



**THIRD QUARTER OF 2016**  
**(September 30, 2016)**

**RADISSON MINING RESOURCES INC.**

## MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's discussion and analysis (MD&A), prepared in compliance with the provisions of Form 51-102F1, approved by the Board of Directors and dated November 24, 2016, should be read in conjunction with the interim financial statements as at September 30, 2016.

The interim financial statements for the nine months ended September 30, 2016 were prepared in accordance with International Financial Reporting Standards ("IFRS").

The reporting currency is the Canadian dollar (CAD) and all amounts presented in the MD&A are in Canadian dollars.

### FORWARD-LOOKING INFORMATION

The MD&A contains forward-looking statements that reflect, at the date of the MD&A, the Company's expectations, estimates and projections with regard to its operations, the mining industry in general, and the economic environment in which it operates. Although reasonable, the statements entail a certain amount of risk and uncertainty and there is no guarantee that they will prove to be accurate. Consequently, actual results could be materially different from those implied or expressed by these forward-looking statements.

### TOTAL HOLDINGS

Radisson has a portfolio of five properties, covering a total area of 8,752.02 hectares. Canada's political system is stable, and Quebec has a great deal to offer in terms of tax benefits, access to a qualified workforce and suppliers recognized for their expertise in the mining sector.

It should be pointed out again that Radisson's most promising properties, O'Brien and Kewagama, are located in the province of Quebec, which is still recognized as an attractive jurisdiction for exploration and mine development.

### PROPERTIES IN QUEBEC (AS AT SEPTEMBER 30, 2016)

Property	Number of Claims	Area (hectares)	Mineralization	Interest
Douay	30	1,522.48	Gold	100%
Estrades	14	590.60	Copper, silver	100%
OBrien	21	637.10	Gold	100%
Lac Gouin - SSO	7	392.65	Phosphate	100%

### O'BRIEN PROJECT

Radisson's main asset, the O'Brien gold project, consisting of three zones (Old O'Brien, Zone 36 East and Kewagama), is located approximately 8 km west of producing gold mine, Lapa, owned by Agnico-Eagle, and right next to Globex's Central-Cadillac and Wood-Pandora properties, to the east. All these properties lie within the Abitibi gold belt, in the Malartic-Cadillac sector, and are cut by the prolific Cadillac Break. This major fault crosses Radisson's properties over about 4.5 km along their full length.

The O'Brien project, located halfway between the towns of Rouyn-Noranda and Val-d'Or, comprises 21 claims covering a total area of 637.10 hectares. The project is located about 3.7 km southeast of Agnico-Eagle's LaRonde mine, now over 3,000 meters (10,000 feet) in depth.

The O'Brien project hosts the former O'Brien Mine, which is considered to have been the richest mine in Quebec and the main gold producer of the Cadillac Mining Camp when it was in operation, with a production, from 1926 to 1957, of 587,121 ounces of

gold from 1,197,147 tons of ore for an average recovered grade of 15.25 g/t (43-101 Technical Report, InnovExplo, April 2015). This mine reached a depth of 3,450 feet (1,051 meters) below surface.

**New National Instrument 43-101 Technical Report (Filed on SEDAR on January 29, 2016)**

Independent consulting firm InnovExplo completed a new mineral resource estimate of the O'Brien project using 3D block model method. The mineral resource update includes exploration work completed by Radisson on 36E and Kewagama areas between 2007 and 2012.

**April 10, 2015 resource estimate highlights are presented below:**

- 13% increase in indicated resources, for a total of 119,819 ounces Au
- 181% increase in inferred resources, for a total of 188,466 ounces Au
- The Kewagama zone was incorporated into the current mineral resource estimate
- The current resource estimate includes the 36 East and Kewagama zones
- Potential for expanding resources laterally and at depth

**2015 – O'Brien Project – Mineral Resource Estimate at a 3.5 g/t Au Cut-Off (O'Brien and Kewagama Claim Blocks)**

**Sensitivity to Other Cut-Off Scenarios**

Indicated					Inferred				
Zone	Cut-off	Tonnage	Grade	Ounces	Zone	Cut-off	Tonnage	Grade	Ounces
All Zones	2.00	1,384,700	4.22	188,049	All Zones	2.00	3,388,500	3.64	396,601
	2.50	991,200	5.01	159,770		2.50	2,254,100	4.36	315,725
	3.00	748,800	5.75	138,456		3.00	1,525,300	5.12	251,293
	3.50	570,800	6.53	119,819		3.50	918,300	6.38	188,466
	4.00	444,300	7.33	104,676		4.00	663,500	7.42	158,273
	5.00	320,800	8.43	86,939		5.00	486,200	8.52	133,245

- The Independent and Qualified Persons for the Mineral Resource Estimate, as defined by NI 43-101, are Pierre-Luc Richard, P.Geo., M.Sc. and Alain Carrier, P.Geo., M.Sc., of InnovExplo Inc., and the effective date of the estimate is April 10, 2015.
- Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability.
- The resource model includes the previously named 36E and Kewagama zones. The historical O'Brien mine area is not included in this resource as it is not compiled nor validated at the time this estimate is being published. The model includes 56 gold-bearing zones; not all of which include resources at the official cut-off grade. A dilution envelope was also modelled, but no resource at the official cut-off grade is being reported for said envelope.
- Results are presented in situ and undiluted.
- Sensitivity scenarios were compiled at 2.0, 2.5, 3.0, 3.5, 4.0 and 5.0 g/t Au cut-off grades. The official resource is reported at 3.5 g/t Au cut-off grade.
- Cut-off grades must be re-evaluated in light of prevailing market conditions (gold price, exchange rate and mining cost).
- A fixed density of 2.67g/cm<sup>3</sup> was used for all zones.
- A minimum true thickness of 1.5 m was applied, using the grade of the adjacent material when assayed, or a value of zero when not assayed.
- High grade capping (Au) was done on raw assay data and established on a sector basis (Western zones: 65 g/t, Eastern zones: 30 g/t, Western dilution zone: 3.5 g/t Eastern dilution zone: 4.0 g/t).
- Compositing was done on drill hole intercepts falling within the mineralized zones (composite = 0.80 m).
- Resources were evaluated from drill hole using a 2-pass inverse squared distance (ID2) interpolation method in a block model (block size = 3 m x 3 m x 3 m).
- The inferred category is only defined within the areas where blocks were interpolated during pass 1 or pass 2. The indicated category is only defined in areas where the maximum distance to closest drill hole composite is less than 20m for blocks interpolated in pass 1. Reclassification was conducted locally in order to respect CIM guidelines.
- Ounce (troy) = metric tons x grade / 31.10348. Calculations used metric units (metres, tonnes and g/t).
- The number of metric tons was rounded to the nearest hundred. Any discrepancies in the totals are due to rounding effects; rounding followed the recommendations in NI 43-101.
- InnovExplo is not aware of any known environmental, permitting, legal, title-related, tax, socio-political, marketing or other relevant issue that could materially affect the Mineral Resource Estimate.

**New National Instrument 43-101 Technical Report (Filed on SEDAR on January 29, 2016)**

With purpose of defining economic potential of known mineralized sectors 36E and Kewagama, in 2015 Radisson mandated InnovExplo to prepare a PEA for the O'Brien project. The PEA is based on the *Technical report for the O'Brien project* resource estimate deposited on June 4<sup>th</sup>, 2015 for the O'Brien project. Resource estimate is based on a cut-off of 3.5g/t Au and a minimum true thickness of 1.5 meters. For the purpose of the PEA, in order to reflect mining methods and a gold price of U\$1,180, an average cut-off grade of 5.21 g/t Au has been used for stopes design.

Highlights of PEA for the O'Brien project are presented below:

**Production profile (Diluted Head grade after mining)**

<b>Year</b>	<b>Tonnes</b>	<b>Grade (g/t Au)</b>	<b>Au ounces recovered</b>
Preproduction	3,196	7.05	663
Preproduction	66,668	6.47	12,682
1	158,574	6.87	32,057
2	169,891	7.04	35,206
3	186,934	5.50	30,261
4	127,259	6.53	24,439
<b>Total</b>	<b>712,521</b>	<b>6.46</b>	<b>135,308</b>

**Base case assumptions and highlights**

<b>Parameters</b>	<b>Results</b>
<b>Current mineral resources included (indicated and inferred)</b>	712,521 tons @ 6.46 g/t Au
<b>Mill recovery</b>	91,5%
<b>Life of mine « LOM » (including 24 months of preproduction)</b>	6 years
<b>Daily mine production</b>	440 tpd
<b>Gold recovered over the life of mine</b>	135,308 oz
<b>Gold price (US \$)</b>	\$1,180
<b>Exchange rate</b>	1.25
<b>Gold price (CAD \$)</b>	\$1,475
<b>Total gross revenue</b>	199.6M
<b>Preproduction capital cost</b>	36.8M
<b>Average operating cost per tonne</b>	\$178/tonne
<b>Average operating cost per ounce in US\$</b>	US \$752 /ounce
<b>Pre tax</b>	
<b>NPV (at 5% discount rate)</b>	0.2M\$
<b>Internal rate of return</b>	5.18%
<b>Payback period (years)</b>	5.6 years
<b>After tax</b>	
<b>NPV (at 5% discount rate)</b>	(1.9) M\$
<b>Internal rate of return</b>	3.15%
<b>Payback period (years)</b>	5.8 years

## Recommendations

InnovExplo made the following recommendations over two phases as the next steps of the O'Brien project. Radisson will include these recommendations in whole or in part to the O'Brien project development plan.

### Phase 1

1. A property-scale compilation should be updated, including:
  - a. 3D compilation of the remaining historical openings of the old O'Brien Mine
  - b. Compilation of historical data (drill holes, channel samples, etc.)
2. 25,000 meters exploration drill program with purpose of:
  - a. Targeting the currently identified areas of interests in the PEA
  - b. Targeting the discovery of additional zones over the entire project
3. Stakeholder mapping and communication plan
4. Baseline environmental study
5. 3D model and resource estimate update
  - a. Including compiled and validated historical drill holes
  - b. Future drill holes

According to the results of the updated resource estimate

6. Complete a PEA update

### Phase 2 – Contingent upon success of Phase 1

1. 25,000 meters surface exploration and conversion drill program
2. 3D model and resource estimate update
3. Underground development program including a bulk sample to confirm metallurgy and continuity of mineralized zones

### Qualified person

All technical data in relation to the PEA and the resource estimate were extracted from Radisson's press release dated December 15, 2015 and April 20, 2015.

## OTHER PROPERTIES IN QUEBEC

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Radisson intends to concentrate its efforts on the O'Brien project. It is not planning any work or expenditures on its Douay and Estrades properties for the foreseeable future (these two properties are available for option).

## PROMOTION

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The Company took part in the following events:

- October 2016 – AEMQ XPLOR 2016 conference, Place Bonaventure, Montreal, Qc
- March 2016 – PDAC International Trade Show & Investors Exchange
- The President, Mario Bouchard, stepped up meetings with potential investors
- The corporation was an associate producer for the TV show: AT minière: Il était une fois dans l'Ouest québécois.
- The corporation maintained a strong presence on multiple social media platform
- The corporation closed a crowdfunding private placement on innovate platform of Red Cloud Klondike Strike

## EQUITY FINANCING

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On August 11, the company closed the first tranche of a \$ 2,000,000 private placement. Under the terms of the offering, the company issued 2,975,000 flow-through shares at a price of \$0.20 for a gross proceed of \$ 595,000. In parallel the company issued 2,700,000 units at a price of \$0.15 per unit for a gross proceed of \$405,000.00. Each Unit consists of one class A share of the share capital of Radisson and one half-share purchase warrant ("1/2 Warrant"). Each full Warrant entitles its holder thereof to purchase one class A share at a price of \$0.20 until February 11, 2018. In accordance with Canadian securities laws, the securities issued and issuable in the first tranche of this private placement are subject to a four-month hold period expiring on December 12, 2016. Finder's fee were paid to Red Cloud Klondike Strike (« RCKS »), under a finder's fee agreement between RCKS and the Company, pursuant to which Radisson paid RCKS a 7% cash fee, for total of \$47,250 and 350,000 finder's warrants entitling RCKS to acquire one class A share of the share capital of Radisson at \$0.20 until February 11, 2018.

The private placement was oversubscribed on the final tranche. On September 22, 2016, the company raised a gross proceed of \$1,590,000 through the issuance of 7,500,000 flow-through shares at a price of \$0.20 and 600,000 hard units (the "Unit") at a price of \$0.15. Each Unit consists of one class A share of the share capital of Radisson and one half-share purchase warrant ("1/2 Warrant"). Each full Warrant entitles its holder thereof to purchase one class A share at a price of \$0.20 until March 22, 2018. In accordance with Canadian securities laws, the securities issued and issuable in the first tranche of this private placement are

subject to a four-month hold period expiring on January 23, 2017. Under a finder's fee agreement between Red Cloud Klondike Strike ("RCKS") and the Company, Radisson paid a 7% cash fee, for total of \$111,300 and 567,000 finder's warrants entitling the holder thereof to acquire one class A share of the share capital of Radisson at \$0.20 until March 22, 2018.

## EXPLORATION PROGRAM

On January 29 2016, the Corporation filed the 43-101 technical report relating to the PEA of the O'Brien project. One of the recommendations included in this report was to complete a 25,000 m drill program targeting areas of interest proposed in PEA mine design, ore shoots included in current mineral resource estimate and exploration targets on the scale of the property.

Hence, during the first six months of 2016, the corporation completed a 6,200m drill program targeting the extension and potential discovery of ore shoots within current mineral resources of the O'Brien project. Up to date, 12 holes totalling 6,000 m were completed. Assays from four six holes were published on April 20 2016 and June 1 2016. In addition to interesting results obtained in targeted areas, the corporation was surprised to obtain strong results south of targets in Pontiac Group sedimentary rocks. These results include an 12.73 g/t Au intersection over 1.0m (including 23.79 g/t Au over 0.5m) ([See Press release of April 20 2016](#)). On October 2016, the company announced the start of a 10,000 m drill program. In parallel, the company is working on compilation of historic drilling that crossed the Pontiac sedimentary rocks group, historic data compilation over the O'Brien project to build a unique and homogenized database.

## STOCK MARKET

The Company's shares have been listed on the stock market under the symbol RDS since 1986. Radisson has met the Tier 2 listing requirements of the TSX Venture Exchange (TSX-V).

## SELECTED ANNUAL INFORMATION (IFRS)

Highlights of the last three fiscal years

	Fiscal year ended December 31		
	(in thousands of dollars except for amounts per share)		
	2015	2014	2013
	\$	\$	\$
Total assets	8,908	8,617	7,771
Revenues	-	12	-
Net loss	(556)	(240)	(439)
Net loss per share	(0.007)	(0.003)	(0.0006)
Long-term debt	-	-	-

## SUMMARY OF QUARTERLY RESULTS

(in thousands of dollars except for amounts per share)

Quarter	Total Income	Net Loss	Basic and Diluted Loss per Share
	\$	\$	\$
September 2014	12	(38)	(0.00)
December 2014	-	(51)	(0.00)
March 2015	-	(66)	(0.00)
June 2015	-	(215)	(0.00)
September 2015	-	(164)	(0.00)
December 2015	-	(111)	(0.00)
March 2016	-	42	(0.00)
June 2016	-	(122)	(0.00)
September 2016	-	(178)	(0.00)

## SUMMARY OF FINANCIAL ACTIVITIES FOR THE QUARTER ENDED SEPTEMBER 30, 2016

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Because of its area of activities, the Company does not generate regular revenue and must depend on issuing shares and on the interest income generated by its investments to cover its operating expenses. It also ensures its survival by signing option agreements on some of its mining properties.

For the nine months ended September 30, 2016, there was \$ 5,000 revenue, for the nine months ended September 30, 2015 had realized no gain on disposal of investment. (Between June 30 and September 30, the company sold 20,000 shares of Balmoral Resources Ltd. representing \$ 24,000 in cash.)

For the nine months ended September 30, 2016, the Company incurred Expert and subcontractors expenses of \$81,000, compared with expenses of \$57,750 for the same period in 2015. An increase of \$13,500 is explained by charges from the CFO Secretary-treasurer being reported under Expert and subcontractors expenses in 2016. Also, in June 2015, the board of directors granted the President & CEO an increase from \$6,250 to \$7,500 monthly fees.

For the nine months ended September 30, 2016, the Company incurred stock-based compensation and payments of \$42,370 compared with expenses of \$41,650 for the same period in 2015. These expenses are represented by stock options awarded to the board of directors.

For the nine months ended September 30, 2016, the Company incurred Professional fees expenses of \$34,416 compared with expenses of \$32,010 for the same period in 2015. The company does not expect any significant increase in professional fees expenses in 2016.

For the nine months ended September 30, 2016, the Company incurred Salaries and employee benefits expenses of \$50,162 compared with expenses of \$67,601 for the same period in 2015. This decrease is offset by CFO, Secretary-Treasurer expenses being reported to Expert and subcontractors expenses.

For the nine months ended September 30, 2016, the Company incurred Travelling and promotion expenses of \$51,070 compared with expenses of \$35,275 for the same period in 2015. The increase is due to the multiplication of meetings with retail investors and institutional investors in Canada. From time to time third parties were paid to set up meetings with potential investors in Canada.

For the nine months ended September 30, 2016, the Company incurred Information to shareholders expenses of \$34,804 compared with expenses of \$53,934 for the same period in 2015. The decrease is mainly due to the hiring of Investing news Network in 2015 to increase investor awareness on the web and on social media. The contract ended in March 2016 and was not renewed.

For the nine months ended September 30, 2016 the Company incurred Listing and registration fees expenses of \$53,271 compared with expenses of \$32,359. These expenses usually impact period ending on June 30 and September 30. In 2015, a provision for prepaid expenses was accounted. Such writing was not reported in 2016, resulting in an increase estimated at \$7,932 for the period ended on September 30, 2016. Expenses related to the annual meeting and board of directors meeting also increased by \$9,375 in 2016. An increase of \$10,581 for registration fees expenses is explained by the expansion of the shareholder base and by the increase in cost of the transfer agent.

For the nine months ended September 30, 2016, the net loss amounted to \$178,479 compared with a net loss of \$286,973 for the same period in 2015.

In addition to the variations in administrative costs already explained above, the Company recorded \$208,352 (\$172,095 in 2015) as deferred income and mining taxes following the completion of exploration work during the period.

Because it is a public company and due to the nature of its operations, Radisson experiences operating losses every quarter.

The Company is continuing to carefully control its expenditures in order to extend its liquid assets while avoiding unnecessary dilution of its outstanding shares. The Company's management continues to prudently manage the funds available for its operating expenses and is maintaining the objective of increasing its cash balance to be able to meet its commitments and maintain the Company's sustainability in the longer term.

## LIQUIDITY AND CAPITAL RESOURCES

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For the nine months ended September 2016, the Company incurred exploration and evaluation expenses of \$714,588 compared with expenses of \$294,145 for the same period in 2015.

Administration expenses incurred by the company were of \$391,831 compared with expenses of \$459,068 for the same period in 2015. The decrease in administration expenses is due to variation in several expenses category explained above. The main

decrease is explained by the write-off of a mining property (\$10,800) and the write-off of deferred exploration expenses of the underlying mining property (\$79,212) in 2015.

As at September 30, 2016, the Company had cash, cash equivalent and cash reserved for exploration and evaluation in the amount of \$2,405,211 compared with \$182,787 on September 30, 2015. Current cash reserved for exploration and evaluation is in the amount of \$2,069,043 compared with \$182,787 in 2015. As at September 30, 2016, the Company had cash and cash equivalent of \$336,168 compared with \$0 for the same period in 2015.

For the nine months ended September 30, 2016, liability related to flow-through shares issuance to be incurred before December 31, 2016 is of \$0 and administrative costs to fiscal year-end are estimated at \$100,000.

The company holds 260,000 shares of Balmoral Resources Ltd. (Value of \$223,600 as of November 22, 2016), selling a portion of this placement could represent a source of financing for the Company to fulfill its engagement. The warrants outstanding with value of \$1,423,101 also represents additional funding possibility.

The Company's principal source of financing is equity financing, the success of which depends on venture capital markets, the attractiveness of exploration companies to investors, and metal prices. To continue its exploration activities and be able to support its ongoing operations, Radisson will need to maintain and improve its relations with the financial community to obtain further equity financing. Outstanding warrants, if exercised, represent potential financing.

## CONTRACTUAL OBLIGATIONS AND COMMITMENTS

Following are the details of royalties on the mineral properties:

- O'Brien: 1 million dollars cash payment in the event of commercial production
- Kewagama: 2% net smelter return (NSR) royalty
- Massicotte: In favour of Radisson, a 2% NSR royalty on the claims that make up the property. Balmoral can purchase the first half of the NSR royalty for a cash payment of \$1,000,000 and the second half for an additional cash payment of \$2,000,000.
- Lac Gouin SSO: 1% net mineral royalty (NMR) in the event of production. The 1% will be automatically converted into 2% of the proceeds from the sale of the property if Radisson sells the property to a phosphate producer.

Since most of the financing was flow-through in nature, the Company has the obligation to incur exploration and evaluation expenditures in a given time. The following table reflects the expenses to be incurred and the corresponding time.

Date	Financing	Use of proceeds	Objectives	
March 31, 2015	Exercise of warrants at \$0.12	\$112,500	Assigned to exploration and corporate expenses	
August 13, 2015	Class A shares	\$444,400	Assigned to exploration and corporate expenses	
September 21, 2015	Class A shares	\$100,000	Assigned to working capital	
September 22, 2015	Exercise of warrants at \$0.12	\$15,000	Assigned to working capital	
December 31, 2015	Flow-through shares	\$324,000	Assigned to exploration on the O'Brien project	Deadline: December 31, 2016
May 6, 2016	Class A shares	\$402,510	Assigned to exploration on the O'Brien project and to working capital	
June 6, 2016	Class A shares	\$272,500	Assigned to exploration on the O'Brien project and to working capital	
August 11, 2016	Class A shares Flow-through shares	\$405,000 \$595,000	Assigned to working capital Assigned to exploration on the O'Brien project	Deadline: December 31, 2017
September 22, 2016	Class A shares Flow-through shares	\$90,000 \$1,500,000	Assigned to working capital Assigned to exploration on the O'Brien project	Deadline: December 31, 2017



## RELATED PARTY TRANSACTIONS AND COMMERCIAL OBJECTIVES

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### Related party transactions

The remuneration of key executives (president, chief financial officer and directors) is:

	Nine months ended	
	September 30, 2016	September 30, 2015
	\$	\$
Salaries including bonuses and benefits	-	22,500
Cost of social security	-	1,758
Expert and subcontractors	81,000	63,750
Stock-based compensation	42,370	41,650
Interest charges	-	855
Vehicle location and related expenses	374	-
Total	123,744	130,513

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The above transactions are measured at the consideration established and agreed by the related parties.

## DISCLOSURE CONTROLS AND PROCEDURES

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The President and Chief Executive Officer and the Chief of Financial Operations are responsible for establishing and maintaining the Company's disclosure controls and procedures as defined in Multilateral Instrument 52-109. These controls and procedures were evaluated as at September 30, 2016, and it was concluded that they were adequate and effective.

## INTERNAL CONTROLS OVER FINANCIAL REPORTING

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The President and Chief Executive Officer and the Chief of Financial Operations are responsible for establishing and maintaining internal controls over the Company's financial reporting as defined in Multilateral Instrument 52-109. For the fiscal year ended September 30, 2016, no changes were made to internal controls over financial reporting that would have materially affected, or would be reasonably considered to materially affect, the Company's controls.

## ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUES

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The Company provides information on evaluation and exploration assets in Note 5 to the financial statements for the period ended September 30, 2016. The Company has no research and development expenditures.

The Company has no deferred expenses other than evaluation and exploration assets.

Regarding information in this MD&A on evaluation and exploration assets, Management has concluded that the depreciation in the amount of \$80,012 during the fiscal year ended September 30, 2015, is adequate.

## BASIS OF PRESENTATION AND ADOPTION OF IFRS

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These financial statements have been prepared by the Company's management in accordance with International Financial Reporting Standards ("IFRS").

These financial statements were prepared on a going concern basis, under the historical cost basis, except for the financial assets and financial liabilities revaluated at fair value through net profit or loss. The preparation of financial statements in accordance with IFRS requires the use of certain critical accounting estimates. It also requires Management to exercise judgment when applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant in the financial statements are disclosed in Note 2 to the financial statements. The significant accounting policies applied in the preparation of these financial statements are summarized further in this MD&A.

The financial statements do not include draft standards that are still at the exposure draft stage with the International Accounting Standards Board (IASB); and standards published and approved by the IASB, but with an application date beyond December 31, 2015.

## SIGNIFICANT ACCOUNTING POLICIES

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In accordance with International Financial Reporting Standards (“IFRS”), the Company’s management must make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes.

Significant accounting policies and those that require the most judgment and estimates are:

### Critical accounting estimates and judgments

The preparation of financial statements requires Management to make estimates, assumptions and judgments with respect to future events. These estimates and judgments are constantly challenged. They are based on past experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The actual results are likely to differ from the estimates, assumptions and judgments made by Management, and will rarely be identical to the estimated results. The following paragraphs describe Management’s most critical estimates and assumptions in the recognition and measurement of assets, liabilities and expenses and Management’s most critical judgments in applying accounting policies.

### Stock-based compensation

The estimation of stock-based compensation costs requires the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen. The Company has made estimates as to the volatility of its own shares, the expected life of options, the exercise period of these options as well as the expected forfeitures. The valuation model used by the Company is the Black & Scholes model.

### Provisions and contingent liabilities

Judgments are made as to whether a past event has led to a liability that should be recognized in the financial statements or disclosed as a contingent liability. Quantifying these liabilities involves judgments and estimates. These judgments are based on a number of factors including the nature of the claims or dispute, the legal procedures and potential amount payable, legal advice received past experience and the probability of a loss being realized. Several of these factors are sources of uncertainty in estimates.

### Evaluation and exploration expenditures

The application of the Company’s accounting policy for evaluation and exploration expenditures requires judgment in determining the degree to which the expenditure can be associated with finding specific mineral resources. The estimation process requires varying degrees of uncertainty and these estimates directly impact the deferral of evaluation and exploration expenditures. The deferral policy requires Management to make certain estimates and assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditures have been capitalized, information becomes available suggesting that the recovery of expenditures is unlikely, the amount capitalized is written-off in the year when the new information becomes available.

### Impairment of evaluation and exploration assets

The Company assesses each cash generating unit annually to determine whether any indication of impairment exists. Management has established its cash generating units as each individual mine site, which is the smallest identifiable group of assets that generate cash flows that are largely independent of cash inflows from other assets or group of assets. When an indicator of impairment exists, since the Company does not have sufficient information about its properties to estimate future cash flows, it test its exploration properties for impairment by comparing the fair value to the carrying amount, without first performing a test of recoverability. Techniques to estimate fair value require the use of estimates and assumptions such as forecasted long-term prices of mineral resources, the ability to obtain the necessary financing to complete exploration and exploration potential. Fair value is the amount obtainable from the sale of an asset or cash-generating unit in an arm’s length transaction between knowledgeable, willing parties, less the costs of disposal.

The Company was not able to measure the sale of tax deductions using the residual method for certain issuances. Based on this method, the sale of tax deductions is determined as the excess of the price received for flow-through shares over the fair value of common shares at the issue date. Considering the fair value of warrants joined to flow-through shares, the determination of the amount of the premium on the sale of tax deductions resulted in a negative amount for certain issuances. For these issuances, the Company has measured the sale of tax deductions using the relative fair value method of the shares, warrants and the premium on the sale of tax deductions. In this situation, according to Management’s best estimate, the fair value of the premium on the sale of tax deductions has been established at a low incremental price.

### Deferred tax liabilities and assets

Deferred tax liabilities and assets are measured at tax rates expected in the period during which the asset is realized or the liability is settled, based on tax rates (and tax laws) that are enacted or substantively enacted at the end of the period for submission of financial information. The measurement of liabilities and deferred tax assets reflects the tax consequences that follow from the manner in which the Company expects, at the end of the period for submission of financial information, to recover or settle the carrying amount of its assets and liabilities.

### Fair value estimates of investments

Through option agreements on its properties, the Company sometimes receives cash payments and/or shares from the company behind the agreement options. The Company determines the fair value of these shares when the shares are received

using the quoted price when the shares are traded in an active market. For shares not traded in an active market, the Company establishes fair value using a valuation technique.

#### Impairment of assets

The Company assesses each asset group unit periodically to determine whether any indication of impairment exists. When an indicator of impairment exists, an estimate of the recoverable amount is made. These assessments require the use of estimates and assumptions such as long-term commodity prices, future capital requirements, exploration potential and exploration performance. Fair value is determined as the amount that would be obtained from the sale of the asset in transaction between knowledgeable and willing parties in complete freedom. Fair value for mineral assets (mining properties and deferred evaluation and exploration expenses) is generally determined as the undiscounted future cash flows from continuing use of the asset which includes estimates of costs of future expansion and eventual disposal, using assumptions that an independent market participant may take into account. The fair value corresponds to the market price when it is expected that the asset will be sold.

For mineral assets subject to a test of recoverability, management has assessed its cash generating units as being an individual mine site, which is the lowest level for which cash inflows are largely independent of those of other assets and liabilities. An impairment loss is recognized when the carrying amount of non-financial asset is not recoverable and exceeds its fair value.

#### Risks related to exploration

Mineral exploration involves a high degree of risk. Few properties explored are put into production. Unusual or unexpected rock formations, fires, power outages, labour disputes, floods, explosions, cave-ins, landslides, and problems in obtaining qualified workers and appropriate or adequate machinery or equipment are other risks involved in carrying out exploration programs.

The economics of developing resource properties are affected by many factors, including operating costs, variations in the grade of ore mined, fluctuations in metal markets, processing equipment costs and other factors such as Aboriginal land claims, government regulations, especially regulations relating to royalties, allowable production, importing and exporting natural resources, and environmental protection. Depending on the price of the natural resources produced, the Company can determine that it is not appropriate to begin or continue commercial production. There is no certainty that amounts spent by the Company in exploring its mineral properties will lead to the discovery of commercial quantities of ore. Most exploration projects do not result in the discovery of commercially mineable ore deposits.

### ENVIRONMENTAL AND OTHER REGULATIONS

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Existing and future environmental legislation, regulations and measures could give rise to additional costs, capital expenditures, restrictions and delays in the Company's activities that are unpredictable in scope. The requirements of environmental regulations and standards are under constant evaluation and can be increased considerably, which could seriously affect the Company's business or its ability to develop its properties economically. Before production can begin on a property, the Company must obtain regulatory and environmental approvals; there is no assurance that these approvals will be obtained or can be obtained in a timely manner. The costs of changes in government regulations can also reduce the profitability of operations or completely preclude the economic development of a property.

### RISKS RELATED TO FINANCING AND DEVELOPMENT

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The development of the Company's properties therefore depends on its ability to obtain the necessary additional financing. There is no assurance that it will be successful in obtaining the required financing. Furthermore, putting resource properties into production depends on obtaining the services of experienced personnel or of coming to agreements with other large resource companies that can provide the expertise.

### MARKET FORCES

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Factors beyond the Company's control can influence the marketability of the gold or any other mineral discovered. The price of resources has fluctuated considerably, especially over the past few years. The impact of these factors cannot be accurately predicted.

Uninsured risks  
The Company can be held liable for the results of cave-ins, pollution, or other risks against which it cannot or may elect not to insure because of the high cost of premiums or for other reasons. The payment of these liabilities could reduce or eliminate the funds available for exploration and mining activities

## OTHER MD&A REQUIREMENTS

Additional information about the Company is available on SEDAR ([www.sedar.com](http://www.sedar.com))

### NATIONAL INSTRUMENT 51-102

Disclosure, as at November 24, 2016, of data relating to outstanding securities

#### Variations in capital stock:

<u>Description</u>	<u>Number of outstanding shares</u>	<u>Value \$</u>
As at November 24, 2016	106,636,254	\$20,260,890

#### Warrants issued

Private placement of August 13, 2015: 1,709,230 (expiry date: February 13, 2017 / exercise price: \$0.18)

Private placement of August 13, 2015: 273,477 (expiry date: February 13, 2017 / exercise price: \$0.13)

Private placement of September 23, 2015: 384,616 (expiry date: March 23, 2017 / exercise price: \$0.18)

Private placement of May 6, 2016: 1,341,701 (expiry date: November 6, 2017 / exercise price: \$0.20)

Private placement of May 6, 2016: 170,338 (expiry date: November 6, 2017 / exercise price: \$0.15)

Private placement of June 6, 2016: 908,333 (expiry date: December 6, 2017 / exercise price: \$0.20)

Private placement of June 6, 2016: 144,667 (expiry date: December 6, 2017 / exercise price: \$0.15)

Private placement of August 11, 2016: 1,350,000 (expiry date: February 11, 2018 / exercise price: \$0.20)

Private placement of August 11, 2016: 350,000 (expiry date: February 11, 2018 / exercise price: \$0.20)

Private placement of September 22, 2016: 300,000 (expiry date: March 22, 2018 / exercise price: \$0.20)

Private placement of September 22, 2016: 567,000 (expiry date: March 22, 2018 / exercise price: \$0.20)

#### Outstanding options:

Options issued under the stock option plan: 3,130,000

Options granted to directors and officers:

<u>Number of Options</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
400,000	\$0.10	May 17, 2017
300,000	\$0.10	July 4, 2017
100,000	\$0.10	January 8, 2018
100,000	\$0.10	January 24, 2018
375,000	\$0.10	June 12, 2018
460,000	\$0.10	June 6, 2019
200,000	\$0.10	February 26, 2020
525,000	\$0.13	June 5, 2020
100,000	\$0.14	March 4, 2021
570,000	\$0.14	June 3, 2021



President and CEO

Rouyn-Noranda, Quebec, Canada

November 24, 2016

**Radisson Mining Resources Inc.**



Donald Lacasse, B.Sc.A.  
Chief Financial Officer