MINAURUM GOLD INC.

Management Discussion and Analysis

For the nine months ended January 31, 2016

Containing information up to and including March 30, 2016

Notice

Management's Discussion and Analysis ("MD&A") is intended to help the reader understand Minaurum Gold Inc. (the "Company" or "Minaurum") financial statements. The information provided herein should be read in conjunction with the Company's condensed consolidated interim financial statements for the nine months ended January 31, 2016 and the audited consolidated financial statements for the year ended April 30, 2015, which are prepared in accordance with International Financial Accounting Standards ("IFRS"). The following comments may contain management estimates of anticipated future trends, activities or results. These are not a guarantee of future performance, since actual results could change based on other factors and variables beyond management control.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls and to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable. The Company's board of directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The board's audit committee meets with management quarterly to review the financial statements including the MD&A and to discuss other financial, operating and internal control matters.

The reader is encouraged to review Company statutory filings on www.sedar.com and to review general information.

All currency amounts are expressed in Canadian dollars unless otherwise noted.

Description of Business

The Company is an exploration stage company and engages principally in the exploration and evaluation of mineral resource assets in Mexico. On November 20, 2008 the Company completed its initial public offering ("IPO") on the CNSX. On November 20, 2009 the Company changed its name from Chava Resources Ltd. to Minaurum Gold Inc. On February 25, 2010 the Company commenced trading on the TSX Venture Exchange.

Caution Regarding Forward-Looking Statements

This MD&A contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and US securities legislation. These statements relate to future events or the future activities or performance of the Company. All statements, other than statements of historical fact are forward-looking statements. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. These forward-looking statements include, but are not limited to, statements concerning:

- the Company's strategies and objectives, both generally and in respect of its specific mineral properties;
- the timing of decisions regarding the strategy and costs of exploration programs with respect to, and the issuance of the necessary permits and authorizations required for, the Company's exploration programs;
- the timing and cost of planned exploration programs of the Company, and the timing of the receipt of results there from;
- the Company's future cash requirements;
- general business and economic conditions;
- the Company's ability to meet its financial obligations as they come due, and to be able to raise the necessary funds to continue operations;
- the timing and pricing of proposed financings if applicable;

- the anticipated completion of financings;
- the anticipated receipt of regulatory approval/acceptance of financings;
- the anticipated use of the proceeds from the financings;
- the potential to verify and potentially expand upon the historical resources;
- the potential for the expansion of the known mineralized zones; and
- the potential for the amenability of mineralization to respond to proven technologies and methods for recovery of ore.

Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Inherent in forward-looking statements are risks and uncertainties beyond the Company's ability to predict or control, including, but not limited to, risks related to the Company's inability to negotiate successfully for the acquisition of interests in exploration and evaluation assets, the determination of applicable governmental agencies not to issue the exploration concessions applied for by the Company or excessive delay by the applicable governmental agencies in connection with any such issuances, the Company's inability to identify one or more economic deposits on its properties, variations in the nature, quality and quantity of any mineral deposits that may be located, the Company's inability to obtain any necessary permits, consents or authorizations required for its activities, to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies, and other risks identified herein under "Risk Factors".

The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results are likely to differ, and may differ materially, from those expressed or implied by forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove incorrect, including, but not limited to, assumptions about:

- the level and volatility of the prices for precious metals;
- general business and economic conditions;
- the timing of the receipt of regulatory and governmental approvals, permits and authorizations necessary to implement and carry on the Company's planned exploration programs;
- conditions in the financial markets generally, and with respect to the prospects for junior exploration gold and precious metal companies specifically;
- the Company's ability to secure the necessary consulting, drilling and related services and supplies on favorable terms;
- the Company's ability to attract and retain key staff, and to retain consultants to provide the specialized information and skills involved in understanding the precious metal exploration, mining, processing and marketing businesses;
- the nature and location of the Company's mineral exploration projects, and the timing of the ability to commence and complete the planned exploration programs;
- the anticipated terms of the consents, permits and authorizations necessary to carry out the planned exploration programs and the Company's ability to comply with such terms on a cost-effective basis;

- the ongoing relations of the Company with government agencies and regulators and its underlying property vendors/optionees; and
- that the metallurgy and recovery characteristics of samples from certain of the Company's exploration and evaluation assets are reflective of the deposit as a whole.

These forward-looking statements are made as of the date hereof and the Company does not intend and does not assume any obligation, to update these forward-looking statements, except as required by applicable law. For the reasons set forth above, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.

Historical results of operations and trends that may be inferred from the following discussion and analysis may not necessarily indicate future results from operations. In particular, the current state of the global securities markets may cause significant reductions in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations. See "Risk Factors – Insufficient Financial Resources/Share Price Volatility".

Caution Regarding Adjacent or Similar Exploration and Evaluation Assets

This MD&A contains information with respect to adjacent or similar exploration and evaluation assets in respect of which the Company has no interest or rights to explore or mine. The Company advises US investors that the mining guidelines of the US Securities and Exchange Commission (the "SEC") set forth in the SEC's Industry Guide 7 ("SEC Industry Guide 7") strictly prohibit information of this type in documents filed with the SEC. Readers are cautioned that the Company has no interest in or right to acquire any interest in any such properties, and that mineral deposits on adjacent or similar properties, and any production therefore or economics with respect thereto, are not indicative of mineral deposits on the Company's properties or the potential production from, or cost or economics of, any future mining of any of the Company's exploration and evaluation assets.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedar.com and readers are urged to review these materials, including the technical reports filed with respect to the Company's exploration and evaluation assets.

Selected Annual Information

	Year ended April 30, 2015	**Year ended April 30, 2014**	**Year ended April 30, 2013**
General and administrative expenses	$ 812,091	$ 606,444	$ 600,363
Geological exploration costs	387,901	398,671	1,707,293
Comprehensive Loss for the Year	1,189,391	2,830,398	2,993,239
Comprehensive Loss per Share – Basic and Diluted	(0.01)	(0.05)	(0.06)
Total assets	3,349,209	3,326,065	3,965,739
Total long-term financial liabilities	201,000	201,000	Nil

Highlights for the nine months ended January 31, 2016 and up to March 30, 2016

- On June 24 and 29, 2015, the Company closed the first and second tranches, respectively, of a non-brokered private placement, issuing 35,183,330 units at $0.075 per unit for gross proceeds of $2,638,750. Each unit is comprised of one common share and one warrant exercisable at $0.10 for a period of 2 years. In connection with the private placement, the Company issued 1,030,000 common shares and 220,000 agent warrants as finders' fees, the warrants being exercisable at $0.10 for a period of 2 years.
- On August 11, 2015, the Company closed the third tranche of a non-brokered private placement, issuing 3,161,833 units at $0.075 per unit for gross proceeds of $237,137. Each unit is comprised of one common share and one warrant exercisable at $0.10 for a period of 2 years. In connection with the private placement, the Company issued 140,000 common shares and 41,340 agent warrants as finders' fees, the warrants being exercisable at $0.10 per share for a period of 2 years.
- On September 8, 2015, the Company issued 300,000 common shares on exercise of 300,000 warrants.
- On September 3, 2015, the Company regained control of the Santa Marta property on termination of the option agreement with Lowell Copper Ltd.
- On September 19, 2015, the Company closed the fourth tranche of a non-brokered private placement, issuing 500,000 units at $0.075 per unit for gross proceeds of $37,500. Each unit is comprised of one common share and one warrant exercisable at $0.10 for a period of 2 years. In connection with the private placement, the Company issued 25,000 common shares as finders' fees.
- On September 21, 2015, the Company granted 1,220,000 stock options to officers and consultants, exercisable at $0.10 for a period of 5 years.
- On October 1, 2015, the Company issued 334,000 common shares on exercise of 334,000 warrants at $0.05 for gross proceeds of $16,700.
- On November 4, 2015, the Company entered into an agreement with Guerrero Ventures Inc. ("Guerrero"), whereby the Company loaned Guerrero $770,000 to explore the Biricú project in Mexico. Pursuant to the agreement, the loan bears interest at 8% and is repayable, at the Company's election, in cash or, subject to the satisfaction of certain conditions, through conversion into a direct 55% interest in the Biricú project and an option to acquire a further 20% interest in exchange for financing $153,000 in exploration expenditures. The Company is not entitled to demand repayment of the loan and accrued interest in cash until the earlier of a default under the loan agreement and March 31, 2016. The Company also paid Guerrero a management fee of $77,000.
- On November 18, 2015, the Company amended the option agreements on the Vuelcos del Destino and Santa Marta properties to extend the dates of various cash and share payments and expenditure requirements.
- On December 1, 2015, the Company completed the first tranche of a non-brokered private placement of 50,152,500 units at a price of $0.05 per unit for proceeds of $2,507,625. Each unit consists of one common share and one warrant. Each warrant is exercisable at a price of $0.075, expiring December 1, 2017. In connection with the financing, the Company paid $147,000 in finder's fees.

- On December 7, 2015, the Company completed the second and final tranche of a non-brokered private placement of 2,940,000 units at a price of $0.05 per unit for proceeds of $147,000. Each unit consists of one common share and one warrant. Each warrant is exercisable at a price of $0.075, expiring December 7, 2017.
- During the nine months ended January 31, 2016, the Company issued a total of 2,251,000 common shares on exercise of 2,251,000 warrants at $0.05 for gross proceeds of $112,550.

Results of Operations

Nine months ended January 31, 2016 compared with nine months ended January 31, 2015

During the nine months ended January 31, 2016 the Company had a total comprehensive loss of $1,138,521 (2015 - $914,092) or $0.01 per share (2015 - $0.01 per share). The following discussion explains the variations in the key components of these numbers. For details of the results of work on, and other activities in connection with, the Company's exploration and evaluation assets during the current period, see "Exploration Highlights".

The significant changes in comprehensive loss from the prior period are as follows:

- Exploration costs of $505,032 (2015 - $261,339) increased primarily as a result of exploration work on the new Biricu property, and increased exploration work on the Vuelcos and Adelita properties in the current period.
- Professional fees increased to $73,314 compared to $17,875 in the prior year, primarily due to general legal matters in Mexico and work related to the recovery of IVA tax in Mexico.
- Investor relations expense increased to $240,058 compared to $107,442 in the prior year, primarily due to increased activity related to financings and promotional activities.
- Share-based payments decreased to $59,856 compared to $262,004 in the prior year, primarily due to the vesting of stock options in the prior year.
- In the current year, the Company recognized a gain on settlement of debt of $28,993 (2015 - $nil).

Three months ended January 31, 2016 compared with three months ended January 31, 2015

The following discussion addresses the reasons for some of the variations in the quarterly numbers but, as with most junior mineral exploration companies, the results of operations (including interest income and net losses) are not the main factor in establishing the financial health of the Company. Of far greater significance are the exploration and evaluation assets in which the Company has, or may earn an interest, its working capital and how many shares it has outstanding. The variation seen over such quarters is primarily dependent upon the success of the Company's ongoing property evaluation program and the timing and results of the Company's exploration activities on its then current properties, none of which are possible to predict with any accuracy. There are no general trends regarding the Company's quarterly results, and the Company's business of mineral exploration is not seasonal, as it can work on a number of its properties on a year-round basis (funding permitting). Quarterly results can vary significantly depending on whether the Company has abandoned any properties or granted any stock options and these are the factors that account for material variations in the Company's quarterly net losses, none of which are predictable. The write-off of exploration and evaluation assets can have a material effect on quarterly results as and when they occur. The other major factor which can cause a material variation in net loss on a quarterly basis is the grant of stock options due to the resulting share-based payment charges which can be significant when they arise. General operating costs other than the specific items noted above tend to be quite similar from period to period. The variation in income is related solely to the interest earned on funds held by the Company and some rental income on sublet, which is dependent upon the success of the Company in raising the required financing for its activities which will vary with overall market conditions, and is therefore difficult to predict.

During the three months ended January 31, 2016 the Company had a total comprehensive loss of $445,828 (2015 - $201,341) or $0.00 per share (2015 - $0.00 per share). The following discussion explains the variations in the key components of these numbers. For details of the results of work on, and other activities in connection with, the Company's exploration and evaluation assets during the current period, see "Exploration Highlights".

The significant changes in comprehensive loss from the prior period are as follows:

- Exploration costs of $166,727 (2015 - $51,112) increased as a result of exploration work on the new Biricu property in the current period.
- Investor relations expense increased to $70,625 compared to $28,425 in the prior year, primarily due to increased activity related to financings and increased promotional activities.
- Share-based payments decreased to $45,693 compared to $46,574 in the prior year, primarily due to the vesting of stock options in the prior year.

Summary of Quarterly Results

The table below sets out the quarterly results for the past eight quarters:

	Quarters Ended			
IFRS	**Jan 31, 2016**	**Oct 31, 2015**	**July 31, 2015**	**April 30, 2015**
Comprehensive Loss	$445,828	$360,306	$332,387	$275,299
Comprehensive Loss per Share (Basic and Diluted)	$0.00	$0.00	$0.00	$0.00
Total Assets	$8,019,773	$5,579,941	$5,576,003	$3,349,209
Number of shares outstanding	193,126,159	138,416,659	133,955,826	97,742,496

	Quarters Ended			
IFRS	**Jan 31, 2015**	**Oct 31, 2014**	**July 31, 2014**	**April 30, 2014**
Comprehensive Loss	$201,341	$252,951	$459,800	$559,251
Comprehensive Loss per Share (Basic and Diluted)	$0.00	$0.00	$0.01	$0.01
Total Assets	$3,548,830	$3,384,537	$3,484,461	$3,326,065
Number of shares outstanding	97,442,496	90,592,496	89,792,496	84,022,496

Resource Property Costs Incurred

The table below sets out the quarterly resource property costs, both acquisition and exploration, incurred for the past eight quarters (does not include general exploration costs not related to a specific property held by the Company):

	Quarters Ended			
Expressed in $	**Jan 31, 2016**	**Oct 31, 2015**	**July 31, 2015**	**April 30, 2015**
Vuelcos del Destino	$3,746	$101,644	$36,959	$114,070
Adelita	64,745	12,496	57,932	37,362
Aurena	12,640	847	13,366	1,369
Santa Marta	(170,723)	28,727	48,855	26,553
Biricú	274,089	-	-	-
Total	**$184,497**	**$143,714**	**$157,112**	**$179,354**

	Quarters Ended			
Expressed in $	**Jan 31, 2015**	**Oct 31, 2014**	**July 31, 2014**	**April 30, 2014**
Vuelcos del Destino	$31,745	$1,230	$16,213	$255,215
Adelita	53,887	1,603	46,308	86,510
Capilla	-	-	-	1,379
Aurena	12,490	3,483	16,273	46,148
Santa Marta	(55,036)	90,842	74,174	(98,644)
Jackie	-	-	-	21,183
Corazonada	-	-	-	462
El Pórfido	-	-	-	15,841
Total	**$43,086**	**$152,968**	**$328,094**	**$315,469**

Liquidity and Capital Resources

To date the Company has financed its operations through the sale of its common shares. As at January 31, 2016 the Company has a working capital of $4,693,602, comprised of $5,051,372 in current assets and $357,770 in current liabilities. During the period ended January 31, 2016, the Company completed two private placements, raising gross proceeds of $5,421,012, and issued shares on exercise of warrants for gross proceeds of $112,550.

The Company has no source of revenue, income or cash flow. It is wholly dependent upon raising monies through the sale of its Common Shares to finance its business operations. The Company expects to raise additional funds through public or private equity funding, joint venture arrangements, bank debt financing or from other sources. There can be no assurances that this capital will be available in amounts or on terms acceptable to the Company, or at all.

Recent Developments and Outlook

The Company plans to obtain financing in the future primarily through further equity financing, as well as through joint venturing and/or optioning out the Company's properties to qualified mineral exploration companies. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operation and eventually to forfeit or sell its interest in its mineral properties.

Property Overviews

Biricú Project

On November 4, 2015, the Company entered into an agreement with Guerrero Ventures Inc. ("Guerrero"), whereby the Company loaned Guerrero $770,000 to explore the Biricú project in Mexico. Pursuant to the agreement, the loan bears interest at 8% and is repayable, at the Company's election, in cash or, subject to the satisfaction of certain conditions, through conversion into a direct 55% interest in the Biricú project and an option to acquire a further 20% interest in exchange for financing $153,000 in exploration expenditures. The Company is not entitled to demand repayment of the loan and accrued interest in cash until the earlier of a default under the loan agreement and March 31, 2016. The Company also paid Guerrero a management fee of $77,000. The Company has incurred $905,000 as at January 31, 2016.

The Biricú project consists of 3 mining concessions covering 41,464 hectares in the southeastern portion of the Guerrero Gold Belt ("GGB"). The project surrounds the western part of the Vuelcos del Destino project ("Vuelcos") and shares significant geologic similarities to Vuelcos, as well as to other prospects and mines in the GGB.

Vuelcos del Destino Project

The Company received permits from the Mexican environmental authority, SEMARNAT, to drill on the Vuelcos del Destino project in 2015.

The drilling target areas feature alteration signatures, and geochemical and geophysical anomalies associated with a granodiorite porphyry stock in the southeastern projection of the GGB. In the Vuelcos project area, the granodiorite porphyry stock intrudes lower Cretaceous Morelos Formation limestone. Gold-skarn mineralization in the GGB occurs in association with skarn alteration in granodiorite intrusive bodies and in the adjacent sedimentary rocks, including the Morelos limestone.

Previous work done by the Company at Vuelcos includes property-wide reconnaissance geologic mapping, and rock- and stream-sediment geochemical sampling done in 2011; and a VTEM-magnetic airborne geophysical survey carried out in 2010. In 2015, specific drill targets were selected by David Jones during a detailed survey of the area of the granodiorite surface exposure and other areas of interest in the project area.

In the last week of September 2015, the Company submitted an application with the Mexican Mines Department to split the 8,831-hectare Los Vuelcos del Destino concession into 2 roughly equal parts, thus significantly reducing the yearly minimum assessment work obligations.

Adelita Project

During the period, the Company made the final payments on its option to acquire the Adelita, Don Pepe, Don Pepe 2 and Don Pepe concessions. The Company now owns 100% of these concessions as well as the Picachos, Ampliación Picachos, and Gwendolynn concessions. The option agreement with Abelardo Rochín on the 100-hectare Colinas concession was renegotiated in 2014 with a payment of US$10,000 on completion of the amendment and additional payments totaling US$45,000 spread over three years.

The total size of the Adelita concession block is being reduced; the Company has re-submitted applications to reduce the sizes of the Don Pepe 3, the Picachos concessions, and has initiated the process of dropping the Ampliación Picachos concession entirely.

Aurena Project

In 2013, the Company made the final payments on its option to acquire the Aurena Project from Minera Zalamera, giving the Company 100% ownership of the project.

Santa Marta Project

The Company entered into a joint venture agreement with Lowell Copper Ltd. on the Santa Marta project in December of 2013.

In early September 2015 Lowell Copper dropped its option on the Santa Marta project.

Significant Acquisitions and Significant Dispositions

Other than the aforementioned agreement with Guerrero on the Biricú project, there were no other significant acquisitions or dispositions during the period ended January 31, 2016 and to the date of this MD&A.

<u>Risk Factors</u>

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties, currently in Mexico. Due to the nature of the Company's proposed business and the present stage of exploration of its exploration and evaluation assets (which are primarily early stage exploration properties with no known resources or reserves), the following risk factors, among others, will apply:

Financing Risks: The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under any applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. **Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the loss of such properties.**

Insufficient Financial Resources: The Company does not presently have sufficient financial resources to undertake by itself the acquisition, exploration and development of all of its planned acquisition, exploration and development programs. Future property acquisitions and the development of the Company's properties will therefore depend upon the Company's ability to obtain financing through the joint venturing of projects, private placement financing, public financing, short or long term borrowings or other means. There is no assurance that the Company will be successful in obtaining the required financing. **Failure to raise the required funds could result in the Company losing, or being required to dispose of, its interest in its properties.**

Resource Exploration and Development is Generally a Speculative Business: Resource exploration and development is a speculative business and involves a high degree of risk, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in size to return a profit from production. The marketability of natural resources that may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company.

These factors include market fluctuations, the proximity and capacity of natural resource markets, government regulations, including regulations relating to prices, taxes, royalties, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital**. There is no known resource, and there are no known reserves, on any of the Company's properties. The vast majority of exploration projects do not result in the discovery of commercially mineable deposits of ore.** Substantial expenditures are required to establish ore reserves through drilling and metallurgical and other testing techniques, determine metal content and metallurgical recovery processes to extract metal from the ore, and construct, renovate or expand mining and processing facilities. No assurance can be given that any level of recovery of ore reserves will be realized or that any identified mineral deposit, even it is established to contain an estimated resource, will ever qualify as a commercial mineable ore body which can be legally and economically exploited. The great majority of exploration projects do not result in the discovery of commercially mineable deposits of ore.

Fluctuation of Metal Prices: Even if commercial quantities of mineral deposits are discovered by the Company, there is no guarantee that a profitable market will exist for the sale of the metals produced. Factors beyond the control of the Company may affect the marketability of any substances discovered. The prices of various metals, in particular the price of gold, have experienced significant movement over short periods of time, and are affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The supply of and demand for metals are affected by various factors, including political events, economic conditions and production costs in major producing regions. There can be no assurance that the price of any commodities will be such that any of the properties in which the Company has, or has the right to acquire, an interest may be mined at a profit.

Dilution to the Company's existing shareholders: The Company will require additional equity financing to be raised in the future. The Company may issue securities at less than favorable terms to raise sufficient capital to fund its business plan. Any transaction involving the issuance of equity securities or securities convertible into common shares would result in dilution, possibly substantial, to present and prospective holders of common shares.

Increased costs: Management anticipates that costs at the Company's projects will frequently be subject to variation from one year to the next due to a number of factors, such as the results of ongoing exploration activities (positive or negative), changes in the nature of mineralization encountered, and revisions to exploration programs, if any, in response to the foregoing. In addition, exploration program costs are affected by the price of commodities such as fuel, rubber and electricity and the availability (or otherwise) of consultants and drilling contractors. Increases in the prices of such commodities or a scarcity of consultants or drilling contractors could render the costs of exploration programs to increase significantly over those budgeted. A material increase in costs for any significant exploration programs could have a significant effect on the Company's operating funds and ability to continue its planned exploration programs.

***Mining Industry is Intensely Competitive*:** The Company's business of the acquisition, exploration and development of exploration and evaluation assets is intensely competitive. The Company may be at a competitive disadvantage in acquiring additional mining properties because it must compete with other individuals and companies, many of which have greater financial resources, operational experience and technical capabilities than the Company. Increased competition could adversely affect the Company's ability to attract necessary capital funding or acquire suitable producing properties or prospects for mineral exploration in the future.

Permits and Licenses: The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects, on reasonable terms or at all. Delays or a failure to obtain such licenses and permits or a failure to comply with the terms of any such licenses and permits that the Company does obtain, could have a material adverse effect on the Company.

Government Regulation: Any exploration, development or mining operations carried on by the Company will be subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. In addition, the profitability of any mining prospect is affected by the market for precious and/or base metals which is influenced by many factors including changing production costs, the supply and demand for metals, the rate of inflation, the inventory of metal producing corporations, the political environment and changes in international investment patterns.

Environmental Restrictions**:** The activities of the Company are subject to environmental regulations promulgated by government agencies in different countries from time to time. Environmental legislation generally provides for restrictions and prohibitions on spills, releases or emissions into the air, discharges into water, management of waste, management of hazardous substances, protection of natural resources, antiquities and endangered species and reclamation of lands disturbed by mining operations. Certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

Foreign Countries and Political Risk: All of the exploration and evaluation assets held by the Company are located in Mexico, where mineral exploration and mining activities may be affected in varying degrees by political instability, expropriation of property and changes in government regulations such as tax laws, business laws, environmental laws and mining laws, affecting the Company's business in that country. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business, or if significant enough, may make it impossible to continue to operate in the country. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, foreign exchange restrictions, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

Dependence Upon Others and Key Personnel: The success of the Company's operations will depend upon numerous factors, many of which are beyond the Company's control, including (i) the ability to design and carry out appropriate exploration programs on its exploration and evaluation assets; (ii) the ability to produce minerals from any mineral deposits that may be located; (iii) the ability to attract and retain additional key personnel in exploration, marketing, mine development and finance; and (iv) the ability and the operating resources to develop and maintain the properties held by the Company. These and other factors will require the use of outside suppliers as well as the talents and efforts of the Company and its consultants and employees. There can be no assurance of success with any or all of these factors on which the Company's operations will depend, or that the Company will be successful in finding and retaining the necessary employees, personnel and/or consultants in order to be able to successfully carry out such activities.

Currency Fluctuations: The Company presently maintains its accounts in Canadian dollars and U.S. dollars. Due to the nature of its operations in foreign jurisdictions, the Company also maintains foreign accounts in U.S. dollars and Mexican pesos. The Company's operations in Mexico and its proposed exploration expenditures are denominated in either Pesos or U.S. dollars, making it subject to foreign currency fluctuations. Such fluctuations are out of its control and may materially adversely affect the Company's financial position and results.

Surface Rights and Access: Although the Company acquires the rights to some or all of the minerals in the ground subject to the tenures that it acquires, or has a right to acquire, in most cases it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In such cases, applicable mining laws usually provide for rights of access to the surface for the purpose of carrying on mining activities, however, the enforcement of such rights through the applicable courts can be costly and time consuming. In areas where there are no existing surface rights holders, this does not usually cause a problem, as there are no impediments to surface access. However, in areas where there are local populations or land owners (as with many of the Company's properties), it is necessary, as a practical matter, to negotiate surface access. There can be no guarantee that, despite having the right at law to access the surface and carry on exploration and mining activities, the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out mining activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction.

Title Matters: Although the Company has taken steps to verify the title to the exploration and evaluation assets in which it has or has a right to acquire an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title (whether of the Company or of any underlying vendor(s) from whom the Company may be acquiring its interest). Title to exploration and evaluation assets may be subject to unregistered prior agreements or transfers, and may also be affected by undetected defects or the rights of indigenous peoples. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, title to all of its properties for which titles have been issued are in good standing.

Acquisition of Mineral Concessions under Agreements: The agreements pursuant to which the Company has the right to acquire a number of its properties provide that the Company must make a series of cash payments and/or share issuances over certain time periods, expend certain minimum amounts on the exploration of the properties or contribute its share of ongoing expenditures. The Company does not presently have the financial resources required to make all payments and complete all expenditure obligations under its all of its various property acquisition agreements over their full term. Failure by the Company to make such payments, issue such shares or make such expenditures in a timely fashion may result in the Company losing its interest in such properties. There can be no assurance that the Company will have, or be able to obtain, the necessary financial resources to be able to maintain all of its property agreements in good standing, or to be able to comply with all of its obligations thereunder, with the result that the Company could forfeit its interest in one or more of its exploration and evaluation assets.

***Exploration and Mining Risks*:** Fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the operation of mines and the conduct of exploration programs. Substantial expenditures are required to establish reserves through drilling, to develop metallurgical processes, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing exploration and evaluation assets is affected by many factors including the cost of operations, variations of the grade of ore mined, fluctuations in the price of gold or other minerals produced, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. In addition, the grade of mineralization ultimately mined may differ from that indicated by drilling results and such differences could be material. Short term factors, such as the need for orderly development of ore bodies or the processing of new or different grades, may have an adverse effect on mining operations and on the results of operations. There can be no assurance that minerals recovered in small scale laboratory tests will be duplicated in large scale tests under on-site conditions or in production scale operations. Material changes in geological resources, grades, stripping ratios or recovery rates may affect the economic viability of projects.

Regulatory Requirements**:** The activities of the Company are subject to extensive regulations governing various matters, including environmental protection, management and use of toxic substances and explosives, management of natural resources, exploration, development of mines, production and post-closure reclamation, exports, price controls, taxation, regulations concerning business dealings with indigenous peoples, labour standards on occupational health and safety, including mine safety, and historic and cultural preservation. Failure to comply with applicable laws and regulations may result in civil or criminal fines or penalties, enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions, any of which could result in the Company incurring significant expenditures. The Company may also be required to compensate those suffering loss or damage by reason of a breach of such laws, regulations or permitting requirements. It is also possible that future laws and regulations, or more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expense, capital expenditures, restrictions on or suspension of the Company's operations and delays in the exploration and development of the Company's properties.

No Assurance of Profitability: The Company has no history of earnings and, due to the nature of its business there can be no assurance that the Company will ever be profitable. The Company has not paid dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is from the sale of its common shares or, possibly, from the sale or optioning of a portion of its interest in its exploration and evaluation assets. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of its properties, there can be no assurance that any such funds will be available on favorable terms, or at all. At present, it is impossible to determine what amounts of additional funds, if any, may be required. Failure to raise such additional capital could put the continued viability of the Company at risk.

Uninsured or Uninsurable Risks: Exploration, development and mining operations involve various hazards, including environmental hazards, industrial accidents, metallurgical and other processing problems, unusual or unexpected rock formations, structural cave-ins or slides, flooding, fires, metal losses and periodic interruptions due to inclement or hazardous weather conditions. These risks could result in damage to or destruction of exploration and evaluation assets, facilities or other property, personal injury, environmental damage, delays in operations, increased cost of operations, monetary losses and possible legal liability. The Company may not be able to obtain insurance to cover these risks at economically feasible premiums or at all. The Company may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and production activities.

Enforcement of Civil Liabilities**:** As all of the E&E assets of the Company and its subsidiaries are located outside of Canada and the United States, and certain of the directors and officers of the Company are resident outside of Canada and/or the United States, it may be difficult or impossible to enforce judgments granted by a court in Canada or the United States against the assets of the Company and its subsidiaries or the directors and officers of the Company residing outside of such country.

The Company may be a "passive foreign investment company" under the U.S. Internal Revenue Code, which may result in material adverse U.S. federal income tax consequences to investors in the Company's common shares that are U.S. taxpayers**:** Investors in the Company's common shares that are U.S. taxpayers should be aware that the Company believes that it has been in prior years, and expects it will be in the current year be, a "passive foreign investment company" under Section 1297(a) of the U.S. Internal Revenue Code (a "PFIC"). If the Company is or becomes a PFIC, generally any gain recognized on the sale of the Company's common shares and any "excess distributions" (as specifically defined) paid on such common shares must be rateably allocated to each day in a U.S. taxpayer's holding period for the common shares. The amount of any such gain or excess distribution allocated to prior years of such U.S. taxpayer's holding period for the common shares generally will be subject to U.S. federal income tax at the highest tax applicable to ordinary income in each such prior year, and the U.S. taxpayer will be required to pay interest on the resulting tax liability for each such prior year, calculated as if such tax liability had been due in each such prior year.

Alternatively, a U.S. taxpayer that makes a "qualified electing fund" (a "QEF") election with respect to the Company generally will be subject to U.S. federal income tax on such U.S. taxpayer's pro rata share of the Company's "net capital gain" and "ordinary earnings" (as specifically defined and calculated under U.S. federal income tax rules), regardless of whether such amounts are actually distributed by the Company. U.S. taxpayers should be aware, however, that there can be no assurance that the Company will satisfy record keeping requirements under the QEF rules or that the Company will supply U.S. taxpayers with required information under the QEF rules, in event that the Company is a PFIC and a U.S. taxpayer wishes to make a QEF election. As a second alternative, a U.S. taxpayer may make a "mark-to-market election" if the Company is a PFIC and the Company's common shares are "marketable stock" (as specifically defined). A U.S. taxpayer that makes a mark-to-market election generally will include in gross income, for each taxable year in which the Company is a PFIC, an amount equal to the excess, if any, of (a) the fair market value of the common shares as of the close of such taxable year over (b) such U.S. taxpayer's adjusted tax basis in the common shares.

Due to the extreme complexity of the PFIC rules and the potentially materially adverse consequence to a shareholder that is a U.S. taxpayer of the Company being a PFIC, it is critical that each shareholder that is a U.S. taxpayer consult with that shareholder's U.S. tax adviser before undertaking any transactions in the Company's common shares.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements as at January 31, 2016 and to the date of this MD&A.

Proposed Transactions

There are no proposed transactions as at January 31, 2016 and to the date of this MD&A.

Additional Disclosure for Venture Issuers without Significant Revenue

Additional disclosure concerning the Company's general and administrative expenses and resource property costs is provided in the Company's Condensed consolidated interim Statements of Comprehensive Loss and Schedule of Resource Property Expenditures contained in its condensed consolidated interim financial statements for the nine months ended January 31, 2016 and 2015 that is available on the Company's website at www.minaurum.com or on its SEDAR Page Site accessed through www.sedar.com.

Outstanding Share Data

Minaurum's authorized capital is an unlimited number of common shares without par value. As at March 30, 2016, the following common shares, options and share purchase warrants were outstanding:

	# of Shares	Exercise Price	Expiry Date
Issued and Outstanding Common Shares at March 30, 2016	193,126,159		
Employee/Consultant Stock Options	750,000	$0.35	January 18, 2020
	250,000	$0.78	March 11, 2016
	150,000	$0.50	December 1, 2016
	3,600,000	$0.10	April 3, 2019
	500,000	$0.10	June 30, 2019
	1,220,000	$0.10	September 18, 2020
	1,600,000	$0.10	December 3, 2020
Warrants	5,620,000	$0.10	June 19, 2016
	6,850,000	$0.10	December 31, 2016
	35,403,330	$0.10	June 29, 2017
	3,203,173	$0.10	August 11, 2017
	500,000	$0.10	September 21, 2017
	50,152,500	$0.075	December 1, 2017
	2,940,000	$0.075	December 7, 2017
Fully Diluted at March 30, 2016	305,865,162		

Transactions with Related Parties

The Company has entered into certain transactions with related parties during the nine months ended January 31, 2016 and to the date of this MD&A. All transactions with related parties have occurred in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed upon by the related parties.

A description of these related party transactions is as follows:

Name	Relationship	Purpose of transaction	Amount*
Michael Williams	Director	Consulting fees(1)	$ 26,250
Darrell Rader	President, CEO & Director	Consulting fees(2)	$ 99,000
Cale J. Moodie	CFO	Consulting fees(3)	$ 22,500
Stephen R. Maynard	VP, Exploration	Geological consulting fees(4)	$ 78,530
David Jones	Director	Geological consulting fees(5)	$ 39,271
Defiance Silver Corp.	Company with common director	Rental income	$ 18,000

Name	**Relationship**	**Purpose of transaction**	**Amount***
McLeod Williams Capital Corp.	Company with common director	Rent	$ 39,793

* Does not include share-based payments.

Notes:

1. The Company paid consulting fees to Octavian Capital Corp., a company owned by Mr. Williams.
2. The Company has a consulting arrangement with 0872599 BC Ltd., a company partially owned by Mr. Darrell Rader, the President, pursuant to which 0872599 BC Ltd. agrees to provide management consulting services to the Company. The Company is required to pay Mr. Rader a monthly fee of $11,000.
3. The Company paid consulting fees to Spartan Pacific Financial Ltd. ("Spartan"), a company owned by Mr. Cale J. Moodie, the CFO, in exchange for Spartan providing financial accounting and financial reporting services to the Company.
4. The Company has a consulting arrangement with Mr. Stephen R. Maynard under which he is compensated through a regular monthly consulting fee for his services as VP, Exploration.
5. The Company paid fees to Paradex, Inc., a company owned by Mr. David M. Jones, a Director, in exchange for Paradex providing geological consulting services to the Company.

At January 31, 2016, $12,887 (April 30, 2015 - $58,634) (included in accounts payable and accrued liabilities) is due to directors, officers, and companies with a director in common. Amounts due to related parties are non-interest bearing, with no fixed terms of repayments.

At January 31, 2016, $6,300 (April 30, 2015 - $13,278) is due from a company with a director in common. The remuneration of directors and other members of key management personnel, including amounts disclosed above, during the nine months ended January 31, 2016 and 2015 were as follows:

	January 31, 2016	January 31, 2015
Consulting fees	$ 147,750	$ 153,000
Exploration costs	117,801	108,686
Share-based payments	44,118	226,146
Total	$ 309,669	$ 487,832

<u>Accounting Policies and Estimates</u>

Significant judgments are used in the Company's assessment of its ability to continue as a going concern which is described in note 1 of the financial statements. Significant accounting estimates are used in the determination of fair value and value in use for purposes of the recoverability of the carrying value of mineral properties, determination of reclamation obligations, valuation of share-based payments, and the valuation of deferred income taxes. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control. Actual results may differ from these estimates.

Impairment

At the end of each reporting period the carrying amounts of the Company's long lived assets, including mineral property interests, are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Share-based Payments

The factors affecting share-based payments include estimates of when stock options might be exercised and the stock price volatility. The timing for exercise of options is out of the Company's control and will depend, among other things, upon a variety of factors including the market value of Company shares and financial objectives of the holders of the options. The Company has used historical data to determine volatility in accordance with Black-Scholes modeling, however future volatility is inherently uncertain and the model has its limitations. While these estimates can have a material impact on the share-based payments and hence, results of operations, there is no impact on the Company's financial condition or liquidity.

New Standards Adopted

There are no new standards, amendments to standards or interpretations effective for annual periods beginning after January 1, 2015.

New Standards Not Yet Adopted

Certain pronouncements were issued by the IASB or IFRS Interpretations Committee that are not mandatory for accounting periods beginning on or after January 1, 2014 or later periods. They have not been early adopted in these financial statements, and they are expected to affect the Company in the period of initial application. In all cases the Company intends to apply these standards from application date as indicated below:

IFRS 9, Financial Instruments is part of the IASB's wider project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The standard is effective for annual periods beginning on or after January 1, 2018. The Company has not yet made an assessment of the impact of the amendments.

IFRS 15, Revenue from Contracts with Customers, establishes a single five-step model framework for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. The standard is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The change in accounting standard is unlikely to have a significant impact on the Company's condensed consolidated interim financial statements.

There are no other IFRSs or IFRIC Interpretations that are not yet effective that would be expected to have a material impact on the Company.

Disclosure of Management Compensation

In accordance with the requirements of Section 19.5 of TSXV Policy 3.1, the Company provides the following disclosure with respect to the compensation of its directors and officers during the most recently completed financial quarter:

1. During the nine months ended January 31, 2016, the Company did not enter into any standard compensation arrangements made directly or indirectly with any directors or officers of the Company, for their services as directors or officers, or in any other capacity, with the Company or any of its subsidiaries.
2. During the nine months ended January 31, 2016, directors and officers of the Company were paid (or accrued) the certain amounts, directly or indirectly, for their services as directors and officers or in any other capacity by the Company and its subsidiaries as disclosed in 'Transactions with Related Parties'.
3. During the nine months ended January 31, 2016, the Company did not enter into any arrangements relating to severance payments to be paid to directors and officers of the Company and its subsidiaries.

Financial Instruments and Risk Management

The Company measures financial instruments using a fair value hierarchy that prioritizes the inputs to the valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2: Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The Company's cash is classified as Level 1 of the fair value hierarchy. The carrying value of receivables and accounts payable approximates their fair values because of the short-term nature of these instruments.

Financial risk factors

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

a) Credit risk

Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company's receivables consist primarily of amounts due from a government agency and cash is held with significant financial institutions.

b) Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet its liabilities when they come due. As of January 31, 2016, the Company had cash of $3,819,597 and current liabilities of $357,770. All of the Company's financial liabilities are subject to normal trade terms.

c) Market risk

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

d) 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 deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

e) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash and accounts payable and accrued liabilities that are denominated in United States Dollars and Mexican Peso. The Company's exposure to foreign currency is detailed in note 11 of the condensed consolidated interim financial statements.

f) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Approval

The Board of Directors of Minaurum has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

Additional Information

Additional information relating to Minaurum is on SEDAR at www.sedar.com.

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Cale Moodie, BSF, CPA, CA
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Stephen R. Maynard, M.S., C.P.G.
VP Exploration

Michael Williams
Director, Chairman

David M. Jones, M.S.
Director

Dr. Peter Megaw, Ph.D., C.P.G.
Director

Lawrence W. Talbot, LLB
Director

David J. Baker, CPA, CA
Director

LISTINGS

TSX Venture Exchange: **MGG**

CAPITALIZATION
(as at March 30, 2016)

Shares Authorized: Unlimited Common Shares
Shares Issued: 193,126,159

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