liability.

The Company currently only maintains nominal liability insurance. The Company may also be unable to maintain insurance to cover certain risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mineral exploration industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Current Global Financial Conditions

Access to financing has been negatively impacted by a stagnant global economy resulting in volatile stock markets, declining precious and base metals prices, and the general risk aversion of investors and financial institutions towards junior mining exploration companies with undeveloped mineral properties. These factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Company. If these increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the value and the price of Common Shares and other securities could continue to be adversely affected.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Management of the Company believes that the infrastructure in Senegal and Burkina Faso is comparable to those in any remote mining location located in other parts of the world.

Competition May Hinder Corporate Growth

The mining industry is competitive in all of its phases. The Company faces strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, precious and base metals. Many of these companies have greater financial resources, operational experience and technical capabilities than the Company. As a result of this competition, the Company may be unable to acquire or maintain attractive mineral exploration properties on terms it considers acceptable or at all. Consequently, the Company's operations and financial condition could be materially adversely affected.

Additional Capital

The development of the Company's properties will require substantial additional financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration, development or production on any or all of the Company's properties from time to time, or even a loss of property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company.

Commodity Prices

The price of the Common Shares, the Company's financial results and exploration and development activities may in the future be significantly adversely affected by declines in the price of gold, base metals and other minerals. Precious metal prices fluctuate widely and are affected by numerous factors beyond the Company's control such as the sale or purchase of gold and other precious and base metal by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major precious metal-producing countries throughout the world. The prices of precious metals have fluctuated widely in recent years, and future serious price declines could cause development of any properties in which the Company may hold an interest from time to time to be impracticable. Future production from the Company's future properties, if any, will be dependent upon, among other things, precious metal and other base metals prices that are adequate to make these properties economic.

In addition to adversely affecting the Company's financial condition and exploration and development activities, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Dependence on Key Personnel

The Company has a small management team and the loss of a key individual or the inability to attract suitably qualified personnel in the future could materially and adversely affect the Company’s business.

Limited Operating History

The Company has no history of generating revenue or profits. There can be no assurance that it will generate profits in the future.

Historical Data

The Company has compiled technical date in respect of the Douta Gold project, much of which was not prepared by the Company. While the data represents a useful resource for the Company, much of it must be verified by the Company before being relied upon in formulating exploration programs.

Market Price of Common Shares

Securities of publicly-listed mineral resource companies have experienced substantial volatility in the past two years, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in the North America and globally and market perceptions of the attractiveness of particular industries. The Company’s share price is also likely to be significantly affected by short term changes in precious and base metal prices or in its financial condition or results of operations as reflected in its quarterly earnings reports. Other factors unrelated to the Company’s performance that may have an effect on the price of the Common Shares include the following: the extent of analytical coverage available to investors concerning the Company’s business may be limited if investment banks with research capabilities do not continue to follow the Company; lessening in trading volume and general market interest in the Company’s securities may affect an investor’s ability to trade significant numbers of Common Shares; the size of the Company’s public float may limit the ability of some institutions to invest in the Company’s securities; and a substantial decline in the price of the Common Shares that persists for a significant period of time could cause the Company’s securities to be delisted from the exchange on which they trade, further reducing market liquidity.

As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect the Company’s long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management’s attention and resources.

Future Sales of Common Shares by Existing Shareholders

Sales of a large number of Common Shares in the public market, or the potential for such sales, could decrease the trading price of the Common Shares and could impact the Company's ability to raise capital through future sales of Common Shares.

Conflict of Interest

Certain of the directors and officers of the Company also serve as directors and/or officers of other Companies involved in mining and/or natural resource exploration and development and consequently there exist the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving the Company will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interest of the Company and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth under applicable laws.

Additional information

Additional information relating to the Company is available on SEDAR at www.sedar.com.

Caution Regarding Forward-Looking Information:

Certain information contained in this MD&A constitutes forward-looking information, which is information relating to future events or the Company's future performance and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this MD&A includes, but is not limited to, the Company's expectations regarding its future work capital requirements, including its ability to satisfy such requirements, the exposure of its financial instruments to various risks and its ability to manage those risks.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A.

The forward-looking information contained in this MD&A are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All of the forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.