SILVER PREDATOR CORP.

(An Exploration Stage Enterprise)

Management's Discussion & Analysis

For the Year Ended December 31, 2016 and 2015

Set out below is a review of the activities, results of operations and financial condition of Silver Predator Corp. ("SPD", "Silver Predator", or "the Company") and its subsidiaries for the year ended December 31, 2016. The discussion below should be read in conjunction with the Company's December 31, 2016 audited consolidated financial statements and related notes, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"); and with the December 31, 2015 audited consolidated financial statements and related notes which were prepared in accordance with IFRS. All dollar figures included in the following Management's Discussion and Analysis are quoted in Canadian dollars unless otherwise indicated. This Management's Discussion and Analysis is prepared as of March 13, 2017.

The Company is a reporting issuer in the Provinces of British Columbia, Alberta, and Ontario in Canada and is listed on the TSX Venture Exchange under the trading symbol SPD.

Additional information related to the Company, including its Annual Information Form, is available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com. The Company's website is www.silverpredator.com.

BACKGROUND AND CORE BUSINESS

Silver Predator was incorporated under the laws of the Province of British Columbia on May 16, 2006.

Silver Predator controls the Copper King copper-silver project in the world class Coeur d'Alene Silver District of northern Idaho and the Taylor silver-gold project ("Taylor") in Nevada. The Copper King project is targeting world class strata-bound copper-silver deposits found within this trend and the Taylor project which hosts a current resource estimate, is open to expansion, and is located in a district that has identified the potential for discovery of additional silver and gold deposits.

CORPORATE DEVELOPMENTS, SIGNIFICANT TRANSACTIONS AND FACTORS AFFECTING RESULTS OF OPERATIONS

Private Placement

On August 10, 2016, the Company closed a non-brokered private placement financing. The Company sold 15,000,000 common shares at a price of $0.05 per common share for net proceeds of $732,556 including $17,444 in share issuance costs. The net proceeds of the offering will be used by the Company for permit fee renewal, working capital requirements for commercial activities and other general corporate purposes.

Loan from Resource Re Ltd.

On August 31, 2015, the Company announced it had arranged for a US$275,000 loan from Resource Re Ltd. ("Resource Re") to fund its working capital requirements. Resource Re is a wholly owned subsidiary of Till Capital Ltd. (TSXV:TIL) ("Till Capital") and owns 64.11% of the Company's outstanding common shares. The loan is a related party transaction within the meaning of Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (MI 61-101). The Company is relying on the exemption from the formal valuation requirement in section 5.5(b) of MI 61-101 (as a result of its shares being listed on the TSX Venture Exchange) and the exemption from the minority approval requirement in section 5.7(a) (as a result of the transaction value being less than 25% of the Company's market capitalization). The loan was secured by the assets of the Company, bore interest at 12% per annum, and was due on December 31, 2015. On December 31, 2015, the loan agreement was amended to increase the maximum loan amount to US$400,000, increase the interest rate to 14% per annum, and extend the due date to April 30, 2016. On April 27, 2016, the loan agreement was amended to extend the due date to June 15, 2016. On June 15, 2016, the loan agreement was amended to extend the due date to January 17, 2017 and increase the interest rate from 14% to 15% effective June 16, 2016. The Company may prepay the principal, in whole or in part, at any time without penalty prior to maturity. As of December 31, 2016, the outstanding principal balance of the loan is $268,540 (US$200,000).

Note payable

In conjunction with the acquisition of Springer and Nevada Royalty Corp. from Till Capital (the "Acquisition") in April 2014, the Company issued a US$4,500,000 Promissory Note ("Promissory Note") that bears interest at 4.00% per annum payable in tranches of US$1,000,000, US$1,500,000, and US$2,000,000, plus accrued interest, on the first, second, and third anniversaries of the Acquisition, respectively. On April 17, 2015, the Company made its first payment on the Promissory Note payable to Resource Re. The payment was made by the issuance of Company shares. A total of 29,028,000 shares were issued at $0.05 per share as per the Promissory Note agreement for a total payment of $1,451,400. In the third quarter of 2015, the Promissory Note was amended and the share settlement option was removed. On April 27, 2016, the Promissory Note was amended to extend the due date of the second principal payment plus accrued interest to July 18, 2016 and increase the interest rate from 4% to 10% beginning April 16, 2016. On June 15, 2016, the Promissory Note was further amended to extend the due date of the second principal payment plus accrued interest to January 17, 2017 and increase the interest rate from 10% to 14% beginning July 18, 2016.

Asset realization plan

In the second quarter of 2015, the Company announced its intention to realize value from assets by initiating a process to sell all, or part, of the tangible and intangible assets at some of its properties in Nevada. The Company's Board and management committed to a plan to sell Springer mining Company ("SMC") and the Taylor mill. Since initiating the process, active negotiations have been held related to the sale of these assets. During the fourth quarter of 2016, the Company received $297,954 from the sale of multiple pieces of equipment at the Taylor mill. On January 17, 2017 the Company announced that it has reached an agreement with Till Capital and its wholly owned subsidiary Resource Re to exchange the remaining balance of US$3.97 million in principal and interest due to Resource Re on an original promissory note of US$4.5 million for 100% of the shares of SMC. The Company currently considers it highly probable the sales of the remaining Taylor mill assets will be completed within one year. Thus, pursuant to IFRS 5 *Non current Assets Held for Sale and Discontinued Operations* ("IFRS 5"), those assets are classified as assets held for sale and are measured at the lower of carrying amount and fair value less cost to sell at December 31, 2016.

Changes to Company's management

On January 22, 2016, Timothy P. Leybold resigned his position as Chief Financial Officer.

On January 22, 2016, the Company appointed Weiying ("Mary") Zhu as Chief Financial Officer. Ms. Zhu is a Certified Public Accountant ("CPA") and Certified Treasury Professional ("CTP") with over 20 years of experience in accounting and finance, of which 18 years is in the mining industry. Ms. Zhu presently serves as Corporate Controller of Till Capital. Prior to joining Till Capital, she served in various accounting and finance positions at Hecla Mining Company (1996 – 2015), a U.S. silver producer with operating mines in Alaska, Idaho, and Mexico, and a growing gold producer with an operating mine in Quebec, Canada. Ms. Zhu holds a master's degree in Accounting and a bachelor's degree in International Finance.

Changes to Company's Board of Directors

On May 12, 2016, the Company appointed Mr. Nathan A. Tewalt to succeed Mr. William M. Sheriff as the Chairman of the Company's Board of Directors. Mr. Sheriff resigned from the Company's Board of Directors effective May 10, 2016 in order to honor other obligations requiring significant amounts of his time. Mr. Tewalt has been a director of Silver Predator for over four years and was a former CEO of the Company, thereby putting him in a strong position to help move the Company forward with its Springer and Taylor flagship assets. Mr. Piers McDonald has also resigned from the board to pursue his other interests effective May 12, 2016.

Mr. Tewalt has over 30 years of experience in international exploration and executive management positions, with a focus on discovery in the western United States. More recently, he was a founder of Nevgold Resource Corp in 2007 (later merged with Silver Predator) and Colombian Mines in 2006, and served as the CEO for both companies. In 2006, as President and CEO of Standard Uranium, Mr. Tewalt completed a private company acquisition in Texas that resulted in the uranium explorer progressing from a private start-up in 2003, gaining a public listing in 2004, and winding up as a successful buy-out in 2006 by Energy Metals Corporation (subsequently acquired by Uranium One for US$1.8 billion). Prior to Standard Uranium, he was the co-founder and CEO of Great Basin Gold, where he and his exploration team discovered the Midas-style vein system and completed the Hollister 'Ivanhoe' Mine acquisition.

On May 20, 2016, the Company announced that Mr. Thomas H. Chadwick has been appointed to the Company's Board of Directors. Mr. Chadwick currently serves as the Vice President of Exploration for the Company. Mr. Chadwick is a Certified Professional Geologist with over 30 years of mineral exploration and production-related mining experience. A graduate of the Geoscience Program at the University of Arizona (BSc), Mr. Chadwick also conducted post-graduate studies in geology at the University of Montana. Mr. Chadwick has worked as an independent consultant both domestically and internationally for clients that include Placer Dome, AngloGold, Barrick, and Eurasian Minerals and has a reputation for excellent field mapping skills within the Western United States exploration community. Mr. Chadwick has been instrumental in a number of discoveries during his career, including the Montanore deposit in Northwest Montana and the Hollister Mine in Nevada. His work has been published in many venues, including the Geological Society of America (1995), Economic Geology (1996), Mineralogy and Petrology (1997) and the Nevada Bureau of Mines and Geology (Santa Reina Fields 7.5' map, 2006).

On June 23, 2016, all of the incumbent directors of the Company were re-elected at the Company's Annual General Meeting.

OUTLOOK

The Company's continued operations are dependent on its ability to monetize assets and sell its assets held for sale or raise additional funding from loans or equity financings or through other arrangements. There is no assurance that the sale of assets or future financing initiatives will be successful. These conditions give rise to a material uncertainty which casts significant doubt on the Company's ability to continue as a going concern and, therefore, its ability to realize its assets and discharge its liabilities in the normal course of business. The financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the Company be unable to continue as a going concern. Such adjustments could be material.

Management intends to pursue the sale of a portion of the Company's remaining assets, in order to provide capital that will enable the Company to seek new exploration project acquisitions. Those acquisitions may involve cash or share-based purchases, or some combination thereof, and may also result in the Company raising additional capital from the public market via the issuance of new shares.

FINANCIAL HIGHLIGHTS

	2016				2015			
	Oct - Dec 2016	Jul - Sept 2016	Apr - Jun 2016	Jan - Mar 2016	Oct - Dec 2015	Jul - Sept 2015	Apr - Jun 2015	Jan - Mar 2015
Operating expenses	$ (109,504)	$ (186,328)	$ (162,916)	$ (131,956)	$ (94,287)	$ (120,046)	$ (114,638)	$ (204,506)
Interest expense, net	320,210	(407,636)	(544,110)	(153,692)	(133,675)	(130,826)	(120,746)	(148,637)
Gain (loss) on derivative asset	—	—	—	—	(3,437,110)	(178,042)	1,173,661	254,047
Gain (loss) on sale of fixed assets and investments	266,525	35,966	(1,810)	59,839	56,609	(6,978)	(51,219)	—
Write-off of assets	(1,315,087)	—	—	—	(1,319,528)	(4,373,443)	(357,491)	(101,504)
Foreign exchange gain (loss)	(105,496)	(66,052)	3,277	279,781	(147,509)	(329,971)	125,307	(413,325)
Other income (expenses)	70	(289)	42,304	—	—	—	—	—
Loss from Discontinued Operation	—	—	—	—	—	(89,685)	—	—
Net income (loss)	$ (943,282)	$ (624,339)	$ (663,255)	$ 53,972	$(5,075,500)	$(5,228,991)	$ 654,874	$ (613,925)
Cumulative translation adjustment	177,007	113,308	(6,737)	(550,922)	302,482	853,315	(1,050,162)	1,828,109
Unrealized gain (loss) on investments	(20,000)	—	—	22,225	(56,609)	6,848	(47,464)	75,000
Comprehensive income (loss)	$ (786,275)	$ (511,031)	$ (669,992)	$ (474,725)	$(4,829,627)	$(4,368,828)	$ (442,752)	$ 1,289,184
Basic and diluted net income (loss) per share	$ (0.01)	$ (0.00)	$ (0.01)	$ 0.00	$ (0.04)	$ (0.04)	$ 0.01	$ (0.01)
Total assets	$ 7,939,006	$ 9,222,436	$ 8,426,506	$ 8,522,479	$ 9,150,357	$13,612,083	$17,206,977	$18,213,136
Total non-current financial liabilities	$ —	$ —	$ —	$ 2,049,347	$ 2,191,888	$ 2,119,195	$ 1,952,634	$ 3,875,820

In the first quarter of the fiscal year ended December 31, 2015, the Company incurred operating expenses of approximately $0.4 million, asset write-offs of fixed assets at Springer of approximately $0.1 million, foreign exchange loss of approximately $0.4 million, and a gain on the derivative asset of approximately $0.3 million, resulting in net loss of approximately $0.6 million for the quarter.

In the second quarter of the fiscal year ended December 31, 2015, the Company incurred operating expenses of approximately $0.2 million, asset write-offs of approximately $0.4 million, foreign exchange gain of approximately $0.1 million, and a gain on the derivative asset of approximately $1.2 million due to the decline in the price of the Company's shares, resulting in net income of approximately $0.7 million for the quarter.

In the third quarter of the fiscal year ended December 31, 2015, the Company incurred operating expenses of approximately $0.4 million, asset write-offs mostly related to the Taylor property of approximately $4.4 million, foreign exchange loss of approximately $0.3 million, and a loss on the derivative asset of approximately $0.2 million due to the increase in the price of the Company's shares, resulting in net loss of approximately $5.2 million for the quarter.

In the fourth quarter of the fiscal year ended December 31, 2015, the Company incurred operating expenses of approximately $0.3 million, asset write-offs mostly related to the Taylor property of approximately $1.3 million, foreign exchange loss of approximately $0.1 million, and a loss on the derivative asset of approximately $3.4 million, resulting in net loss of approximately $5.1 million for the quarter.

In the first quarter of the fiscal year ended December 31, 2016, the Company incurred operating expenses of approximately $0.2 million and foreign exchange gain of approximately $0.3 million, resulting in net income of approximately $0.1 million for the quarter.

In the second quarter of the fiscal year ended December 31, 2016, the Company incurred operating expenses of approximately $0.7 million resulting in net loss of approximately $0.7 million for the quarter.

In the third quarter of the fiscal year ended December 31, 2016, the Company incurred operating expenses of approximately $0.6 million resulting in net loss of approximately $0.6 million for the quarter.

In the fourth quarter of the fiscal year ended December 31, 2016, the Company had operating income of approximately $0.4 million due to the gain on the sale of fixed assets and negative interest expense due to adjustments to the Promissory Note carrying value, partially offset by operating expenses. The Company also had asset write-offs of $1.3 million due to the write-down of assets held for sale and foreign exchange loss of approximately $0.1 million, resulting in net loss of approximately $0.9 million for the quarter.

Results of operations for the three months ended December 31, 2016

The net loss for the three months ended December 31, 2016 is $943,282 (three months ended December 31, 2015 - $5,075,500). Individual items contributing to the change of $4,132,218 are as follows:

- There was no gain or loss on derivative asset in the three months ended December 31, 2016 (three months ended December 31, 2015 - loss of $3,437,110) due to the amendment of the Promissory Note to remove the share settlement option. As of December 31, 2016, there was no derivative asset related to the Promissory Note.

- Write-off of assets includes a write-down of assets held for sale in the three months ended December 31, 2016 of $1,315,087 due to the extinguishment of the Promissory Note in January 2017 in exchange for 100% of the outstanding shares of SMC. The fair value less sales costs of the net assets of SMC was determined to equal the carrying value of the Promissory Note plus accrued interest at December 31, 2016 resulting in the write-down of assets held for sale. During the three months ended December 31, 2015, the Company recorded a write-down of $1,319,528 in its Taylor assets due to the remeasurement as a result of the Taylor assets being classified as assets held for sale.

- Negative interest expense in the three months ended December 31, 2016 of $320,210 (three months ended December 31, 2015 - interest expense of $133,675) is due to adjustments to the Promissory Note carrying value.

- Increase gain from sale of assets and investments in the three months ended December 31, 2016 of $209,916 to $266,525 (three months ended December 31, 2015 - $56,609) due primarily to the sale of equipment at the Taylor mill.

Results of operations for the twelve months ended December 31, 2016

The net loss for the twelve months ended December 31, 2016 is $2,176,904 (twelve months ended December 31, 2015 - $10,263,542). Individual items contributing to the change of $8,086,638 are as follows:

- There was no gain or loss on derivative asset in the twelve months ended December 31, 2016 (twelve months ended December 31, 2015 - $2,187,444) due to the amendment of the Promissory Note to remove the share settlement option. As of December 31, 2016, there was no derivative asset related to the Promissory Note.

- Write-off of assets includes a write-down of assets held for sale in the twelve months ended December 31, 2016 of $1,315,087 due to the extinguishment of the Promissory Note in January 2017 in exchange for 100% of the outstanding shares of SMC. The fair value less sales costs of the net assets of SMC was determined to equal the carrying value of the Promissory Note plus accrued interest at December 31, 2016 resulting in the write-down of assets held for sale. During the twelve months ended December 31, 2015, the Company wrote off Illinois Creek property in the amount of $370,670 and wrote down the Taylor property in the amount of $5,614,211 due to the re-measurement as a result of Taylor assets being classified as assets held for sale.

- Increased gain from sale of assets and investments in the twelve months ended December 31, 2016 of $362,108 to $360,520 (twelve months ended December 31, 2015 - loss of $1,588) was due primarily to the sale of equipment at the Taylor mill.

- Foreign exchange loss in the twelve months ended December 31, 2016 decreased by $877,008 to a gain of $111,510 (twelve months ended December 31, 2015 - loss of $765,498) due to the strengthening of the Canadian dollar compared to the US dollar during the twelve months ended December 31, 2016 compared to the weakening of the Canadian dollar compared to the US dollar during the twelve months ended December 31, 2015. The Promissory Note and the short term note are both denominated in US dollar.

- Interest expense increased by $251,344 to $785,228 in the twelve months ended December 31, 2016 (twelve months ended December 31, 2015 - $533,884) due to the amendments of the Promissory Note to increase the interest rate from 4% to 10% during the second quarter of 2016 and from 10% to 14% in the third and fourth quarters of 2016. The fair value of the Promissory Note is estimated using a discounted future cash flow calculation, the higher interest rate increased the future cash flow thus increased the accreted interest.

Cash flows for the year ended December 31, 2016

Cash outflows from operating activities increased by $78,340 to $628,971 (twelve months ended December 31, 2015 – $550,631) due primarily to a reduction in related party payable of $99,870 which related to services provided by Till Capital in 2015 and paid in 2016.

Cash inflows from investing activities increased by $689,923 to $333,855 (twelve months ended December 31, 2015 – outflows of $356,068) due to a decrease in exploration costs of $191,665, an increase in proceeds from the sale of marketable securities of $138,525, and proceeds from the sale of equipment and mineral property of $359,733 in 2016 (2015 - $nil).

Cash flows from financing activities increased by $250,429 to $631,854 (twelve months ended December 31, 2015 – $381,425) due to proceeds net of issuance costs of $732,556 received from a private placement, partly offset by net repayments on the working capital promissory note of $100,702 during the twelve months ended December 31, 2016 compared to proceeds from the working capital promissory note of $381,425 in the twelve months ended December 31, 2015.

Financial position

The increase in cash and equivalents of $336,738 to $364,139 (December 31, 2015 - $27,401) was due primarily to the private placement net of issuance costs of $732,556, proceeds from the sale of marketable securities of $156,362, and proceeds from the sale of equipment and mineral property of $359,733, partly offset by operating expenditures of $628,971.

Investments decreased $153,350 to $nil as of December 31, 2016 (December 31, 2015 - $153,350) as a result of the sale of shares in West Red Lake Gold (formerly Hylake Gold Inc.) for $156,362 and a write-down of Plan B Minerals for $20,000.

Assets held for sale decreased $1,340,483 to $5,264,957 as of December 31, 2016 (December 31, 2015 - $6,605,440) due mostly to the write-down of $1,315,087 resulting from the determination that the fair value less sales costs of the net assets of SMC is equal to the carrying value of the Promissory Note plus accrued interest. See Note 4 of the December 31, 2016 audited condensed consolidated financial statements for more details.

Reclamation bonds decreased $49,020 to $123,617 as of December 31, 2016 (December 31, 2015 - $172,637) due to the classification of the Springer bonds to assets held for sale and the effect of changes in the foreign exchange rate.

Mineral properties decreased $5,870 to $2,142,670 as of December 31, 2016 (December 31, 2015 - $2,136,800) due primarily to the effect of changes in the foreign exchange rate, partially offset by capitalized exploration expenditures of $73,102.

Accounts payable increased $429,266 to $602,334 as of December 31, 2016 (December 31, 2015 - $173,068) due primarily to increased interest payable of $437,977 as a result of the amendments of the Promissory Note to increase the interest rate from 4% to 10% during the second quarter of 2016 and from 10% to 14% in the third quarter of 2016.

The promissory notes balance increased $116,141 to $5,025,884 as of December 31, 2016 (December 31, 2015 - $4,909,743) due mostly to the effect of changes in the foreign exchange rate and amendments of the Promissory Note to extend the due date to January 17, 2017 for the second payment and increase the interest rate from 4% to 14%.

LIQUIDITY AND CAPITAL RESOURCES

The consolidated statements of financial position have been prepared assuming the Company will continue on a going concern basis, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operations. For the twelve months ended December 31, 2016, the Company reported net cash outflow from operating activities of $628,971 and, as at that date, had a net working capital balance of $19,519 inclusive of net assets held for sale of $5,239,975 and an accumulated deficit of $36,192,856. The Company has no source of operating cash flows and, as such, the Company's ability to continue as a going concern is contingent on its ability to monetize assets or obtain additional financing.

In recognition of those circumstances, the Company reached an agreement with Till Capital and its wholly owned subsidiary Resource Re to exchange the remaining balance of US$3.97 million in principal and interest due to Resource Re for 100% of the shares of SMC (see Note 17 of the December 31,2016 audited consolidated financial for more details). The Company sold multiple pieces of equipment at the Taylor mill in the fourth quarter 2016 and received proceeds of $297,954. The Company expects to receive additional proceeds from the sale of the remaining equipment of the Taylor mill (see Note 4 of the December 31, 2016 audited consolidated financial for more details).

The Company's continued operations are dependent on its ability to monetize assets and sell its assets held for sale or raise additional funding from loans or equity financings or through other arrangements. There is no assurance that the sale of assets or future financing initiatives will be successful. These conditions give rise to a material uncertainty which casts significant doubt on the Company's ability to continue as a going concern and, therefore, its ability to realize its assets and discharge its liabilities in the normal course of business. The financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the Company be unable to continue as a going concern. Such adjustments could be material.

OUTSTANDING SHARE DATA

At the date of this report, the Company has 143,049,192 issued and outstanding common shares, 200,000 outstanding warrants at a weighted average exercise price of $0.14, and 4,100,000 stock options outstanding at a weighted average exercise price of $0.09.

RELATED PARTY TRANSACTIONS

During the year ended December 31, 2016, the Company incurred expenses of $174,967 (December 31, 2015 - $10,193) to directors and officers as compensation for services received.

Amounts paid to related parties were incurred in the normal course of business. The Company is party to service agreements with a subsidiary of Till Capital whereby the Company receives accounting and corporate communications services on a cost-plus recovery basis. During the year ended December 31, 2016, the Company was charged $47,803 (December 31, 2015 - $308,568) for these services. As at December 31, 2016, the amounts due to related parties totaled $nil (December 31, 2015 - $94,053).

OFF BALANCE SHEET ARRANGEMENTS

At December 31, 2016, the Company had no material off-balance sheet arrangements, such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments, or any obligations that trigger financing, liquidity, market or credit risk to the Company.

CRITICAL ACCOUNTING ESTIMATES

The preparation of consolidated financial statements in accordance with IFRS requires the use of certain critical accounting estimates and judgments. It also requires management to exercise judgment in applying the Company's accounting policies. These judgments and estimates are based on management's best knowledge of the relevant facts and circumstances taking into account previous experience, but actual results may differ from the amounts included in the financial statements.

Areas of estimation and judgment that have the most significant effect on the amounts recognized in the financial statements are:

Valuation of mineral properties

The Company follows the guidance of IFRS 6, *Exploration for and Evaluation of Mineral Resources* ("IFRS 6"), to determine when a mineral property asset is impaired. This determination requires significant judgment. In making this judgment, the Company evaluates, among other factors, the results of exploration and evaluation activities to date and the Company's future plans to explore and evaluate a mineral property.

Classification and valuation of assets held for sale

The Company follows the guidance of IFRS 5 for the classification of assets held for sale. Non-current assets classified as held for sale are measured at the lower of its carrying amount and fair value less costs to sell. In assessing classification, the Company considers all currently available information including results of ongoing sales processes.

Embedded derivative

The option to settle payments of the Company's Promissory Note in common shares at $0.05 when the prevailing share price of the Company is below $0.05, represents an embedded derivative in the form of a put option to the Company. This derivative asset was initially recognized at fair value on the date of the Acquisition and is subsequently re-measured at fair value, using the Black-Scholes-Merton option pricing model, at each reporting date, with changes in fair value recorded in profit or loss. The Promissory Note was amended in the third quarter of 2015 to remove the share settlement option, thus as of December 31, 2015 and December 31, 2016, there is no derivative asset related to the Promissory Note.

Discount rate on Promissory Note

The Promissory Note was recognized initially at fair value, and is subsequently carried at amortized cost using the effective interest rate method. The fair value of the Promissory Note was estimated using a discounted cash flow calculation, at a discount rate of 17.2% which was management's best estimate of the Company's cost of borrowing.

New standards not yet adopted

A number of new standards and amendments to standards and interpretations are not yet effective and have not been applied in preparing these consolidated financial statements. The Company is currently assessing the impact of these standards and amendments on its consolidated financial statements.

Financial Instruments

IFRS 9, *Financial Instruments* ("IFRS 9"), addresses the classification, measurement and recognition of financial assets and financial liabilities. The IASB has previously issued versions of IFRS 9 that introduced new classification and measurement requirements (in 2009 and 2010) and a new hedge accounting model (in 2013). The July 2014 publication of IFRS 9 is the complete version of the Standard, replacing earlier versions of IFRS 9 and superseding the guidance relating to the classification and measurement of financial instruments in IAS 39, *Financial Instruments: Recognition and Measurement* ("IAS 39").

IFRS 9 requires financial assets to be classified into three measurement categories: those measured at fair value through profit and loss, those measured at fair value through other comprehensive income and those measured at amortized cost. The determination is made at initial recognition. Investments in equity instruments are required to be measured by default at fair value through profit or loss. However, there is an irrevocable option to present fair value changes in other comprehensive income. Measurement and classification of financial assets are dependent on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch.

Additionally, IFRS 9 introduces a new three-stage expected credit loss model for calculating impairment for financial assets, and some modifications related to hedge accounting.

This final version of IFRS 9 will be effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company is currently evaluating the impact of the adoption of IFRS 9. No material impact expected.

Leases

On January 13, 2016, the IASB issued IFRS 16, *Leases* ("IFRS 16"), according to which, all leases will be on the balance sheet of lessees, except those that meet the limited exception criteria. The standard is effective for annual periods beginning on or after January 1, 2019. The Company is currently assessing the impact of IFRS 16 on its financial statements. No material impact expected.

RISKS AND UNCERTAINTIES

Prior to making an investment decision, investors should consider the investment risks set out below and those described elsewhere in this document, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The Directors of the Company consider the risks set out below to be the most significant to potential investors in the Company, but are not all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Directors are currently unaware, or which they consider not to be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline and investors may lose all or part of their investment.

Sale of assets and availability of financing

There is no assurance that the sale of assets or future financing initiatives will be successful. There is no assurance that additional funding will be available to the Company for additional exploration or for the substantial capital that is typically required in order to bring a mineral project to the production decision or to place a property into commercial production. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

Title matters

While the Company has performed due diligence with respect to title of its properties, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements of transfer or other adverse land claims, and title may be affected by undetected defects.

Management

The Company is dependent on a relatively small number of key personnel and management services provided by Till Capital pursuant to the intercompany service agreement. The loss of any key personnel or management services could have an adverse effect on the Company.

Economics of developing mineral properties

Mineral exploration and development involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. With respect to the Company's properties, should any mineral resource exist, substantial expenditures will be required to confirm that mineral reserves which are sufficient to commercially mine exist on its current properties, and to obtain the required environmental approvals and permits required to commence commercial operations. Should any resource be defined on such properties, there can be no assurance that the mineral resources on such properties can be commercially mined or that the metallurgical processing will produce economically viable, merchantable products. The decision as to whether a property contains a commercial mineral deposit and should be brought into production will depend upon the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and/or geologists, all of which involve significant expense. This decision will involve consideration and evaluation of several significant factors including, but not limited to: (i) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (ii) availability and costs of financing; (iii) ongoing costs of production; (iv) market prices for the minerals to be produced; (v) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (vi) political climate and/or governmental regulation and control.

The ability of the Company to sell and profit from the sale of any eventual mineral production from any of its properties will be subject to the prevailing conditions in the global minerals marketplace at the time of sale. The global minerals marketplace is subject to global economic activity and changing attitudes of consumers and other end-users' demand for mineral products. Many of these factors are beyond the control of the Company and therefore represent a market risk which could impact the long term viability of the Company and its operations.

Market risk

Market risk is the risk of loss that may arise from changes in market fluctuations such as those listed below. The fluctuations may be significant.

Foreign exchange risk

A portion of the Company's financial assets and liabilities are denominated in US dollars. The Company may raise funds in either US or Canadian dollars while major purchases and expenditures are usually transacted in US dollars. The Company also funds certain operations and exploration and administrative expenses in US dollars. The Company monitors this exposure to foreign exchange risk, but has no hedge positions. At December 31, 2016, a 5% change in the value to the US dollar as compared to the Canadian dollar would result in an immaterial change in net loss and shareholders' equity.

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents, receivables and reclamation bonds. The Company has no significant concentration of credit risk arising from operations. Cash and cash equivalents consist of cash and Guaranteed Investment Certificates (GICs), for which management believes the risk of loss to be minimal. Management believes that the credit risk concentration with respect to receivables is minimal. Reclamation bonds consist of term deposits and guaranteed investment certificates, which have been invested with reputable financial institutions, from which management believes the risk of loss to be minimal.

Interest rate risk

Interest rate risk mainly arises from the Company's cash and cash equivalents, which receive interest based on market interest rates. Fluctuations in interest cash flows due to changes in market interest rates are negligible.

The Company's borrowings are at fixed rates. The fair value of the fixed-rate Promissory Note fluctuates with changes in market interest rates, but the cash flows do not.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its current obligations as they become due. The Company prepares annual exploration and administrative budgets and monitors expenditures to manage short-term liquidity. Due to the nature of the Company's activities, funding for long-term liquidity needs is dependent on the Company's ability to obtain additional financing through various means, including equity financing. There can be no assurance that the Company will be able to obtain adequate financing or that the terms of such financing will be favourable. At December 31, 2016, the Company had a working capital balance of $19,519 inclusive of net assets held for sale of $5,239,975.

Stage of development

The Company's properties are in the development and exploration stage and the Company does not have an operating history. Exploration and development of mineral resources involves a high degree of risk and few properties which are explored are ultimately developed into producing properties. The amounts attributed to the Company's interest in its properties as reflected in its financial statements represent acquisition and exploration expenses and should not be taken to represent realizable value. There is no assurance that the Company's exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors such as unusual or unexpected geological formations, and other conditions.

Profitability of operations

The Company is not currently operating profitably and it should be anticipated that it will operate at a loss at least until such time as production is achieved from one of the Company's properties, if production is, in fact, ever achieved. The Company has never realized an operating profit. Investors also cannot expect to receive any dividends on their investment in the foreseeable future.

Mineral Industries competition is significant

The international mineral industries are highly competitive. The Company will be competing against competitors that may be larger and better capitalized, have state support, have access to more efficient technology, and have access to reserves minerals that are cheaper to extract and process. As such, no assurance can be given that the Company will be able to compete successfully with its industry competitors.

Fluctuations in metal prices

The Company's future revenues, if any, are expected to be in large part derived from the future mining and sale of metals or interests related thereto. The prices of these commodities have fluctuated widely, particularly in recent years, and are affected by numerous factors beyond the Company's control, including international economic and political conditions, expectations of inflation, international currency exchange rates, interest rates, global or regional consumption patterns, speculative activities, levels of supply and demand, increased production due to new mine developments and improved mining and production methods, availability and costs of metal substitutes, metal stock levels maintained by producers and others and inventory carrying costs. The effect of these factors on the prices of metals, and therefore the economic viability of the Company's operations, cannot be accurately predicted. Depending on the price obtained for any minerals produced, the Company may determine that it is impractical to commence or continue commercial production.

The Company's operations are subject to operational risks and hazards inherent in the mining industry

The Company's business is subject to a number of inherent risks and hazards, including environmental pollution: accidents: industrial and transportation accidents, which may involve hazardous materials: labour disputes: power disruptions: catastrophic accidents: failure of plant and equipment to function correctly: the inability to obtain suitable or adequate equipment: fires: blockades or other acts of social activism: changes in the regulatory environment: impact of non-compliance with laws and regulations: natural phenomena, such as inclement weather conditions, underground floods, earthquakes, pit wall failures, ground movements, tailings, pipeline and dam failures and cave-ins; and encountering unusual or unexpected geological conditions and technical failure of mining methods.

There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the Company's mineral properties, personal injury or death, environmental damage, delays in the Company's exploration or development activities, costs, monetary losses and potential legal liability and adverse governmental action, all of which could have a material and adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.

Government regulation

The Company's mineral exploration and planned development activities are subject to various laws governing prospecting, mining, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. Although the Company believes its exploration and development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development.

Many of the mineral rights and interests of the Company are subject to government approvals, licenses and permits. Such approvals, licenses and permits are, as a practical matter, subject to the discretion of applicable governments or governmental officials. No assurance can be given that the Company will be successful in maintaining any or all of the various approvals, licenses and permits in full force and effect without modification or revocation. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from continuing or proceeding with planned exploration or development of mineral properties. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations or applicable laws or regulations.

Amendments to current laws and regulation governing operations or more stringent implementation thereof could have a substantial impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Future sales of common shares by existing shareholders

Sales of a large number of common shares in the public markets, or the potential for such sales, could decrease the trading price of the common shares and could impair the Company's ability to raise capital through future sales of common shares. Substantially all of the common shares can be resold without material restriction in Canada.

The Company could be deemed a Passive Foreign Investment Company which could have negative consequences for U.S. investors

Depending upon the composition of the Company's gross income or its assets, the Company could be classified as a Passive Foreign Investment Company ("PFIC") under the United States tax code. If the Company is declared a PFIC, then owners of the common shares who are U.S. taxpayers generally will be required to treat any "excess distribution" received on their common shares, or any gain realized upon a disposition of common shares, as ordinary income and to pay an interest charge on a portion of such distribution or gain, unless the taxpayer makes a Qualified Electing Fund ("QEF") election or a mark-to-market election with respect to the common shares. A U.S. taxpayer who makes a QEF election generally must report on a current basis its share of the Company's net capital gain and ordinary earnings for any year in which the Company is classified as a PFIC, whether or not the Company distributes any amounts to its shareholders. U.S. investors should consult with their tax advisor for advice as to the U.S. tax consequences of an investment in the common shares.

INFORMATION REGARDING FORWARD LOOKING STATEMENTS

This Management's Discussion and Analysis of Financial Condition and Results of Operations contains "forward-looking information" which include, but is not limited to, information about the transactions, statements with respect to the future financial or operating performances of the Company and its projects, the future price of silver, the future price of gold, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production revenues, margins, costs of production, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, cost and timing of plant and equipment, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation and rehabilitation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of pending litigation and regulatory matters. Often, but not always, forward-looking information statements can be identified by the use of words such as "proposes", "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might", or "will" be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities and feasibility studies; assumptions in economic evaluations that may prove inaccurate; fluctuations in the value of the Canadian or US dollar; future prices of silver; future prices of gold; possible variations of ore grade or recovery rates; failure of plant or equipment or failure to operate as anticipated; accidents; labour disputes or slowdowns or other risks of the mining industry; climatic conditions; political instability; or arbitrary decisions by government authorities.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this Management's Discussion and Analysis of Financial Condition and Results of Operations based on the opinions and estimates of management, and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

SUBSEQUENT EVENTS

Exchange of Promissory Note for Shares of SMC

On January 17, 2017, the Company announced that it reached an agreement with Till Capital and its wholly owned subsidiary Resource Re to exchange the remaining balance of US$3.97 million in principal and interest due to Resource Re on an original Promissory Note of US$4.5 million for 100% of the shares of SMC, subject to receipt of any required regulatory approvals, including approval of the TSX-V. The principal asset of the SMC is the Springer tungsten mine and mill facility located near Winnemucca, NV. Resource Re owns a 64% controlling interest in the Company.

Changes to Company's Board of Directors and Management

On February 23, 2017, the Company announced that Dr. John T. ("Terry") Rickard had been appointed to the Company's Board of Directors. Dr. Rickard has been a Director of Till Capital since July, 2015, and has served as Chief Executive Officer (CEO) of Till Capital since January, 2016. Till Capital, through its wholly owned subsidiary Resource Re, owns approximately 64% of the outstanding shares of Silver Predator. Dr. Rickard has also been appointed as CEO of the Company, replacing Michael G. Maslowski, who tendered his resignation as Director and CEO of Silver Predator Corp. effective February 28, 2017. Mr. Maslowski will be retained as a consultant to the Company to assist in the transition and to provide geological expertise on an on-going basis. Dr. Rickard has been granted options to purchase 500,000 common shares of Silver Predator Corp. at an exercise price of $0.06 per share.