

**2016 THIRD QUARTER REPORT**  
**SEPTEMBER 30, 2016**  
(Expressed in Canadian dollars)

Unaudited Condensed Interim Consolidated Financial Statements

- Consolidated Statements of Financial Position
- Consolidated Statements of Comprehensive Loss
- Consolidated Statements of Changes in Equity
- Consolidated Statements of Cash Flows
- Notes to the Condensed Interim Consolidated Financial Statements

NOTICE OF NO AUDITOR REVIEW OF  
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The accompanying unaudited condensed interim consolidated financial statements for the three and nine month periods ended September 30, 2016 of **Endurance Gold Corporation** (“the Company”) have been prepared by the Company’s management and have not been reviewed by the Company’s independent auditor.

**ENDURANCE GOLD CORPORATION**  
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION  
*(Expressed in Canadian dollars)*  
*(Unaudited, Prepared by Management)*  
AS AT

	September 30, 2016	December 31, 2015
<b>ASSETS</b>		
<b>Current</b>		
Cash and cash equivalents	\$ 199,020	\$ 185,027
Marketable securities (Note 4)	282,829	297,757
Prepaid expenses and deposits	9,524	10,109
Property payment receivable (Note 5)	180,359	-
Receivables	7,163	5,173
Total current assets	678,895	498,066
<b>Non-current</b>		
Property payment receivable (Note 5)	-	190,300
Exploration and evaluation assets (Note 5)	4,397,124	3,909,225
Total non-current assets	4,397,124	4,099,525
<b>Total assets</b>	<b>\$ 5,076,019</b>	<b>\$ 4,597,591</b>
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 368,680	\$ 116,963
<b>Total liabilities</b>	<b>368,680</b>	<b>116,963</b>
<b>EQUITY</b>		
Share capital (Note 6)	9,454,088	9,073,386
Reserves (Note 6)	1,386,421	1,305,601
Deficit	(6,133,170)	(5,898,359)
	4,707,339	4,480,628
<b>Total liabilities and equity</b>	<b>\$ 5,076,019</b>	<b>\$ 4,597,591</b>

**Nature and continuance of operations** (Note 1)

**Commitments** (Note 12)

**Events after the reporting date** (Note 13)

**Approved and authorized on behalf of the Board of Directors on November 28, 2016:**

/s/ Robert T. Boyd

Director

/s/ Robert Pease

Director

Robert T. Boyd

Robert Pease

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

**ENDURANCE GOLD CORPORATION**

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

*(Expressed in Canadian dollars)**(Unaudited, Prepared by Management)*

	Three months ended Sept. 30,		Nine months ended Sept. 30,	
	2016	2015	2016	2015
<b>Expenses</b>				
Business development and property investigation	\$ 600	\$ 3,150	\$ 20,518	\$ 26,525
Corporate communications	5,698	942	15,281	10,315
Listing and transfer agent fees	805	523	11,109	12,047
Management fees	15,000	15,000	45,000	45,000
Office and administrative	9,160	9,538	45,460	35,675
Professional fees	1,152	1,200	2,333	3,679
Stock-based compensation (Note 6)	-	-	80,820	-
Loss before other items	(32,415)	(30,353)	(220,521)	(133,241)
<b>Other items</b>				
Interest income	338	286	638	632
Unrealized gain (loss) on marketable securities (Note 4)	1,736	(3,429)	(14,928)	(5,029)
	2,074	(3,143)	(14,290)	(4,397)
<b>Comprehensive loss for the period</b>	\$ (30,341)	\$ (33,496)	\$ (234,811)	\$ (137,638)
<b>Basic and diluted loss per common share</b>	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
<b>Basic and diluted weighted average number of common shares outstanding</b>	98,390,396	94,291,700	95,667,904	90,605,253

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

**ENDURANCE GOLD CORPORATION**

## CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

*(Expressed in Canadian dollars)**(Unaudited, Prepared by Management)*

	Share Capital		Reserves	Deficit	Total Equity
	No. of Shares	Amount			
<b>Balance at December 31, 2015</b>	<b>94,291,700</b>	<b>\$ 9,073,386</b>	<b>\$ 1,305,601</b>	<b>\$ (5,898,359)</b>	<b>\$ 4,480,628</b>
Shares issued for cash:					
Private placement	6,494,000	389,640	-	-	389,640
Share issuance costs	-	(8,938)	-	-	(8,938)
Share-based compensation	-	-	80,820	-	80,820
Comprehensive loss for the period	-	-	-	(234,811)	(234,811)
<b>Balance at September 30, 2016</b>	<b>100,785,700</b>	<b>\$ 9,454,088</b>	<b>\$ 1,386,421</b>	<b>\$ (6,133,170)</b>	<b>\$ 4,707,339</b>

	Share Capital		Reserves	Deficit	Total Equity
	No. of Shares	Amount			
<b>Balance at December 31, 2014</b>	<b>87,491,700</b>	<b>\$ 8,736,917</b>	<b>\$1,305,601</b>	<b>\$ (5,676,059)</b>	<b>\$ 4,366,459</b>
Shares issued for cash:					
Private placement	6,800,000	340,000	-	-	340,000
Share issuance costs	-	(3,531)	-	-	(3,531)
Comprehensive loss for the period	-	-	-	(137,638)	(137,638)
<b>Balance at September 30, 2015</b>	<b>94,291,700</b>	<b>\$ 9,073,386</b>	<b>\$1,305,601</b>	<b>\$ (5,813,697)</b>	<b>\$ 4,565,290</b>

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

**ENDURANCE GOLD CORPORATION**

## CONSOLIDATED STATEMENTS OF CASH FLOWS

*(Expressed in Canadian dollars)**(Unaudited, Prepared by Management)*

	Three months ended Sept. 30,		Nine months ended Sept. 30,	
	2016	2015	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Net loss for the period	\$ (30,341)	\$ (33,496)	\$ (234,811)	\$ (137,638)
Add adjustments:				
Share-based compensation	-	-	80,820	-
Unrealized (gain) loss on marketable securities	(1,736)	3,429	14,928	5,029
Unrealized (gain) loss on property payment				
Receivable	(2,750)	-	9,941	-
Interest income	(338)	(286)	(638)	(632)
Changes in non-cash working capital items:				
Prepaid expenses and deposits	(3,046)	(5,006)	585	7,627
Receivables	(4,469)	263	(1,990)	35,944
Accounts payable and accrued liabilities	(4,881)	(5,187)	16,737	(696)
Net cash used in operating activities	(47,561)	(40,283)	(114,428)	(90,366)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Exploration and evaluation assets	(228,180)	(398)	(252,919)	(126,475)
Interest received	338	286	638	632
Net cash used in investing activities	(227,842)	(112)	(252,281)	(125,843)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Proceeds from issuance of share capital	389,640	-	389,640	340,000
Share issuance costs	(8,938)	-	(8,938)	(3,531)
Net cash provided by financing activities	380,702	-	380,702	336,469
<b>Net increase (decrease) in cash and cash equivalents during the period</b>	105,299	(40,395)	13,993	120,260
<b>Cash and cash equivalents, beginning of period</b>	93,721	218,485	185,027	57,830
<b>Cash and cash equivalents, end of period</b>	\$ 199,020	\$ 178,090	\$ 199,020	\$ 178,090

**Supplemental disclosures with respect to cash flows (Note 7)**

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

# ENDURANCE GOLD CORPORATION

## NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the nine month period ended September 30, 2016

(Unaudited, Prepared by Management)

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### 1. NATURE AND CONTINUANCE OF OPERATIONS

Endurance Gold Corporation (the "Company") was incorporated under the *Canada Business Corporations Act* on December 16, 2003 and continued into British Columbia on August 16, 2004. The head office and principal address of the Company is at 520 – 800 West Pender Street, Vancouver, British Columbia, Canada V6C 2V6. The Company's registered address and records office is 2600 Oceanic Plaza, 1066 West Hastings Street, Vancouver, British Columbia, Canada, V6E 3X1.

The Company is engaged in the exploration and development of mineral properties in North America and has not yet determined whether its properties contain ore reserves that are economically recoverable. The mining exploration business involves a high degree of risk. The recoverability of the amounts expended on mineral interests by the Company is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete exploration and development of its mineral properties and upon future profitable production or proceeds from disposition of its mineral interests. The Company has not generated revenue from operations. The Company reported a net loss of \$234,811 during the nine months ended September 30, 2016 and as of that date the Company's deficit was \$6,133,170. The Company may not have sufficient funds to continue for the next 12 months, and will have to raise additional funds to continue operations and to complete its on-going and planned exploration activities.

These unaudited condensed interim consolidated financial statements ("Condensed Interim FS") include the financial statements of the Company and its wholly-owned subsidiary. These Condensed Interim FS have been prepared in accordance with International Financial Reporting Standards ("IFRS") on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The factors described above suggest that there is currently substantial doubt as to the Company's ability to continue as a going concern. However, these Condensed Interim FS do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

### 2. BASIS OF PREPARATION

#### a) Statement of Compliance

These Condensed Interim FS have been prepared in accordance with IFRS applicable to the preparation of interim financial statements, including International Accounting Standard 34 ("*IAS 34*") *Interim Financial Reporting*.

These Condensed Interim FS were authorized for issue by the Audit Committee and Board of Directors on November 28, 2016 and should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2015.

The policies applied in these Condensed Interim FS are consistent with the policies disclosed in Notes 2 and 3 of the Company's audited consolidated financial statements for the year ended December 31, 2015.

### 3. FUTURE ACCOUNTING POLICY CHANGES ISSUED BUT NOT YET IN EFFECT

The following new standard is not yet effective and has not been applied in preparing the Condensed Interim FS for the nine month period ended September 30, 2016. The Company is currently evaluating the potential impacts of this new standard.

## ENDURANCE GOLD CORPORATION

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the nine month period ended September 30, 2016

(Unaudited, Prepared by Management)

- IFRS 9 *Financial Instruments*, replaced IAS 39 - *Financial Instruments: Recognition and Measurement* and applies to classification and measurement of financial assets and financial liabilities as defined in IAS 39. The standard is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted.

#### 4. MARKETABLE SECURITIES

Marketable securities consist of equity securities of an entity or entities over which the Company does not have control or significant influence. At September 30, 2016, the Company owned 45,714 (45,714 at December 31, 2015) common shares of a publicly-traded entity and 850,000 (850,000 at December 31, 2015) common shares of GFG Resource Inc. ("**GFG Resources**"), a British Columbia private company, which number includes 127,500 shares currently withheld pursuant to regulations of the U.S. Internal Revenue Service ("**IRS**"). In July 2016, the Company submitted an application to the IRS to have the withholding requirement removed so that the 127,500 shares can be released to the Company.

On October 8, 2015, the Company entered into an Asset Purchase Agreement ("the "**APA**") whereby the Company sold its 100% interest in its Rattlesnake Hills gold property ("**Property**") in the State of Wyoming, USA to GFG Resources (US) Inc. ("**GFGUS**"), a private company incorporated in the State of Nevada, USA. Under the terms of the APA, GFGUS acquired the Property through the issuance to the Company of 1,400,000 common shares of GFGUS, of which 850,000 shares were received at a value of \$276,611 with the remaining 550,000 shares deliverable on or before February 6, 2017, a cash payment of US\$150,000 (received) and other consideration, as more particularly set out in Note 5.

In June 2016, pursuant to a Plan of Arrangement, GFGUS and GFG Resources reached an agreement whereby GFG Resources acquired all of the issued and outstanding shares of GFGUS, in exchange for common shares of GFG Resources ("**GFG Shares**") on a one for one equivalent basis. In September 2016, Crest Petroleum Corp. ("**Crest**"), a capital pool company whose shares were listed on the TSX Venture Exchange, entered into a Plan of Arrangement agreement with GFG Resources to acquire 100% of the issued and outstanding shares of GFG Resources, in exchange for shares of Crest ("**Crest Shares**") on a one for one basis, which would result in a reverse take-over ("**RTO**") of Crest by GFG Resources (the "**RTO Transaction**"). The RTO Transaction was approved by the Crest and GFG Resources shareholders on October 14, 2016 and the company commenced trading on the TSX Venture Exchange as GFG Resources on October 27, 2016.

	Sept. 30, 2016	December 31, 2015
Marketable securities - fair value	\$ 282,829	\$ 297,757
Marketable securities - cost	\$ 391,107	\$ 391,107

The Company's marketable securities are financial assets classified as fair value through profit or loss.

**ENDURANCE GOLD CORPORATION**

## NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the nine month period ended September 30, 2016

*(Unaudited, Prepared by Management)***5. EXPLORATION AND EVALUATION ASSETS**

As at September 30, 2016, the Company's exploration and evaluation assets are located in North America. Expenditures incurred on exploration and evaluation assets are as follows:

	Pardo, Ontario, CANADA	Bandito, Yukon CANADA	Other Properties, CANADA	Elephant Mountain, Alaska, USA	TOTAL
<b>Acquisition 12/31/15</b>	<b>\$ 369,386</b>	<b>\$ 462,918</b>	<b>\$ -</b>	<b>\$ 76,669</b>	<b>\$ 908,973</b>
Additions:					
Legal and related expenses	71,104	-	-	-	71,104
<b>Acquisition 9/30/16</b>	<b>440,490</b>	<b>462,918</b>	<b>-</b>	<b>76,669</b>	<b>980,077</b>
<b>Deferred Exploration 12/31/15</b>	<b>1,874,624</b>	<b>808,954</b>	<b>65,384</b>	<b>251,290</b>	<b>3,000,252</b>
Additions:					
Drilling	-	-	-	123,696	123,696
Field	-	-	-	96,347	96,347
Geological and miscellaneous	9,938	488	2,700	93,155	106,281
Helicopters	-	-	-	90,471	90,471
	9,938	488	2,700	403,669	416,795
<b>Deferred Exploration 9/30/16</b>	<b>1,884,562</b>	<b>809,442</b>	<b>68,084</b>	<b>654,959</b>	<b>3,417,047</b>
<b>Total Exploration and evaluation assets 9/30/16</b>	<b>\$ 2,325,052</b>	<b>\$ 1,272,360</b>	<b>\$ 68,084</b>	<b>\$ 731,628</b>	<b>\$ 4,397,124</b>

## ENDURANCE GOLD CORPORATION

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the nine month period ended September 30, 2016

(Unaudited, Prepared by Management)

As at December 31, 2015, the Company's exploration and evaluation assets are located in North America. Expenditures incurred on exploration and evaluation assets are as follows:

	Pardo, Ontario, CANADA	Bandito, Yukon CANADA	Other Properties, CANADA	Elephant Mountain, Alaska, USA	Rattlesnake- Natrona, Wyoming, USA	McCord, Alaska, USA	TOTAL
<b>Acquisition 12/31/14</b>	<b>\$ 366,973</b>	<b>\$ 462,918</b>	<b>\$ -</b>	<b>\$ 57,060</b>	<b>\$ 82,711</b>	<b>\$ (29,066)</b>	<b>\$ 940,596</b>
Additions:							
Legal and related expenses	2,413	-	-	-	20,536	-	22,949
Option payments	-	-	-	19,609	-	-	19,609
	2,413	-	-	19,609	20,536	-	42,558
Cost recovery	-	-	-	-	(103,247)	-	(103,247)
Write-off	-	-	-	-	-	29,066	29,066
<b>Acquisition 12/31/15</b>	<b>369,386</b>	<b>462,918</b>	<b>-</b>	<b>76,669</b>	<b>-</b>	<b>-</b>	<b>908,973</b>
<b>Deferred exploration 12/31/14</b>	<b>1,751,398</b>	<b>806,483</b>	<b>59,834</b>	<b>146,112</b>	<b>518,447</b>	<b>80,173</b>	<b>3,362,447</b>
Additions:							
Drilling	26,627	-	-	1,891	-	-	28,518
Field expenses	10,817	-	-	18,859	-	-	29,676
Geochemistry	8,980	56	-	10,456	-	-	19,492
Geological and miscellaneous (note 12)	76,639	2,415	5,550	66,624	32,384	1,750	185,362
Land and recording fees	163	-	-	7,348	776	8,341	16,628
	123,226	2,471	5,550	105,178	33,160	10,091	279,676
Cost recovery	-	-	-	-	(551,607)	-	(551,607)
Write-off	-	-	-	-	-	(90,264)	(90,264)
<b>Deferred exploration 12/31/15</b>	<b>1,874,624</b>	<b>808,954</b>	<b>65,384</b>	<b>251,290</b>	<b>-</b>	<b>-</b>	<b>3,000,252</b>
<b>Total exploration and evaluation assets 12/31/15</b>	<b>\$ 2,244,010</b>	<b>\$ 1,271,872</b>	<b>\$ 65,384</b>	<b>\$ 327,959</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 3,909,225</b>

#### Pardo Joint Venture Property, Ontario, CANADA

The Company acquired a 100% interest in the Pardo Property located northeast of Sudbury, Ontario, by making payments of \$100,000 in cash and issuing 200,000 common shares valued at \$18,750. The property is subject to a 3% net smelter returns royalty ("NSR"), of which one-half can be purchased for \$1,500,000 at any time (the "Purchase Right"). The NSR was created in 2005 when Endurance first acquired the Pardo claims, and in the period from 2010 through early 2016, the NSR was owned by unrelated parties. The Pardo Joint Venture ("Pardo JV") was notified in February 2016 of the assignment of the NSR. At that time, the NSR was directly acquired from the unrelated parties by two private companies which are controlled by two directors of the Company. Except for the Purchase Right (which right is now held by the Pardo JV) the Company has no contractual rights or ownership of the NSR.

In 2012, Inventus Mining Corp. (formerly Ginguro Exploration Inc., ("Inventus")), through its wholly-owned private subsidiary, Mount Logan Resources Ltd., earned a 55% interest in the Pardo Property by completing \$1,000,000 in exploration expenditures and making cash payments totaling \$200,000 to the Company. As a result, a 45% (the

## ENDURANCE GOLD CORPORATION

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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Company) and 55% (Inventus) Pardo JV was formed in March 2012. Inventus is the operator (“**Operator**”) of the Pardo JV. The Pardo JV property is currently owned 35.5% by the Company and 64.5% by Inventus.

In October 2013, Inventus commenced arbitration proceedings against Endurance to enforce its allegation that it had earned a 70.95% interest in the Pardo JV as a result of having sole-funded the 2012 Program. In response, the Company alleged that, amongst other issues, Inventus initiated a 2013 program without submitting that program to the Pardo JV Management Committee for its consideration and approval.

In June 2014, the parties reached an agreement (the “**Settlement Agreement**”) to settle their dispute. Under the terms of the Settlement Agreement, it was agreed that Endurance would own a 35.5% interest in the Pardo JV, with Inventus holding the remaining 64.5% interest.

In December 2015 the Company commenced an arbitration proceeding against Inventus to enforce the registration of the Company’s legal ownership agreed in the June 2014 Settlement Agreement, and to concurrently seek compensation for alleged improper assignment of joint venture assets without the approval of or compensation to the Pardo JV. On February 11, 2016, the parties reached an agreement to defer an arbitration resolution regarding the alleged improper assignment of joint venture assets in exchange for Inventus concurrently executing a legal transfer and registration of the Company’s 35.5% ownership interest and agreeing to cease further assignment of joint venture assets.

On September 2, 2016 the Company provided notice of arbitration to Inventus to re-open the deferred arbitration of February 11, 2016 which notice included additional issues for resolution by the arbitrator, such as the timing related to the initial 2016 program. An interim award of September 14, 2016 addressed the timing issue amongst other concerns. It was agreed that the remaining issues would be addressed in a hearing with the arbitrator, which was scheduled to be held in mid-November 2016.

On November 9, 2016 the Company announced that it had reached an agreement with Inventus to sell its 35.5% interest in the Pardo JV to Inventus for 25.5 million shares of Inventus and \$75,000 cash. The transaction is scheduled to close on or before November 30, 2016. The parties also agreed to suspend, without prejudice, the arbitration proceedings that were scheduled to commence in mid-November.

#### **Bandito Property, Yukon, CANADA**

The Company acquired a 100% interest in the Bandito Property, located in the Watson Lake District, Yukon Territory, from True North Gems Inc. (“**True North**”) by making total cash payments of \$175,000 and issuing 5,000,000 common shares valued at \$250,000 in 2013. True North retains a 1% NSR, one-half of which may be purchased by the Company at any time for \$1,000,000. A further cash bonus payment of \$500,000 will be payable to True North in two tranches, with the initial \$150,000 payable upon completion and filing of a bankable feasibility study, and the balance of \$350,000 to be paid after project financing has been obtained to place the Bandito Property into commercial production.

#### **Elephant Mountain Gold Property, Alaska, USA**

In December 2013, the Company entered into an option agreement (the “**Option Agreement**”) with Frantz LLC, which replaced a letter agreement signed in December 2011. Pursuant to the terms of the Option Agreement, the Company can earn a 100% interest in the Elephant Mountain Property located in the Manley Hot Springs placer gold mining district in Alaska by completing exploration expenditures of US\$200,000 (incurred) by December 2015, issuing to the vendor 400,000 common shares (100,000 common shares currently issued at a value of \$4,625) of the Company by December 2016, and making cash payments totaling US\$200,000 (US\$60,000 paid) in stages until December 2017. The option is subject to a 2% NSR interest, one-half of which can be purchased by the Company at any time for US\$750,000.

## **ENDURANCE GOLD CORPORATION**

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the nine month period ended September 30, 2016

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#### **Rattlesnake - Natrona Gold Property, Wyoming, USA**

In 2009 and 2013, the Company acquired by staking a 100% interest in certain federal mining claims in the Rattlesnake Hills, Natrona County, and in April 2013 the Company was granted a lease on mineral lands owned by the State of Wyoming.

In July 2013, the Company entered into an option agreement (the “**Option Agreement**”) with a private vendor (the “**Vendor**”). Pursuant to the terms of the Option Agreement, the Company could earn a 100% interest in certain federal mining claims and Wyoming state leases located in Natrona County, Wyoming, USA by completing a total of US\$300,000 in exploration expenditures in the district, making US\$100,000 (\$30,000 paid) in cash payments, and issuing 1.2 million common shares (400,000 common shares issued at a value of \$19,000) of the Company prior to December 31, 2016. These mineral claims and state leases immediately adjoin the Company’s formerly 100% owned claims. The Vendor retains a 1% NSR on both the Vendor’s and the Company’s federal lode mining claims. One-half of the NSR can be purchased by the Company for US\$500,000 at any time.

As disclosed in Note, 4, on October 8, 2015, the Company entered into an APA, pursuant to which, GFGUS acquired the Company’s Rattlesnake Hills Property for 1,400,000 common shares of GFGUS (850,000 shares received at a value of \$276,611 with the remaining 550,000 shares deliverable on or before February 6, 2017), a cash payment of US\$150,000 (received) and other consideration. The other consideration consists of two additional bonus share payments aggregating 750,000 common shares that are issuable under certain circumstances and, in addition, GFGUS assumed the Company’s obligations under the Option Agreement to make further cash and share payments to the Vendor. Endurance retains a 2% NSR on production from the federal mining claims and a 1% NSR on production from the State leases, together with a 1% NSR on production from certain private fee simple mineral rights if those rights are acquired by GFG (“**Endurance Royalty**”). GFGUS can purchase one half of the Endurance Royalty prior to December 31, 2017 for a cash payment of US\$750,000, and thereafter, at any time, for a cash payment of US\$1,500,000.

As a result of the closing of the Plans of Arrangement described in Note 4 involving GFGUS, GFG Resources and Crest Petroleum, the surviving entity, GFG Resources, has assumed the obligation to issue the 550,000 common shares to the Company on or before February 17, 2017 together with the other considerations and obligations set out in the preceding paragraph.

During year 2015, the Company recorded an aggregate of \$662,384 cash and non-cash proceeds in connection with the Agreement, of which \$190,300 is representative of the estimated fair value of the 550,000 shares of GFG still to be received; and recorded an income amount of \$7,530 after applying the proceeds realized against the related balance of its historic deferred costs incurred on this property of \$654,854.

#### **McCord Gold Property, Alaska, USA**

In 2010, the Company acquired by staking a 100% interest in certain Alaska State mineral claims located in the Fairbanks District in Alaska, USA. Further mineral claims were staked in 2012 and 2013. The Company wrote off the carrying value of \$61,197 in acquisition costs and exploration expenditures incurred by the Company on the property in fiscal 2015, as it has no current plans to conduct exploration on this property.

#### **Other Properties, CANADA**

##### *Fuego Property, Yukon, CANADA*

In March 2011, the Company acquired by staking a 100% interest in certain mineral claims located in the Watson Lake District, Yukon Territory. The Company wrote off the carrying value of \$24,692 in acquisition costs and

## ENDURANCE GOLD CORPORATION

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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exploration expenditures incurred on the property in fiscal 2014, as it has no further plans to conduct exploration on this property.

#### *Flint Lake (Dogpaw) JV Gold Property, Ontario, CANADA*

Metals Creek Resources Corp. (“MEK”) earned its 75% interest in the Flint Lake (Dogpaw) property by incurring exploration expenses of \$450,000 and issuing 450,000 common shares of MEK with a value of \$161,000. A joint venture as to 25% (the Company) and 75% (MEK) was formed in January 2010. The JV property is currently owned 21% by the Company and 79% by MEK.

In addition, the Company retains a 2.5% NSR interest on four other claims near the Flint Lake (Dogpaw) JV Property.

#### *Nechako Gold JV Property, British Columbia, CANADA*

The Nechako Gold JV Property is comprised of a single mineral claim located within the Cariboo Mining Division, west of Quesnel in British Columbia. The JV property is currently owned 76% by the Company and 24% by Amarc Resources Ltd.

## 6. SHARE CAPITAL

- (a) The authorized share capital of the Company consists of an unlimited number of common shares without par value.
- (b) Issued and outstanding at September 30, 2016: 100,785,700 common shares.

### Share issuances

During the nine month period ended September 30, 2016, the Company completed a non-brokered private placement financing of 6,494,000 units (each, a “Unit”) at a price of \$0.06 per Unit for gross proceeds of \$389,640 in two tranches. Each Unit consists of one common share and one non-transferable common share purchase warrant (the “Warrant”). Each such Warrant is exercisable into one common share at a price of \$0.10 per share for a period of three years from the date of closing (the “Closing”). The Warrants will be subject to an accelerated expiry date which comes into effect when the volume weighted average trading price of the common shares of the Company closes at or above \$0.18 per share for twenty consecutive trading days in the period commencing four months after the Closing. A total of 2,890,000 Units were subscribed by directors and an officer of the Company.

During the nine month period ended September 30, 2015, the Company completed a non-brokered private placement financing of 6,800,000 units at a price of \$0.05 per unit for gross proceeds of \$340,000. Each unit (“Unit”) is comprised of one common share and one non-transferable common share purchase warrant (“Warrant”). Each Warrant is exercisable into one common share at a price of \$0.05 per share for a period of 3 years from the date of closing. The Company adopted the residual value approach to bifurcate the fair value of the warrants from the common shares pursuant to the unit offering, and determined the fair value at \$0.05 for the common share and \$0.00 for the warrant. Accordingly, the Company allocated the full amount of the proceeds to Share Capital. The financing was fully subscribed by directors, an officer and a private company controlled by a director of the Company.

- (c) Stock Options and Warrants Outstanding

The Company has an incentive stock option plan that conforms to the requirements of the TSX Venture Exchange. Under the Company’s Stock Option Plan, the Company may grant stock options for the purchase of up to 10% of its

**ENDURANCE GOLD CORPORATION**

## NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the nine month period ended September 30, 2016

*(Unaudited, Prepared by Management)*

issued common shares. The board of directors may grant such options for periods of up to ten years, with vesting periods determined at its discretion and at prices not less than the Discounted Market Price per share, subject to a minimum exercise price of \$0.05 per share in any event.

Stock option transactions and the number of stock options outstanding are summarized as follows:

	Number of Options	Weighted Average Exercise Price
<b>Outstanding at December 31, 2014</b>	<b>6,600,000</b>	\$ 0.11
Options expired	(1,250,000)	0.10
<b>Outstanding at December 31, 2015</b>	<b>5,350,000</b>	0.11
Options expired	(300,000)	0.21
Options granted	1,800,000	0.05
<b>Outstanding at September 30, 2016</b>	<b>6,850,000</b>	\$ 0.09

The following stock options were outstanding and exercisable at September 30, 2016:

Number Outstanding	Exercise Price \$	Expiry Date
1,000,000	0.10	August 22, 2017
4,050,000	0.10	August 28, 2019
1,800,000	0.05	May 25, 2021
<u>6,850,000</u>		

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
<b>Outstanding at December 31, 2014</b>	<b>21,969,114</b>	\$ 0.10
Warrants granted	6,800,000	0.05
<b>Outstanding at December 31, 2015</b>	<b>28,769,114</b>	0.09
Warrants granted	6,494,000	0.10
<b>Outstanding at September 30, 2016</b>	<b>35,263,114</b>	\$ 0.10

The following warrants to acquire common shares were outstanding at September 30, 2016:

Number Outstanding	Exercise Price \$	Expiry Date
4,500,000	0.10	May 24, 2017
10,833,400	0.12	October 30, 2017
6,800,000	0.05	May 29, 2018
2,350,000	0.10	July 11, 2018
2,466,000	0.10	February 27, 2019
1,819,714	0.10	March 12, 2019
3,994,000	0.10	July 22, 2019
2,500,000	0.10	August 22, 2019
<u>35,263,114</u>		

## ENDURANCE GOLD CORPORATION

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the nine month period ended September 30, 2016

(Unaudited, Prepared by Management)

#### (d) Share-based compensation

The fair value of stock options reported as compensation expense during the nine month periods ended September 30, has been estimated using the Black-Scholes Option Pricing Model using the following weighted average assumptions:

Description	2016	2015
Expected dividend yield	0.0%	-
Risk free interest rate	0.79%	-
Expected stock price volatility	145.05%	-
Expected life of options	5 years	-
Weighted average fair value	0.0449	-

Based on the foregoing, share-based compensation expense of \$80,820 (2015 - \$nil) was recorded for options that vested during the nine month period ended September 30, 2016. The off-setting credit was recorded in Reserves.

#### (e) Reserves

The following is a summary of changes in Reserves from December 31, 2015 to September 30, 2016:

	September 30, 2016	December 31, 2015
Warrants	\$ 409,564	\$ 409,564
Stock options	\$ 976,857	\$ 896,037
<b>Total Reserves</b>	<b>\$ 1,386,421</b>	<b>\$ 1,305,601</b>

## 7. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS

Supplementary disclosure of non-cash investing and financing activities during the nine month periods ended September 30:

	2016	2015
Exploration and evaluation assets expenditures in accounts payable and accrued liabilities	\$ 312,587	\$ 118,017
Share-based compensation (note 6)	\$ 80,820	\$ -

## 8. RELATED PARTY TRANSACTIONS

### Key Management Personnel

Key management personnel includes those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of the Company's Board of Directors and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

## ENDURANCE GOLD CORPORATION

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the nine month period ended September 30, 2016

(Unaudited, Prepared by Management)

Compensation paid or payable to key management personnel for services rendered during the nine month periods ended September 30 are as follows:

	2016	2015
Fees	\$ 121,844	\$ 116,638
TOTAL	\$ 121,844	\$ 116,638

Included in accounts payable and accrued liabilities at September 30, 2016 is \$155,985 (2015 - \$90,360) due to related parties. Amounts due to related parties are unsecured, non-interest bearing, and have no specific terms of repayment.

The amounts charged to the Company for the transactions provided have been determined by negotiations amongst the parties. These transactions were in the normal course of operations and management believes that they were incurred on the same basis as similar transactions with non-related parties.

## 9. FINANCIAL INSTRUMENTS AND RISK

### *Fair value*

IFRS 7 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in 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 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at September 30, 2016, the Company's financial instruments are comprised of cash and cash equivalents, marketable securities, excluding receivables, and accounts payable and accrued liabilities. The carrying value of receivables, and accounts payable and accrued liabilities approximate their fair values due to the relatively short periods to maturity of these financial instruments.

Financial instruments measured at fair value on the statements of financial position are summarized in levels of fair value hierarchy as follows:

September 30, 2016

Assets	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 199,020	\$ -	\$ -	\$ 199,020
Marketable securities	<u>282,829</u>	<u>-</u>	<u>-</u>	<u>282,829</u>
Total	\$ 481,849	\$ -	-	\$ 481,849

## ENDURANCE GOLD CORPORATION

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the nine month period ended September 30, 2016

(Unaudited, Prepared by Management)

December 31, 2015

Assets	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 185,027	\$ -	\$ -	\$ 185,027
Marketable securities	<u>297,757</u>	<u>-</u>	<u>-</u>	<u>297,757</u>
Total	\$ 482,784	\$ -	\$ -	\$ 482,784

#### ***Risk Management***

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

##### *Credit risk*

Credit risk is the risk of potential loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is limited to the carrying amount on the statement of financial position and arises from the Company's cash and cash equivalents, marketable securities and receivables.

The Company's cash and cash equivalents are held through a Canadian chartered bank, which is a high-credit quality financial institution.

##### *Liquidity risk*

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2016, the Company had a cash and cash equivalents of \$199,020, and it does not have sufficient cash balance to settle its current liabilities of \$368,680. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

##### *Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

##### (a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term certificates of deposits issued by its banking institution. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its bank.

##### (b) Foreign currency rate risk

While the Company is domiciled in Canada and its capital is raised in Canadian dollars, a portion of its business is conducted in the United States of America. As such, it is subject to risk due to fluctuations in the exchange rate between the Canadian and US dollars.

Management believes the foreign exchange risk derived from currency conversions is insignificant and therefore does not hedge its foreign exchange risk.

## ENDURANCE GOLD CORPORATION

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the nine month period ended September 30, 2016

(Unaudited, Prepared by Management)

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Based on its knowledge of and experience in the financial markets, management does not believe that the Company's current financial instruments will be materially affected by credit risk, liquidity risk or market risk.

#### 10. CAPITAL MANAGEMENT

The Company manages its cash and cash equivalents, and common shares as capital. The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the on-going business objectives including, but not limited to, pursuing the exploration of its exploration and evaluation assets, funding of future growth opportunities, and pursuit of new acquisitions; and
- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company manages its capital structure by issuing new shares, adjusting capital spending or disposing of assets. In addition, management of the Company's capital structure is facilitated through its financial and operational forecasting processes. The forecast of the Company's future cash flows is based on estimates of capital and operating expenditures, and other investing and financing activities. The forecast is regularly updated based on changes that the Company views as material to the accuracy of the forecast.

The Company's capital management objectives, policies and processes have not been changed over the period presented. The Company is not subject to any externally imposed capital requirements.

#### 11. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the exploration and development of exploration and evaluation assets in Canada and the United States.

Geographic information is as follows:

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	September 30, 2016	December 31, 2015
Exploration and evaluation assets in:		
- Canada	\$ 3,665,496	\$ 3,581,266
- United States	731,628	327,959
TOTAL	\$ 4,397,124	\$ 3,909,225

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## ENDURANCE GOLD CORPORATION

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the nine month period ended September 30, 2016

(Unaudited, Prepared by Management)

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#### 12. COMMITMENTS

The Company entered into a new office sub-lease agreement commenced on June 1, 2016 which will end on April 30, 2019. Future minimum lease payments as at September 30, 2016 are as follows:

2016	\$ 6,042
2017	24,170
2018	24,575
2019	<u>8,259</u>
	<u>\$ 63,046</u>

#### 13. EVENTS AFTER THE REPORTING DATE

From October 1 to November 28, 2016:

- a) In September 2016, Crest Petroleum Corp. ("**Crest**"), a capital pool company whose shares were listed on the TSX Venture Exchange, entered into a Plan of Arrangement agreement with GFG Resources to acquire 100% of the issued and outstanding shares of GFG Resources, in exchange for shares of Crest ("**Crest Shares**") on a one for one basis, which would result in a reverse take-over ("**RTO**") of Crest by GFG Resources (the "**RTO Transaction**"). The RTO Transaction was approved by the Crest and GFG Resources shareholders on October 14, 2016 and the company commenced trading on the TSX Venture Exchange as GFG Resources on October 27, 2016.
- b) On November 9, 2016 the Company announced that it had reached an agreement with Inventus to sell its 35.5% interest in the Pardo JV to Inventus for 25.5 million shares of Inventus and \$75,000 cash. The transaction is scheduled to close on or before November 30, 2016. The parties also agreed to suspend, without prejudice the arbitration proceedings that were scheduled to commence in mid-November.

## **ENDURANCE GOLD CORPORATION**

### **MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

For the nine months ended September 30, 2016

This Management's Discussion and Analysis ("**MD&A**") has been prepared as of November 28, 2016 (the "**Report Date**"), and contains information up to and including the Report Date. This MD&A reviews the operating results and financial position of Endurance Gold Corporation and its U.S. subsidiary ("**Endurance**", or the "**Company**") for the nine month period ended September 30, 2016 with the comparable period in 2015. It should be read in conjunction with the unaudited condensed interim consolidated financial statements ("**Condensed Interim FS**") of Endurance for the nine months ended September 30, 2016 and the related notes, which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**"). All monetary amounts are in Canadian dollars. Additional information relating to the Company is available for viewing on the Company's website at [www.endurancegold.com](http://www.endurancegold.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

#### ***Overview***

Endurance (formerly 6172342 Canada Ltd.) was incorporated under the provisions of the *Canada Business Corporations Act* on December 16, 2003 and continued into British Columbia on August 16, 2004. Endurance is a company focused on the exploration and development of mineral properties in North America. The Company's current commodity focus is primarily on gold, but also includes one project with both heavy rare earth and niobium potential. The Company's common shares have been listed and traded on the TSX Venture Exchange (the "**Exchange**") under the symbol "EDG" since August 4, 2005.

The Company's properties are in the exploration stage and the Company has not yet determined whether these properties contain ore reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets and related deferred exploration expenditures are dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the exploration and development of the exploration and evaluation assets and upon future profitable production or proceeds from the disposition thereof.

The Company formed a 100% owned U.S. subsidiary, Endurance Resources Inc. ("**ERI**"), on October 28, 2008 to acquire and evaluate several exploration project opportunities in the United States.

#### ***Exploration Activities***

In the nine months ended September 30, 2016, the Company incurred about \$488,000 in acquisition and exploration expenditures. Of this amount, \$71,104 was legal fees and related expenses incurred in related to the Pardo Joint Venture. The exploration expenditures during the current period were primarily incurred in related to the Company's Elephant Mountain Gold Property in Alaska.

Some effort has been directed at the evaluation of new acquisition opportunities for the Company with such effort focused primarily on the Americas.

Dollar amounts stated in this document are expressed in Canadian currency unless otherwise indicated.

#### ***Pardo Property Joint Venture, Ontario, Canada (35.5 percent Joint Venture interest)***

Endurance holds a 35.5% interest in the Pardo joint venture (the "**Pardo JV**") which owns the 33 square kilometres Pardo JV Property, located 65 kilometres northeast of Sudbury, in east-central Ontario. The other 64.5% JV interest is held by a wholly-owned subsidiary of Inventus Mining Corp. (formerly Ginguro Exploration Inc. ("**Inventus**")). Inventus is the operator (the "**Operator**") of the Pardo JV. The property is subject to a 3% net smelter returns royalty ("**NSR**"), of which one-half can be purchased for \$1,500,000 at any time (the "**Purchase Right**"). The NSR was created in 2005 when Endurance first acquired the Pardo claims, and in the period from 2010 through early 2016, the NSR was owned by unrelated parties. The Pardo JV was notified in February 2016 of the assignment of the NSR. At that time, the NSR was directly acquired from the unrelated parties by two private companies which are controlled by two directors of the Company. Except for the Purchase Right (which right is

## ENDURANCE GOLD CORPORATION

### MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the nine months ended September 30, 2016

now held by the Pardo JV), the Company has no contractual rights or ownership of the NSR.

The road accessible property covers a sequence of Precambrian aged rocks of the Matinenda and Mississagi Formations, basal units of the Huronian Supergroup sedimentary assemblage that forms the 15,000 square kilometre Cobalt Embayment.

Gold mineralization defined to date on the Pardo Property is spatially associated with pyrite pebble bearing portions of these conglomerates, at a major regional unconformity. Geological studies have demonstrated that the geologic processes on the Pardo Property were similar to those that created the world's largest gold deposits in the Witwatersrand Basin of South Africa. Pardo constitutes the discovery of the first confirmed Precambrian-aged paleo-placer gold prospect in Ontario. The most significant gold intersections from the drilling to-date are related to detrital pyrite and some visible gold hosted within the Huronian quartz pebble conglomerates, near a regionally significant unconformity. The best zones discovered on surface are interpreted to represent preserved braided river boulder conglomerate channels within the Precambrian-aged Mississagi Formation.

Prior to 2009, Endurance completed approximately \$1,000,000 in exploration on the claim block, including trenching and two drilling campaigns totaling 1,626 metres ("m") in 97 holes. Intercepts up to 2.01 grams per tonne gold ("**gpt Au**") over 8.4 m were returned from Endurance's drilling program. A 2007 drill hole at the Trench 1 occurrence included a drill intersection of 4.7 gpt Au over 2.0 m. This area is the subject of further proposed activity in 2016.

In 2009, the Company entered into an option agreement with a wholly-owned subsidiary of Inventus. Under the terms of the option agreement, Inventus earned a 55% interest in the property by completing over \$1,000,000 in exploration expenditures and making cash payments totaling \$200,000 to Endurance over a three year period. As a result, the 45% (Endurance) and 55% (Inventus) Pardo JV was formed in March 2012.

During the 2012 Program, 64 drill holes for a total of 1,366 m of drilling were completed on the Pardo JV Property. Thirty five (35) vertical drill holes were completed on the Trench 2 target on the Pardo JV Property and were designed to further explore a shallow flat-lying gold zone discovered by Endurance. In addition, down-hole logging of bore holes using a wire-line optical televiewer, re-logging of existing drill core, and expert geological analysis of the sedimentological features were completed.

The 2012 Program drilling expanded the "footprint" of the shallow to flat-lying gold zone at the Trench 2 target area to 400 by 400 m in size. Highlights of the drilling in this area include 13.6 gpt Au over 0.83 m and 13.2 gpt Au over 0.75 m.

In 2013, the discovery of the 007 Zone and the Eastern Reef Zone was reported on the Pardo JV claims. A highlight at the 007 Zone includes the discovery of consecutive cut channel samples of 0.5 m each, on a flat-lying pyritic conglomerate outcrop, which assayed 40.1 gpt Au over 22.5 m. The Operator estimates a true width of 2 m for this pyritic conglomerate. A highlight at the Eastern Reef Zone includes the discovery of consecutive cut channel samples of 0.5 m each, on a flat-lying pyritic conglomerate outcrop which assayed 4.4 gpt Au over 42.5 m. The Operator estimates a true width of 3 to 6 m for this pyritic conglomerate.

In October 2013, Inventus commenced arbitration proceedings against Endurance to enforce its allegation that it had earned a 70.95% interest in the Pardo JV as a result of having sole-funded the 2012 Program. In response, the Company alleged that, amongst other issues, Inventus initiated a 2013 program without submitting that program to the Pardo JV Management Committee for its consideration and approval.

In June 2014, the parties reached an agreement to settle their dispute. Under the terms of the settlement agreement, it was agreed that Endurance would own a 35.5% interest in the Pardo JV, with Inventus holding the remaining 64.5% interest.

## **ENDURANCE GOLD CORPORATION**

### **MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

For the nine months ended September 30, 2016

The Pardo JV Management Committee approved a 2014 program which consisted of prospecting, outcrop stripping, channel sampling, geophysical assessment by ground penetrating radar, and a radon gas survey. Twenty one (21) additional drill holes were completed in 2014 with two drill holes that tested the 007 Zone, the highest grade surface discovery. During 2014, two new zones of higher grade gold mineralization were discovered at the 007 Zone extension and the Godzilla zone, with highlights of 14.3 gpt Au over 3 m, and 10.4 gpt Au over 29 m, respectively. The Godzilla Zone is located about 450 m south of the 007 Zone.

In December 2014, the Pardo JV Management Committee approved a 2015 winter program of grid-based diamond drilling at 007 and Godzilla, diamond drilling to test new targets, a desktop mining study, additional metallurgical test work and a detailed geological analysis of gold hosting sedimentary units intersected in drill core. In March 2015, the Company elected to contribute to this program.

The well mineralized, higher-grade upper portion of the gold-enriched conglomerate at Godzilla is approximately 1.5 to 2.0 m estimated true thickness and was exposed by the stripping and channel sampling program completed in 2014. The best drill results from the 2015 drilling at Godzilla included 2.5 gpt Au over 0.6 m, 1.2 gpt Au over 1.5 m and 3.5 gpt Au over 0.6 m. The majority of mineralization on surface and drill core in the host conglomerate consists of detrital pyrite and free gold "clustered" in fluvial traps that are interstitial to the boulders in the conglomerate.

Some step out holes were completed at 007 and confirmed that the favourable boulder conglomerate is continuous surrounding the 007 Zone and remains open for expansion towards the north, east and west.

In July 2015, Inventus announced that it had decided to place its 64.5% interest in the Pardo JV property up for sale and that pending such sale, it had decided to place the Pardo JV property on "care and maintenance".

In December 2015, the Company commenced an arbitration proceeding against Inventus to enforce the registration of the Company's ownership interest on the legal title for the Pardo JV claims, which Inventus had agreed to do pursuant to the June 2014 settlement agreement amongst the Parties, and to seek compensation for Inventus' alleged assignment for the benefit of mining claims in which it held a 100% interest, of significant amounts of assessment reserves, a joint venture asset. Such assignment was made without the knowledge or approval by the Pardo JV Management Committee nor compensation to the joint venture.

On February 11, 2016, the parties reached an agreement to defer an arbitration proceeding regarding the alleged improper assignment of joint venture assets in exchange for Inventus concurrently executing a legal transfer and registering the Company's 35.5% ownership interest on the title for the claims. Inventus also agreed to cease further unilateral assignments of the joint venture assets. Registration of the Company's ownership interest in the Pardo JV claims occurred when a "Transfer of Unpatented Mining Claims" form was executed and recorded with the Ontario Ministry of Northern Development and Mines immediately following the agreement on February 11.

On March 1, 2016, Inventus announced that it intended to proceed with a bulk sample on the Pardo JV. Between March and July 2016, Inventus completed channel sampling of the Trench 1 occurrence. Based on results reported at Trench 1, eleven separate channels cut over an apparent strike length of 40 meters returned a weighted average grade of 2.0 gpt Au over 3.16 meters (approximate true width).

On August 17, 2016, the Operator presented the Company a proposed 2016 program consisting primarily of bulk sampling of the Trench 1 occurrence.

On September 2, 2016, the Company provided notice of arbitration to Inventus to re-open the deferred arbitration of February 11, 2016 which notice included additional issues for resolution by the arbitrator, such as the timing related to the initial 2016 program. An interim award of September 14, 2016 addressed the timing issue amongst other concerns. It was agreed that the remaining issues would be addressed in a hearing with the arbitrator scheduled for mid-November 2016. Following the September 14 interim award, the proposed 2016 program was

## ENDURANCE GOLD CORPORATION

### MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the nine months ended September 30, 2016

revised and resubmitted by the Operator. The revised 2016 program included ore sorting studies and geostatistical analysis of existing data, but did not include the previously proposed bulk sample. The revised 2016 program was approved by the Pardo JV Management Committee on September 23, 2016. On October 23, 2016, the Company elected to participate in funding its share of the 2016 program.

On November 9, 2016 the Company and Inventus announced that they had entered into a binding Letter Agreement pursuant to which the Company agreed to sell its 35.5% interest in the Pardo JV to Inventus for 25.5 million shares of Inventus and \$75,000 cash. The transaction is scheduled to close on or before November 30 2016. The parties also agreed, without prejudice, to suspend the arbitration proceedings that were scheduled to commence in mid-November.

#### ***Elephant Mountain Gold Property, Alaska, USA (Option to earn 100% interest)***

The Elephant Mountain Property is located in the Rampart and the Manley Hot Springs placer gold mining district near Eureka, Alaska. The property can be accessed by road and trails from Eureka, a placer mining centre, located about 76 miles (123 kilometres) west of Fairbanks.

Under the terms of the agreement finalized in December 2013, Endurance can earn a 100% interest in the Elephant Mountain Property by completing a total of US\$200,000 in exploration expenditures (incurred), US\$200,000 (US\$60,000 paid) in cash payments and delivering 400,000 Endurance common shares (100,000 common shares delivered) by December 31, 2017. The option is subject to a 2% NSR, and Endurance can purchase half of the NSR at any time for US\$750,000.

The Elephant Mountain area is, in part, drained by Eureka and Pioneer Creeks. Alluvial gold was first discovered in Eureka Creek in 1898 and both Eureka and Pioneer Creeks are two of the most significant alluvial gold bearing creeks in the Eureka-Hot Springs gold district.

The Elephant prospect is interpreted to be part of the family of *reduced intrusion-related gold system* (RIRG) similar to the Fort Knox Mine, Ryan Lode and True North deposits located in the nearby Fairbanks Gold Mining district in Alaska, as well as the Brewery Creek, Dublin Gulch and Kaminak's Coffee deposits in the Yukon. All of these RIRG deposits are interpreted to be related to late Cretaceous-aged intrusive events within the Tintina Gold Province of Alaska and the Yukon, and are all associated with historic placer gold mining activity. The intrusive host to the exploration targets at Elephant Mountain is a multi-phase Cretaceous-aged granodiorite, diorite, syenomonzonite and granite pluton that intrudes quartzite, siltstone and shale.

The Elephant Mountain property was explored for gold by Placer Dome, Inc. ("PDI") between 1989 and 1992. PDI identified a large gold-arsenic soil geochemical anomaly over the intrusive that extends for at least 6,000 feet and up to 1,500 feet wide (1,830 m and up to 457 m wide), with peak values in the PDI soil samples up to 1,540 parts per billion ("ppb") gold.

The Company has focused its exploration attention on the **South Zone Soil Anomaly** target which consists of a gold-arsenic-antimony soil anomaly encompassing a 1,000 m by 250 m area with gold values exceeding 100 ppb gold. The highest gold values in rock samples from the property come from this target. Prospecting and sampling has resulted in the discovery of gold values in grab samples of quartz vein material from the intrusive including 12.98 g/t, 5.21 g/t, 4.44 g/t, 3.02 g/t, 2.59 g/t and 2.18 g/t gold. PDI collected a stibnite (antimony sulphide) bearing grab sample in 1991 in this area that assayed 12 ounces per ton gold (411.4 g/t gold). PDI drilled two (2) holes in the South Zone in 1992 without explaining the soil anomaly.

The Company completed four diamond drill holes from three setups on the South Zone anomaly in September 2016. On October 31, 2016 the Company announced encouraging results from the first two drill holes. Weighted

**ENDURANCE GOLD CORPORATION**MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION  
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For the nine months ended September 30, 2016

average gold results for the mineralized zone in two closely spaced holes are **4.09 g/t gold over 4.6 m** and **3.87 g/t gold over 4.6 m**. True width is currently unknown.

**Summary of Intersections Hole EL16-14A & EL16-14B**

Hole	From (m)	To (m)	Interval (m)	Au (g/t)	Ag (g/t)
EL16 14A	<b>18.3</b>	<b>22.9</b>	<b>4.6</b>	<b>4.09</b>	<b>2.8</b>
<i>Includes</i>	<i>18.3</i>	<i>19.3</i>	<i>1.0</i>	<i>3.82</i>	<i>2.2</i>
<i>Includes</i>	<i>20.7</i>	<i>21.3</i>	<i>0.67</i>	<i>20.39</i>	<i>12.1</i>
EL16 14B	<b>15.2</b>	<b>19.8</b>	<b>4.6</b>	<b>3.87</b>	<b>2.5</b>
<i>Includes</i>	<i>15.2</i>	<i>16.1</i>	<i>0.91</i>	<i>3.75</i>	<i>2.8</i>
<i>Includes</i>	<i>17.8</i>	<i>18.3</i>	<i>0.52</i>	<i>24.90</i>	<i>11.5</i>

The gold mineralization in EL16-14 A&B is related to a zone of inter-layered diorite and syenomonzonite associated with pervasive pyrite-arsenopyrite calcite and silica replacement of the diorite layer with a massive stibnite bearing fault fill that appears to parallel to sub-parallel a contact between a diorite layer and the syenomonzonite with the associated **high grade intercepts of 20.39 g/t and 24.9 g/t gold** correlated at this location in both drill holes. The structure that hosts the massive stibnite is currently interpreted to be a steeply dipping structural zone striking northwest parallel to the eastern margin of the South Zone soil anomaly.

Drill holes EL 16-14 A&B (Azimuth 235 degrees, Dip -45 degrees) were drilled from the same setup on the eastern margin of the South Zone soil anomaly and are the same target hole that was re-drilled after EL 16-14A was lost and re-drilled as EL 16-14B. After re-establishing the hole, it was re-drilled past the same target at an interpreted slightly shallower angle. Thus, these two drill intersections are estimated to be less than three metres apart.

The remaining two drill holes (EL 16-15, EL 16-16) that tested the South Zone anomaly have transected primarily sheared and faulted diorite, granodiorite, and/or syenomonzonite with inliers of altered clastic sediments. Assay results are pending and additional split core sampling will be considered on these drill holes.

On the **North Zone Soil Anomaly**, PDI completed eight (8) drill holes in 1992. On surface, pervasive disseminated pyrite-arsenopyrite with intense sericite alteration of granodiorite covers about one (1) square kilometre outcrop area. The best of the PDI drill holes returned an average grade of **0.015 ounce per ton gold (0.514 g/t gold) over an interval of 326 feet (99.4 m)** and bottomed in mineralization. In September 2016, one diamond drill hole tested the same target as this 1992 Placer Dome Drill hole and also targeted an area south of the 1992 drill hole. In this hole (EL 16-13), silicified and phyllic (sericite) altered granodiorite with 0.5% to 1.0% pervasive disseminated pyrite, arsenopyrite and stibnite were encountered throughout the entire 182 m length. Assays are pending for the complete drill hole.

The **Central Zone Target**, an area of no outcrop with no significant soil anomaly, is located between the North and the South Zones and is interpreted to be an area of altered intrusive. PDI completed a gradient induced polarization ("IP") resistivity and dipole-dipole IP geophysical survey which identified this chargeable anomaly with dimensions of about 1,500 m by 500 m between the North and South Zones. This geophysical target was never tested with diamond drilling, and remains unexplained.

The placer gold deposits, gold-in-soil anomalies, elevated gold-in-rock samples, and wide drill intersections in intrusive, and narrower higher grade drill intersections in the South Zone target, indicate that the Property warrants a systematic exploration program including further drilling to expand the discovery at the South Zone target and test additional targets

## **ENDURANCE GOLD CORPORATION**

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#### ***Rattlesnake-Natrona Gold Project, Wyoming, USA (100% interest and option to earn 100%)***

The Company, through ERI, formerly owned 100% interest, and an option to earn a 100% interest in contiguous federal lode mining claims and Wyoming State leases for a total of about 7,000 acres in the Rattlesnake Hills area of Wyoming ("**Endurance Property**"). The Endurance Property and other adjoining properties were purchased and consolidated by GFG Resources (US) Inc. ("**GFGUS**") in 2015 and 2016 and thus GFGUS (a private company incorporated in the State of Nevada) acquired control of the entire Rattlesnake Hills district. The geologic setting of the Rattlesnake Hills district is similar to large scale alkalic intrusive hosted gold deposits within the Rocky Mountain alkalic gold province that includes Cripple Creek in Colorado. The Cripple Creek District has produced 21 million ounces of gold to date.

In October 2015, the Company sold the Endurance Property with the execution of a sale agreement ("**Sale**") with GFGUS. Under the terms of the Sale, GFGUS acquired the Endurance Property through the payment of US\$150,000 in cash (received), issuing to Endurance 1,400,000 GFGUS common shares (850,000 common shares received at a value of \$276,611 with the remaining 550,000 common shares deliverable on or before February 6, 2017). Two additional bonus share payments aggregating 750,000 common shares are issuable under certain circumstances. The Company retains a 2% NSR on production from the unpatented lode mining claims and a 1% NSR on production from the State leases included in the Sale, and a 1% NSR on production from certain private fee simple mineral rights if those rights are acquired by GFGUS (collectively, the "**Endurance Royalty**"). GFGUS can purchase one-half of the Endurance Royalty prior to December 31, 2017 for a cash payment of US\$750,000, and thereafter, at any time, for a cash payment of US\$1,500,000.

In June 2016, pursuant to a Plan of Arrangement, GFGUS and GFG Resources Inc. ("**GFG Resources**"), a private British Columbia company, reached an agreement whereby GFG Resources acquired all of the issued and outstanding shares of GFGUS, in exchange for common shares of GFG Resources ("**GFG Shares**") on a one for one equivalent basis. In September 2016, Crest Petroleum Corp. ("**Crest**"), a capital pool company whose shares were listed on the TSX Venture Exchange, entered into a Plan of Arrangement agreement with GFG Resources to acquire 100% of the issued and outstanding GFG Shares, in exchange for shares of Crest on a one for one basis, which would result in a reverse take-over ("**RTO**") of Crest by GFG Resources (the "**RTO Transaction**").

The RTO Transaction was approved by the Crest and GFG Resources shareholders on October 14, 2016 and the company commenced trading as GFG Resources on October 27<sup>th</sup>. All of the rights, privileges and obligations of GFGUS arising from its October 8, 2015 agreement with the Company are now held by GFG Resources.

As a result of the transaction the Company remains exposed to future discoveries in the entire Rattlesnake Hills District through its equity ownership in GFG Resources and the Endurance Royalty. On November 1, 2016 GFG Resources announced a drill program of between 5,000 and 7,500 metres had commenced on the Rattlesnake Hills property.

#### ***Flint Lake (Dogpaw) JV Gold Project, Ontario, Canada (22% JV interest)***

The Flint Lake (Dogpaw) JV Property is located approximately 58 kilometres southeast of Kenora in northwestern Ontario. The property is now comprised of 14 mining claims all situated within the Kenora Mining Division.

In 2007 Endurance entered into an option agreement with Metals Creek Resources Corp. ("**MEK**"), whereby MEK could acquire a 75% interest in the Dogpaw Lake and Flint Lake areas of northwestern Ontario. Since that date, MEK has earned its 75% interest through issuing 450,000 shares to EDG and completing \$450,000 in exploration expenditures, and a JV was formed in 2010. MEK is appointed as the Operator.

In 2012, the Flint Lake (Dogpaw) JV completed a trenching program. The Company elected to not participate in funding of the trenching program and as a result its JV interest was reduced to 22%. The program was successful

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in upgrading the Stephens Lake occurrence. The best trenching results from the Stephens Lake occurrence returned a surface channel cut of 1.43 gpt Au over 21 m hosted in altered granodiorite. The Stephens Lake occurrence is located about 11 kilometres east of Highway 71. Trenching also discovered 7.80 gpt Au over 3.1 m on the strike extension of the Flint Central Zone.

A JV program of claim geo-referencing and prospecting was completed in 2014 for which the Company elected to participate in funding. A modest 2015 program of additional geo-referencing and prospecting was completed and Endurance elected not to contribute to the 2015 exploration program.

In July 2016 MEK, as Operator of the JV, proposed a phase 1 2016 program of prospecting and trenching primarily focused on the Stephens Lake intrusive hosted target. In August 2016, the Company elected not to participate in this phase of the 2016 program. The Company is still awaiting a report on the 2016 exploration activities.

#### ***Bandito Property, Yukon, Canada (100% interest)***

The Bandito Property is 245 claims covering over 5,100 hectares.

In 2013, the Company acquired a 100% interest in the Bandito Property by paying the vendor a total of \$175,000 cash payment and five million common shares of the Company. The vendor retains a 1% NSR, one-half of which may be purchased by the Company for \$1,000,000. A further cash bonus payment of \$500,000 will be payable in two tranches, with the initial \$150,000 payable upon completion and filing of a bankable feasibility study, and the balance of \$350,000 to be paid after project financing has been obtained to place the Bandito Property into commercial production.

Significant heavy rare earth dominant mineralization has been discovered by the company on the Property. The most significant prospects were identified during follow-up to extensive rare earth element ("REE") and niobium soil anomalies. Highlights of prospects within the Red Syenite include:

- highly altered Red Syenite - 3.491% TREO+Y with 76.7% HREO ratio, 0.887% Nb<sub>2</sub>O<sub>5</sub>, 43.2% ZrO<sub>2</sub>.
- highly altered Red Syenite – 1.978% TREO+Y with 74.9% HREO ratio, 0.958% Nb<sub>2</sub>O<sub>5</sub>, 43.6% ZrO<sub>2</sub>.
- Bedrock - hematite altered Red Syenite – 0.698% TREO+Y with 46% HREO ratio.

TREO+Y means total REE oxides plus yttrium oxide.

HERO ratio refers to the percentage of the heavy rare earth oxides (from europium to lutetium plus yttrium) as a percentage of total rare earth oxides.

Other significant rare earth element prospects discovered to date include:

	South Fenite trenches	
northern	2.30% TREO+Y	Over 6 m
	Including 3.32% TREO+Y	Over 4 m
southern	1.38% TREO+Y	Over 8 m
	Including 2.08% TREO+Y	Over 5 m

The South Fenite trench (northern) averages 10.8% HREO ratio and 10.8% neodymium oxide (Nd<sub>2</sub>O<sub>3</sub>) ratio.

In addition to these encouraging REE discoveries reconnaissance scale prospecting and sampling has identified other significant niobium-tantalum prospects, including:

- A grab sample with 1.3% Nb<sub>2</sub>O<sub>5</sub>, and 0.094% Ta<sub>2</sub>O<sub>5</sub> associated with pyrochlore and specular hematite alteration in Red Syenite.

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- Rock samples in Red Syenite up to 0.958% Nb<sub>2</sub>O<sub>5</sub> (grab), 0.323% Nb<sub>2</sub>O<sub>5</sub> (grab), 0.316% Nb<sub>2</sub>O<sub>5</sub> (grab), 0.312% Nb<sub>2</sub>O<sub>5</sub> (grab), and 0.243% Nb<sub>2</sub>O<sub>5</sub> (grab) plus 0.22% Nb<sub>2</sub>O<sub>5</sub> over 3.0 m.
- In the North Fenite, South Fenite and Copper Pass Fenite (2.9 kilometres strike) about thirty (30) samples returned values greater than 1,000 ppm niobium (>0.143% Nb<sub>2</sub>O<sub>5</sub>) including values up to 0.429% Nb<sub>2</sub>O<sub>5</sub> over 1.0 m and 0.21% Nb<sub>2</sub>O<sub>5</sub> over 6 m.

The elevated rare earth and niobium values in rock samples fall within at least a two (2) square kilometre area underlain by the metasomatized and red coloured syenite. The area is largely tree covered with poor outcrop exposures and underlain by the extensive REE, Nb, Tantalum and Zirconium soil anomalies which anomalies remain open to expansion. In addition encouraging values up to 11.35% nickel and 1.22% copper have been identified on the property but they are seemingly unrelated to the rare-earth niobium mineralization.

Based on a comprehensive review completed in 2013, a program of additional soil sampling, trenching and drilling is justified to advance this rare earth-niobium-zircon target to the discovery stage.

In 2013, the Government of the Yukon issued the Mining Land Use Approval (MLUA) document for a Class 3 Land Use Permit that will allow for a multi-year trenching and drilling program.

The Company is currently considering all of its strategic options to either divest its interest or fund a significant exploration program on this project. No exploration was completed by the Company in the 2016 field season.

#### ***McCord Gold Property, Alaska, USA (100% interest)***

The 100% owned McCord Property was staked by the Company and currently consists of 31 Alaska State mineral claims located in the Fairbanks Mining District, near Livengood.

The McCord Property is located in the eastern extension of the Livengood Gold District and immediately adjoins International Tower Hill's ("ITH") Livengood Property on the eastern side. ITH has reported in-situ measured and indicated resource (at 0.30 gpt cut-off) of 15.7 million ounces of gold (see the ITH website for complete disclosure).

The Company's exploration programs, funded by a former farm-out partner, consisted of grid-based and power auger assisted soil sampling (467 soil samples to date), geological mapping, prospecting, and rock sampling (73 rock samples to date). The combined soil sampling programs have identified at least five gold-in-soil anomalies. The two largest multi-element soil anomalies, exceeding 10 ppb Au, are approximately 1500 by 400 m, and 1100 by 500 m in size. The maximum soil value exceeds 100 ppb Au, which is the upper detection limit for the analytical method used. The Livengood District has not been glaciated and therefore any soil anomalies are interpreted to represent a local source area.

The geology in the McCord Creek area is interpreted to consist of Proterozoic to Paleozoic sedimentary and volcanic rocks near an ophiolitic thrust assemblage of mafic volcanics that has been cross-cut by Cretaceous-aged intrusives. This geological setting is similar to ITH's adjoining property.

The Company wrote-off the carrying value of \$61,198 in acquisition costs and exploration expenditures incurred on the property in fiscal 2015, as it has no current plans to conduct an exploration program on this property.

#### ***Other Properties***

##### ***Fuego Property, Yukon, Canada (100% interest)***

Endurance owns a 100% interest in 16 Yukon quartz claims located in the Watson Lake District, Yukon Territory immediately west of the Bandito Property. The claims were staked to cover a previously mapped intrusive syenite and/or trachyte breccia. The breccia on Fuego is similar to breccia mapped on the Bandito Property. Historic sampling suggests that the Fuego Property also hosts potential for shale-hosted zinc and lead mineralization.

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#### ***Dogpaw Royalty, Ontario, Canada (2.5% NSR)***

In the Dogpaw Lake area, Endurance also retains a 2.5% NSR on four claims controlled by First Mining Finance Limited ("**First Mining**") who acquired the royalty obligation in May 2016 from Chalice Gold Mines Limited.

#### ***Nechako Gold Property, British Columbia, Canada (76% JV interest)***

The Nechako Gold Property, British Columbia is owned 76% by Endurance and 24% by Amarc Resources Ltd. No further exploration is recommended on the Nechako Gold Project.

### ***Results of Operations***

#### ***Nine months ended September 30, 2016***

The Company reported a net loss of \$234,811 or \$0.00 per common share, as compared to a net loss of \$137,638 or \$0.00 per common share for the same period in 2015. The net loss in the current period is inclusive of interest income of \$638 (2015 – \$632) and an unrealized loss on marketable securities of \$14,928 (2015 – \$5,029).

General and administrative expenses before other items for the nine month period ended September 30, 2016, totaled \$220,521 (2015 – \$133,241), \$87,280 higher than comparable expenses incurred in the same period last year. The increase was mainly due to a non-cash transaction wherein share-based compensation expense is calculated using the Black-Scholes option-pricing method. The General and administrative expenses in the current nine month period without the share-based compensation would have been \$139,701, an increase of \$6,460. The variance was mainly attributable to:

- Business development and property investigation expenses totaled \$20,518 (2015 – \$26,525), a decrease of \$6,007. The decrease was primarily due to expenses incurred in related to corporate development included in comparable period in fiscal 2015. During the current period, \$16,600 (2015 - \$9,900) in management fees were included in Business development and property investigation expenses.
- Corporate communications totaled \$15,281 (2015 – \$10,315), an increase of \$4,966. The increase was primarily due to increased activities and thus higher Management fees allocated in the current period. During the current period, \$7,350 (2015 – \$nil) in management fees were included in Corporate communications expense.
- Management fees totaled \$45,000 (2015 – \$45,000). During the current nine month period, an additional \$72,000 (2015 – \$70,950) in management fees were capitalized to exploration and evaluation assets, and included in property investigation and corporate communication expenses.
- Office and administrative totaled \$45,460 (2015 – \$35,675), an increase of \$9,785, which amounts included insurance expense of \$9,320 (2015 – \$9,387); office rent and service expenses of \$19,451 (2015 – \$19,011); and an unrealized foreign exchange loss of \$10,847 (2015 – \$553). The increase in unrealized foreign exchange loss was mainly due to the effect of a foreign exchange rate change on the recorded value of the property payment receivable (being the value of the 550,000 GFG shares due to be issued to the Company on or before February 6, 2017) when converted to Canadian dollars.
- Share-based compensation expense (a non-cash charge) of \$80,820 (2015 - \$nil), incurred as a result of the vesting of 1,800,000 (2015 – nil) stock options granted during the current nine month period.

#### ***Three months ended September 30, 2016***

The Company's net loss for the three months ended September 30, 2016 was \$30,341 or \$0.00 per common share, as compared to a net loss of \$33,496 or \$0.00 per common share for the same quarter in 2015. The net loss in the current three month period is inclusive of interest income of \$338 (2015 – \$286) and an unrealized gain on marketable securities of \$1,736 (2016 – loss of \$3,429).

General and administrative expenses before other items for the current three month period ended September 30,

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2016, totaled \$32,415 (2015 – \$30,353), \$2,062 higher than comparable expenses incurred in the same quarter of prior year. The variance was mainly attributable to:

- Business development and property investigation expenses totaled \$600 (2015 – \$3,150), a decrease of \$2,550. Lower management fees accounted for the decrease. During the current quarter, \$600 (2015 – \$3,150) in management fees were included in business development and property investigation expenses.
- Corporate communications totaled \$5,698 (2015 – \$942), an increase of \$4,756. The increase was primarily due to increased activities and timing of invoices received.
- Management fees totaled \$15,000 (2015 – \$15,000). During the current quarter, an additional \$24,000 (2015 – \$24,000) in management fees were capitalized to exploration and evaluation assets, and included in property investigation and corporate communication expenses.
- Office and administrative totaled \$9,160 (2015 – \$9,538), a decrease of \$378, which amounts include an unrealized foreign exchange gain of \$2,539 (2015 – loss of \$457).

#### Summary of Quarterly Results

Results for the eight most recent quarters ending with the last quarter for the three months ending on September 30, 2016 are summarized in the table below.

Quarter Ended:	IFRS							
	Sept. 30 2016	June 30 2016	Mar. 31 2016	Dec. 31 2015	Sept. 30 2015	June 30 2015	Mar. 31 2015	Dec. 31 2014
Net sales or total revenue (\$000s)	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Income (loss) from continuing operations:								
(i) in total (000s)	\$ (30)	\$ (136)	\$ (69)	\$ (85)	\$ (33)	\$ (39)	\$ (66)	\$ (91)
(ii) per share <sup>(1)</sup>	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Net income (loss):								
(i) in total (000s)	\$ (30)	\$ (136)	\$ (69)	\$ (85)	\$ (33)	\$ (39)	\$ (66)	\$ (91)
(ii) per share <sup>(1)</sup>	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)

(1) Basic and diluted losses per share are the same, as the effect of potential issuances of shares under stock option agreements would be anti-dilutive.

- The net loss reported in the third quarter of 2016 includes an unrealized gain on marketable securities of \$1,736 and an unrealized foreign exchange gain of \$2,539.
- The net loss reported in the second quarter of 2016 includes share-based compensation of \$80,820 incurred as a result of the vesting of 1,800,000 stock options; an unrealized loss on marketable securities of \$595 and an unrealized foreign exchange loss of \$1,083.
- The net loss reported in the first quarter of 2016 includes an unrealized loss on marketable securities of \$16,069 and an unrealized foreign exchange loss of \$12,303.
- The net loss reported in the fourth quarter of 2015 includes a realized gain on the sale of an exploration and evaluation asset of \$7,530; an unrealized foreign exchange gain of \$343; an unrealized gain on marketable securities of \$18,175 and a write-off of exploration and evaluation asset of \$61,198.
- The net loss reported in the third quarter of 2015 includes an unrealized loss on marketable securities of \$3,429.
- The net loss reported in the second quarter of 2015 includes an unrealized foreign exchange loss of \$52.
- The net loss reported in the first quarter of 2015 includes an unrealized loss on marketable securities of \$1,600.
- The net loss reported in the fourth quarter of 2014 includes a write-off of exploration and evaluation assets of \$26,542 and an unrealized foreign exchange loss of \$2,225.

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The Company's operations and business are not driven by seasonal trends, but rather the achievement of project milestones such as various geological, technical, environmental and socio-economic objectives as well as receipt of financings to fund these projects.

The operating results of junior exploration companies typically demonstrate wide variations from period to period. These variances arise from fluctuations in such costs as share-based compensation, exploration costs expensed or written down, professional fees, listing and transfer agent fees, corporation communications and office expenses. Management of the Company believe that meaningful information about our operations cannot be derived from an analysis of quarterly fluctuations unless the reader examines in more detail the information presented in the quarterly and annual financial statements. See "Results of Operations".

***Liquidity and Capital Resources***

The exploration and evaluation assets of the Company are in the exploration stage and, as a result, the Company has no operations that generate cash flow. The Company finances its activities primarily by the sale of its equity securities or from the sale of an interest in its properties in whole or in part.

The Company does not use debt financing to fund its property acquisitions and exploration activities and has no current plans to use debt financing.

The Company has no stand-by credit facilities, nor any off-balance sheet arrangements and it does not use hedges or other financial derivatives.

***Cash and Financial Conditions***

The Company's cash position was \$199,020 at September 30, 2016 (\$185,027 at December 31, 2015), an increase of \$13,993. The Company had working capital of \$310,215 at September 30, 2016, as compared to \$381,103 at December 31, 2015.

The Company's current working capital position does not provide it with sufficient liquidity to meet its current and future exploration activities. The development of the Company's properties will therefore depend upon the Company's ability to obtain financing through the equity markets. There can be no assurance that the Company will succeed in obtaining additional financing. Failure to raise additional financing on a timely basis could cause the Company to suspend its operations and eventually to forfeit or sell its interest in its properties.

***Investing Activities***

During the nine month period ended September 30, 2016, the Company's cash flow used for investing activities in exploration and evaluation assets was \$252,919 (2015 - \$126,475), all of which represented acquisition and exploration costs that were capitalized.

***Financing Activities***

During the nine month period ended September 30, 2016, the Company completed a non-brokered private placement financing of 6,494,000 units (each, a "Unit") at a price of \$0.06 per Unit for gross proceeds of \$389,640 in two tranches. Each Unit consists of one common share and one non-transferable common share purchase warrant ("Warrant"). Each such Warrant is exercisable into one common share at a price of \$0.10 per share for a period of three years from the date of closing (the "Closing"). The Warrants are subject to an accelerated expiry date which comes into effect when the volume weighted average trading price of the common shares of the Company closes at or above \$0.18 per share for twenty consecutive trading days in the period commencing four months after the Closing. In the event that the Company gives an expiry acceleration notice (the "Notice") to

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holder of the warrants, the expiry date of the Warrants will be 30 days from the date of the Notice. A total of 2,890,000 Units were subscribed by directors and an officer of the Company.

During the nine month period ended September 30, 2015, the Company completed a non-brokered private placement financing of 6,800,000 units (each, a "Unit") at a price of \$0.05 per unit for gross proceeds of \$340,000. Each Unit is comprised of one common share and one non-transferable common share purchase warrant ("Warrant"). Each Warrant is exercisable into one common share at a price of \$0.05 per share for a period of three years from the date of closing (the "Closing"). The Warrants are subject to an accelerated expiry date which comes into effect when the volume weighted average trading price of the common shares of the Company closes at or above \$0.10 per share for twenty consecutive trading days in the period commencing four months after the Closing. In the event that the Company gives an expiry acceleration notice (the "Notice") to holder of the warrants, the expiry date of the Warrants will be 30 days from the date of the Notice. The financing was fully subscribed by directors, an officer and a private company controlled by a director of the Company.

***Outstanding share data as at the Report Date:***

On the Report Date, the Company had 100,785,700 common shares outstanding or 142,898,814 shares on a fully diluted basis as follows:

	No. of Shares	Exercise Price	Expiry Date
Stock Options	6,850,000	\$0.05 - \$0.10	August 22, 2017 to May 25, 2021
Warrants	35,263,114	\$0.05 - \$0.12	May 24, 2017 to August 22, 2019

***Transactions with related parties******Key Management Personnel***

Key management personnel includes those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of executive and non-executive members of the Company's Board of Directors and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

The Company entered into the following transactions with related parties and key management personnel during the nine month period ended September 30, 2016:

Paid or accrued the following to Cooper Jack Investments Limited, a private company controlled by Robert T. Boyd, the President, Chief Executive Officer and director of the Company:

	<u>2016</u>	<u>2015</u>
Geological & consulting fees	\$ 72,000	\$ 70,950
Share-based compensation*	40,410	Nil

Paid or accrued the following to T.P. Cheng & Company Ltd., a private company controlled by Teresa Cheng, the Chief Financial Officer of the Company:

	<u>2016</u>	<u>2015</u>
Management fees	\$ 45,000	\$ 45,000
Share-based compensation*	13,470	Nil

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Paid or accrued the following to Adera Company Management Inc., a private company controlled by J. Christopher Mitchell, a non-executive director of the Company:

	<u>2016</u>	<u>2015</u>
Consulting fees	\$ 4,844	\$ 688
Share-based compensation*	6,735	Nil

Paid or accrued the following to Robert Pease, a non-executive director of the Company:

	<u>2016</u>	<u>2015</u>
Share-based compensation*	\$ 6,735	\$ Nil

Paid or accrued the following to H. Ross Arnold, a non-executive director of the Company:

	<u>2016</u>	<u>2015</u>
Share-based compensation*	\$ 6,735	\$ Nil

Paid or accrued the following to Richard Gilliam, a non-executive director of the Company:

	<u>2016</u>	<u>2015</u>
Share-based compensation*	\$ 6,735	\$ Nil

*\*Share-based compensation consists of the fair value of options that were granted to related parties during the current period. The fair value has been calculated using the Black-Scholes Option Pricing Model as set out in Note 6(d) to the unaudited Condensed Interim Consolidated FS for the nine months ended September 30, 2016 and does not represent actual amounts received by the related parties.*

Included in accounts payable and accrued liabilities at September 30, 2016 is \$155,985 (2015 - \$90,360) due to related parties. Amounts due to related parties are unsecured, non-interest bearing, and have no specific terms of repayment.

The amounts charged to the Company for the transactions provided have been determined by negotiations amongst the parties. These transactions were in the normal course of operations and management believes that they were incurred on the same basis as similar transactions with non-related parties.

#### FINANCIAL ACCOUNTING POLICY CHANGES ISSUED BUT NOT YET IN EFFECT

The following new standard is not yet effective and has not been applied in preparing the Condensed Interim FS for the nine month period ended September 30, 2016. The following have not yet been adopted by the Company and is being evaluated to determine their impact.

- IFRS 9 *Financial Instruments*, replaced IAS 39 - *Financial Instruments: Recognition and Measurement* and applies to classification and measurement of financial assets and financial liabilities as defined in IAS 39. The standard is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted.

#### FINANCIAL INSTRUMENTS AND RISK

##### ***Fair value***

IFRS 7 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

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Level 2 – inputs other than quoted prices included in 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 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at September 30, 2016, the Company's financial instruments are comprised of cash and cash equivalents, marketable securities, excluding receivables, and accounts payable and accrued liabilities. The carrying value of receivables, and accounts payable and accrued liabilities approximate their fair values due to the relatively short periods to maturity of these financial instruments.

Financial instruments measured at fair value on the statements of financial position are summarized in levels of fair value hierarchy as follows:

September 30, 2016

Assets	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 199,020	\$ -	\$ -	\$ 199,020
Marketable securities	<u>282,829</u>	<u>-</u>	<u>-</u>	<u>282,829</u>
Total	\$ 481,849	\$ -	\$ -	\$ 481,849

December 31, 2015

Assets	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 185,027	\$ -	\$ -	\$ 185,027
Marketable securities	<u>297,757</u>	<u>-</u>	<u>-</u>	<u>297,757</u>
Total	\$ 482,784	\$ -	\$ -	\$ 482,784

***Risk Management***

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

***Credit risk***

Credit risk is the risk of potential loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is limited to the carrying amount on the statement of financial position and arises from the Company's cash and cash equivalents, marketable securities, and receivables.

The Company's cash and cash equivalents are held through a Canadian chartered bank, which is a high-credit quality financial institution.

***Liquidity risk***

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2016, the Company had a cash and cash equivalents of \$199,020, and it does not have sufficient cash balance to settle its current liabilities of \$368,680. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

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#### *Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

#### (a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term certificates of deposits issued by its banking institution. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its bank.

#### (b) Foreign currency rate risk

While the Company is domiciled in Canada and its capital is raised in Canadian dollars, a portion of its business is conducted in the United States of America. The Company also owns shares which are denominated in US dollars. As such, it is subject to risk due to fluctuations in the exchange rate between the Canadian and US dollars.

Management believes the foreign exchange risk derived from currency conversions is insignificant and therefore does not hedge its foreign exchange risk.

Based on its knowledge of and experience in the financial markets, management does not believe that the Company's current financial instruments will be materially affected by credit risk, liquidity risk or market risk.

## **CAPITAL MANAGEMENT**

The Company manages its cash and cash equivalents, and common shares as capital. The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the on-going business objectives including, but not limited to, pursuing the exploration of its exploration and evaluation assets, funding of future growth opportunities, and pursuit of new acquisitions; and
- to maximize shareholder return through enhancing share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company manages its capital structure by issuing new shares, adjusting capital spending or disposing of assets. In addition, management of the Company's capital structure is facilitated through its financial and operational forecasting processes. The forecast of the Company's future cash flows is based on estimates of capital and operating expenditures, and other investing and financing activities. The forecast is regularly updated based on changes that the Company views as material to the accuracy of the forecast.

The Company's capital management objectives, policies and processes have not been changed over the period presented. The Company is not subject to any externally imposed capital requirements.

#### ***Risk Factors Relating to the Company's Business***

As a company active in the mineral resource exploration and development industry, the Company is exposed to a number of risks.

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#### *Exploration Stage Operations*

The Company's operations are subject to all of the risks normally incident to the exploration for and the development and operation of exploration and evaluation assets. The Company has implemented comprehensive safety and environmental measures designed to comply with government regulations and ensure safe, reliable and efficient operations in all phases of its operations. The Company maintains liability insurance, where reasonably available, in such amounts it considers prudent. The Company may become subject to liability for hazards against which it cannot insure or which it may elect not to insure against because of high premium costs or other reasons.

All of the Company's properties are still in the exploration stage. Mineral exploration and exploitation involves a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to avoid. Few properties that are explored are ultimately developed into producing mines.

Mineral exploration in various jurisdictions may involve consultation with First Nations groups. The Company endeavours to consult with such groups on a good faith basis, however, there are no guarantees the consultation process will result in decisions acceptable to all parties. The risk of unforeseen aboriginal title claims and disputes could affect the Company's existing operations as well as development projects and future acquisitions.

Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, extreme weather events, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labour are some of the risks involved in mineral exploration and exploitation activities. The Company has relied on and may continue to rely on consultants and others for mineral exploration and exploitation expertise. Substantial expenditures are required to establish mineral reserves and resources through drilling, to develop metallurgical processes to extract the metal from the material processed and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining.

There is no assurance that commercial quantities of ore will be discovered. Even if commercial quantities of ore are discovered, there is no assurance that the properties will be brought into commercial production or that the funds required to exploit mineral reserves and resources discovered by the Company will be obtained on a timely basis or at all. The commercial viability of a mineral deposit once discovered is also dependent on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices. Most of the above factors are beyond the control of the Company.

There can be no assurance that the Company's mineral exploration activities will be successful. In the event that such commercial viability is never attained, the Company may seek to transfer its property interests or otherwise realize value or may even be required to abandon its business and fail as a "going concern".

#### *Competition*

The mining industry is intensely competitive in all of its phases, and the Company competes with other companies with greater technical and financing resources than itself with respect to acquire properties of merit, the recruitment and retention of qualified employees and other persons to carry out its mineral exploration activities. Competition in the mining industry could adversely affect the Company's prospects for mineral exploration in the future.

#### **Commitments**

The Company entered into a new office sub-lease agreement commenced on June 1, 2016 which will end on April 30, 2019. Future minimum lease payments as at September 30, 2016 are as follows:

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2016	\$	6,042
2017		24,170
2018		24,575
2019		<u>8,259</u>
	\$	<u>63,046</u>

***Outlook***

The Company will need to raise additional funds to advance its property portfolio and to fund 2017 exploration programs for the Elephant Mountain Property in Alaska. Furthermore acquisition evaluations will need to be funded. The Company will also need to raise additional funds to meet its future overhead expenditures. The Company is working to secure those funds from conventional equity financing sources, from private investors, through farm-outs or sale of existing properties in the Company's portfolio, through sale of its marketable securities, and from strategic partnerships. Failure to raise such funds on a timely basis could cause the Company to suspend its operations and eventually to forfeit or sell its interest in its properties.

***Forward-Looking Statements***

Certain of the statements made and information contained herein is "forward-looking information" within the meaning of the Securities Acts in British Columbia and Ontario. This includes statements concerning the Company's plans at its exploration and evaluation assets, which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Forward-looking information is subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking information, including, without limitation, the ability of the Company to continue to be able to access the capital markets for the funding necessary to acquire and maintain exploration properties and to carry out its desired exploration programs; inability to fund the Company's share of costs incurred under JV agreements to which it is a party, and reduction or elimination of its JV interest as a result; competition within the minerals industry to acquire properties of merit, and competition from other companies possessing greater technical and financial resources; difficulties in executing exploration programs on the Company's proposed schedules and within its cost estimates, whether due to weather conditions in the areas where it operates, increasingly stringent environmental regulations and other permitting restrictions, or other factors related to exploring of its properties, such as the availability of essential supplies and services; factors beyond the capacity of the Company to anticipate and control, such as government regulations relating to health, safety and the environment, and the scale and scope of royalties and taxes on production; the availability of experienced contractors and professional staff to perform work in a competitive environment and the resulting adverse impact on costs and performance and other risks and uncertainties, including those described in each management's discussion and analysis of financial condition and results of operations. In addition, forward-looking information is based on various assumptions including, without limitation, assumptions associated with exploration results and costs and the availability of materials and skilled labour. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Accordingly, readers are advised not to place undue reliance on forward-looking information. Except as required under applicable securities legislation, the Company undertakes no obligation to publicly update or revise forward-looking information, whether as a result of new information, future events or otherwise.