MANAGEMENT DISCUSSION AND ANALYSIS

NINE MONTH PERIOD ENDED DECEMBER 31, 2016

TABLE OF CONTENTS

This discussion and analysis should be read in conjunction with the consolidated financial statements and related notes thereto for the three and nine month periods ended December 31, 2016, and 2015 (the "Financial Statements"), which have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by IASB. All amounts in the financial statements and this discussion and analysis are presented in Canadian dollars, unless otherwise indicated. This Management Discussion and Analysis ("MD&A") is dated February 8, 2017, and discloses specified information up to that date.

FORWARD LOOKING INFORMATION

This management discussion and analysis ("MD&A") contains certain forward-looking statements and information relating to Redhawk Resources, Inc. ("Redhawk" or the "Company") that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of the Copper Creek Project LLC as described below. Such statements reflect the current views of management with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

1. DESCRIPTION OF BUSINESS

The Company and its wholly-owned subsidiaries, Redhawk Copper, Inc. ("RDK Copper") and Redhawk Resources (USA), Inc., are engaged in the acquisition, exploration and development of mineral resources. The primary focus to date has been on the development of its Copper Creek copper-molybdenum project in San Manuel, Arizona. The Copper Creek project is held in a wholly owned corporation- Copper Creek Project LLC and financial activities are consolidated with the Company.

COPPER CREEK PROJECT

The twenty nine square mile Copper Creek property is located in the southwest porphyry copper belt in the State of Arizona, 75 miles northeast of Tucson and 15 miles northeast of San Manuel, in an area well situated in regard to existing general and copper mining infrastructure. Copper Creek hosts multiple breccia and porphyry copper deposits. Molybdenum is present in varying amounts in both the breccia and porphyry copper deposits and is expected to provide substantial credits to both deposit types. Silver is also present in both deposit types and are expected to provide a credit during mining.

The most significant of these deposits identified to date on the Copper Creek property are the porphyry deposit of the Keel and American Eagle plus the Mammoth, Childs-Aldwinkle, Old Reliable, Copper Prince, and Globe breccias. Prior to Redhawk's acquisition of the property there had been more than 461,575 feet (87 miles) of rotary and diamond drilling, with verifiable data, completed on the property. Since acquiring the Copper Creek property Redhawk has re-organized the historic data; conducted a review and analysis of the breccia's; the Keel zone; and the American Eagle porphyry; developed new geological models; completed an additional 186,086 feet of diamond and rotary drilling as of September 30, 2012, when drilling was ended; completed multiple resource estimates in accordance with CIM guidelines; completed environmental studies and obtained permits to allow for underground access; and commissioned and completed a scoping study (2009) and Preliminary Economic Assessment (PEA) (2013) on the Copper Creek property.

Effective November 25, 2014, Anglo American US Holdings Inc. ("Anglo Holdings"), a wholly owned subsidiary of Anglo American Exploration (USA) Inc. ("Anglo Exploration USA") entered into a definitive agreement among RDK Copper and

Copper Creek Project LLC ("CCP" a limited liability company pursuant to the laws of Delaware) (the "Definitive Agreement") replacing a binding Letter Agreement with Anglo Exploration USA dated August 11, 2014 (the "Letter Agreement"). The Definitive Agreement provided for exploration and development efforts on the Copper Creek property (the "Project", "Copper Creek Project").

On October 28, 2016, Anglo American US Holdings Inc.("Anglo") provided the Company with notice of a voluntary withdrawal as a member of Copper Creek Project LLC, effective as of that date.

The substance of this withdrawal is that the entire 60% ownership interest of Anglo in CCP transferred back to the Company. Anglo will no longer have any rights, title, interest or claim in CCP or the assets of same. Reclamation of BLM and private land disturbances was completed in November 2016.

As well, under the terms of the agreement, Anglo remains responsible for ensuring the funding of CCP in order to have CCP discharge property payments due within 90 days from Anglo's notice of withdrawal. The sum of the property payments in this 90-day period is US $596,091. Anglo has provided Copper Creek Project LLC with funds toward these obligations including the budgeted amount for the December 31, 2016 audit of Copper Creek Project LLC.

Management fees earned by the Company ceased as of the withdrawal date.

MINERAL PROJECTS

The Company is currently reviewing multiple mineral projects for possible involvement. This may include a future acquisition of the Company by an independent party.

Other Matters

The Company is listed and trades on the Toronto Stock Exchange ("TSX") under the symbol "RDK"; and the Frankfurt Stock Exchange Open Market under the trading Symbol "QF7".

.

2. OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

Comments relate principally to those events, transactions and activities in 2015 and 2016 up to the date of this document. Previously completed Management Discussion and Analysis documents covering comments for earlier periods have been prepared and filed accordingly on www.sedar.com .

3. LIQUIDITY AND CAPITAL RESOURCES – FINANCIAL CONDITION OF THE COMPANY

As at December 31, 2016, the Company had current assets of $904,713 and current liabilities of $2,389,751 compared to current assets of $67,121 and current liabilities of $424,221 as at March 31, 2016. Working capital is negative $1,485,038 at December 31, 2016, compared to a negative $357,100 at March 31, 2016.

Equity at December 31,2016, was $11,076,614 compared to $24,091,543 as at March 31, 2016.

The Company must raise a minimal level of cash to continue operations as a public company.

The condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern, which assume that the Company will realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

Several adverse conditions cast significant doubt upon the validity of this assumption. Consistent with other entities in the exploration stage, the Company has incurred operating losses since inception, is unable to self-finance operations, and has significant cash requirements to meet its overhead.

The statement of financial position discloses in the current liability section two components of the convertible debentures obligation, for a total liability of $308,059, including $41,672 in accrued interest. This disclosed liability is the total of funds raised less costs related to the financing.

If the going concern assumption was not appropriate then adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses and the financial position statement classifications used, and such adjustments would be material.

4. RESULTS OF OPERATIONS

The Information for three and nine month periods ended December 31, 2016 and 2015 based on unaudited condensed interim consolidated financial statements:

	Three month period ended December 31,		Nine month period ended December 31,	
	2016	2015	2016	2015
Expenses				
Director fees	$ 24,000	$ 3,273	$ 24,000	$ 3,273
Filing fees	8,451	7,917	17,228	29,597
Insurance	8,046	5,542	16,046	22,792
Investor relations	70	190	819	4,648
Management and consulting fees	58,916	95,973	186,082	237,220
Office and sundry	11,669	9,205	32,648	42,997
Professional fees	47,226	21,706	103,538	92,879
Project generation	46,759	26,243	81,219	64,369
Rent	432	4,564	6,399	12,562
Share-based compensation	-	10,649	1,363	75,653
Transfer agents	8,640	3,979	15,416	11,744
Travel and accommodations	1,155	(86)	3,817	10,806
Total expenses	(215,364)	(189,155)	(488,575)	(608,540)
Interest expense	(7,242)	-	(21,498)	-
Foreign exchange gain (loss)	(6,610)	(11,017)	(9,927)	(16,233)
Management fee income	-	68,211	95,559	68,211
Mark to market adjustment on US dollar denominated warrants	-	(49)	2,631	(1,599)
Impairment	(112,465)	-	(13,099,923)	-
Net loss for period	**$ (341,681)**	**$ (132,010)**	**$ (13,521,733)**	**$ (558,161)**

EXPENSES

For the quarter ended December 31, 2016, total expenses were $215,364 compared to $189,155 recorded during the same period in 2015, representing an increase of $26,2016 or 14%.

For the nine month period ended December 361, 2016, total expenses were $488,575 compared to $608,540 in the prior year. Included in expenses is a non-cash charge of $1,363 (December 31, 2015 - $75,653) for share-based compensation. After deducting the non-cash adjustment for expenses, expenses totalled $487,212 (December 31, 2015 - $532,877) representing a decrease of $45,675 or 9%. Material variances over the comparable period are discussed below.

Management and consulting

For the quarter ended December 31, 2016, management and consulting fees were $58,916 compared to $95,973 for the quarter ended December 31, 2015. Management and consulting fees were $186,082 for the nine month period ended December 31, 2016, compared to $237,220 reported over the same time period in 2015. In order to conserve cash $138,961 of the $186,082 has been accrued and remains unpaid.

Impairment

Procedures were completed by management, assessing indications toward impairment of Company assets. The Company has previously recognized a partial impairment on the value of the Investment in Copper Creek LLC. Recoverability of the carrying amount is dependent on successful development, commercial exploitation, or alternatively, a sale of the respective assets.

Project generation

For the quarter ended December 31, 2016, project generation was $46,759 compared to $26,243 for the quarter ended December 31, 2015. Project generation fees were $81,219 for the nine month period ended December 31, 2016, compared to $64,369 reported over the same time in 2015. Included in this category are costs related to evaluating potential projects for the Company. The Company's accounting policy is to expense such costs until the Company has acquired legal title to the property. These expense variances are a result of management's activity in the period toward potential new acquisitions.

No acquisitions were made in fiscal 2015 and 2016.

5. SUMMARY OF QUARTERLY FINANCIAL INFORMATION

The following Information is derived from unaudited interim consolidated financial statements:

Fiscal quarter ended	Revenues[1]	Net loss – total $	Loss from continuing operations – per $	Net comprehensive income/(loss) – total[3] $
December 31, 2016	Nil	(341,681)	(0.00)	65,667
September 30, 2016	Nil	(13,117,988)	(0.08)	(12,887,544)
June 30, 2016	Nil	(62,064)	(0.00)	(195,144)
March 31, 2016	Nil	(118,338)	(0.00)	(1,760,137)
December 31, 2015	Nil	(132,010)	(0.00)	818,426
September 30, 2015	Nil	(249,387)	(0.00)	1,396,149
June 30, 2015	Nil	(176,764)	(0.00)	(514,888)
March 31, 2015	Nil	(328,607)	(0.00)	1,728,020

(1) Revenues exclude interest income. Fully diluted per share amounts are not presented as they would be anti-dilutive.
(2) Loss per share is rounded to the nearest whole cent
(3) Net comprehensive income/(loss) will have differences from quarter to quarter due to the expenses including exchange differences on translating foreign operations.

6. TRANSACTIONS WITH RELATED PARTIES

The following amounts due to related parties are included in liabilities:

	December 31, 2016	March 31, 2016
Directors and officers of the Company - trade	324,170	90,867
Directors and officers of the Company - long term notes payable	-	441,623
Directors and officers of the Company - short term notes payable	448,685	-
$	772,855	$ 532,490

The Company has indebtedness to a number of officers, directors and advisors. The indebtedness has arisen principally from cash payments being made at less than the accrued and recorded liabilities for services provided. The notes payable are a summary of these obligations, and have the following attributes:

(1) To be paid in full on December 31, 2017;

(2) Non-interest bearing; and

(3) The notes may be used as partial or full payment for the acquisition of the Company's common shares. This may be before December 31, 2017. If so used, the amount will then be deemed to be a payment on the principal amount of the note.

Key management compensation [2]

	Nine month period ended			
		December 31, 2016		December 31, 2015
Management fees	$	303,486	$	210,823
Consulting		-	$	15,600
Director fees		24,000	$	3,273
Share-based compensation		1,363		47,260
	$	328,849	$	276,956

Key management is considered to be the Executive Chairman, Chief Executive Officer, Chief Financial Officer and Directors.

7. OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

8. PROPOSED TRANSACTIONS

As of the date of this document, there are no transactions approved by the Board of Directors.

9. CRITICAL ACCOUNTING ESTIMATES

The Company's significant accounting estimates are presented in Note 3 in the notes to the annual financial statements. The preparation of these audited financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the end of the reporting period presented, and reported amounts of expenses during the same period. Actual outcomes could differ from these estimates. The financial statements include estimates, which, by their nature, are uncertain. The impact of such estimates may require accounting adjustments based on future occurrences. Any revisions to accounting estimates are recognized in the period in which the estimate is revised and in future periods if the revision affects the future. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made include, but are not limited to, the following:

The preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities and expenses.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements are made in particular with regard to assessment of impairment to the carrying value of the Company's assets.

At the end of each reporting period the carrying amounts of the Company's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount is reduced to its recoverable amount and the impairment loss is recognized in the statement of loss for the period.

Significant estimates during the period were related to the assessment of a recoverable amount of an investment in the associate, after initial recognition at cost. The valuation of interest in Copper Creek Project LLC ("CCP") reflected an implied fair value of the Company's share in associate.,

As at December 31 2016, the Company reviewed the carrying value of its assets. The Company had reflected a partial impairment of the Copper Creek Project LLC assets, and this non-cash expense was reflected in the September 30, 2016, condensed consolidated interim financial statements. The Company determined that no further impairment was required as at December 31, 2016.

10. NEW ACCOUNTING STANDARDS

Recent Accounting Standards Not Yet Applied

The following standards, interpretations and amendments, which have not been applied to in these condensed consolidated interim financial statements, will or may have an effect on the Company's future condensed consolidated interim financial statements. The Company is in the process of evaluating these new standards.

IFRS 9, Financial Instruments

In July 2014, the IASB issued the final version of IFRS 9, Financial Instruments, to replace IAS 39, Financial Instruments: Recognition and Measurement, and ("IAS 39). IFRS 9 introduces a single approach to determine whether a financial asset is measured at fair value through profit and loss, fair value through other comprehensive income, or at amortized cost. Measurement and classification of financial assets is dependent on the entity's business model for managing financial assets and the contractual cash flow characteristics of the financial asset. For financial liabilities, IFRS 9 retains most of the IAS 39 requirements; however, where the fair value option is applied to financial liabilities, the change in fair value resulting from an entity's own credit risk is recorded in other comprehensive income rather than net earnings, unless this creates an accounting mismatch.

In addition, a new expected credit loss model for calculating impairment on financial assets replaces the incurred loss impairment model used in IAS 39. IFRS 9 no longer requires a triggering event to have occurred before credit losses are recognized. An entity is required to recognize expected credit losses when financial instruments are initially recognized and to update the amount of expected credit losses recognized at each reporting date to reflect changes in the credit risk of the financial instruments. In addition, IFRS 9 requires additional disclosure about expected credit losses and credit risk. IFRS 9 also includes a simplified hedge accounting model, aligning hedge accounting more closely with risk management. The Company does not currently apply hedge accounting.

IFRS 9 is effective for years beginning on or after January 1, 2018, with early adoption permitted. The IFRS 9 is effective for years beginning on or after January 1, 2018, with early adoption permitted. The Company is currently evaluating the impact of adopting IFRS 9 on the consolidated financial statements.

IFRS 16, Lease

In January 2016, the IASB announced its new leasing standard, IFRS 16. The new standard will eliminate the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. The new standard will, instead, present a single on-balance sheet accounting model that is similar to current finance lease accounting. The new standard will take effect for fiscal years starting on or after January 1, 2019. The Company expects the new standard to result in some leases that are currently accounted for under the operating lease method being added to the balance sheet. The Company is in the process of determining the extent of the impact of adopting this standard.

11. FINANCIAL INSTRUMENTS

The Company classifies its financial instruments in the following categories: loans and receivables and other financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost.

The Company has classified its cash and cash equivalents, short term investments and reclamation bonds as loans and receivables. Long term debt, trade payables and accrued liabilities are classified as other financial liabilities.

At each reporting date, the Company assesses whether there is objective evidence that a financial asset has been impaired.

Other financial liabilities are initially recognized at fair value adjusted for directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest rate method.

12. RISKS RELATED TO THE COMPANY'S BUSINESS

Resource exploration is a speculative business and involves a high degree of risk. There is a probability that the expenditures made by the Company in exploring its properties will not result in discoveries of commercial quantities of minerals. A high level of ongoing expenditures is required to locate and estimate ore reserves, which are the basis to further the development of a property. Capital expenditures to support the commercial production stage are also very substantial.

The following sets out the principal risks faced by the Company.

Exploration risk. There can be no assurance that economic concentrations of minerals will be determined to exist on the Company's property holdings within existing investors' investment horizons or at all. The failure to establish such economic concentrations could have a material adverse outcome on the Company and its securities. The Company's planned programs and budgets for exploration work are subject to revision at any time to take into account results to date. The revision, reduction or curtailment of exploration programs and budgets could have a material adverse outcome on the Company and its securities.

Market risks. The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change, both in short term time horizons and longer term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities.

Commodity price risks. The Company's exploration projects seek copper, molybdenum, silver and gold in the United States. While each of these minerals have recently been the subject of significant price increases from levels prevalent earlier in the decade, there can be no assurance that such price levels will continue, or that investors' evaluations, perceptions, beliefs and sentiments will continue to favour these target commodities. An adverse change in these commodities' prices, or in investors' beliefs about trends in those prices, could have a material adverse outcome on the Company and its securities.

Financing risks. Exploration and development of mineral deposits is an expensive process, and frequently the greater the level of interim stage success the more expensive it can become. The Company has no producing properties and generates no operating revenues; therefore, for the foreseeable future, it will be dependent upon selling equity in the capital markets to provide financing for its continuing substantial exploration budgets. While the Company has been successful in obtaining financing from the capital markets for its projects in recent years, there can be no assurance that the capital markets will remain favourable in the future, and/or that the Company will be able to raise the financing needed to continue its exploration programs on favourable terms, or at all. Restrictions on the Company's ability to finance could have a material adverse outcome on the Company and its securities.

Share Price Volatility and Price Fluctuations. In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies, particularly junior mineral exploration companies like the Company, have experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that these price fluctuations and volatility will not continue to occur.

Currency risks. The Company's exploration expenditures are predominately in US dollars and equity raised is predominately in Canadian dollars. The financial risk is the risk to the Company's operations that arises from fluctuations in foreign exchange rates and the degree of volatility of these rates. The Company is subject to fluctuations in foreign currency at the time payments are due on the US dollar promissory note. Currently, the Company does not use derivative instruments to reduce its exposure to foreign currency risk.

Key personnel risks. The Company's exploration efforts are dependent to a large degree on the skills and experience of certain of its key personnel. The Company does not maintain "key man" insurance policies on these individuals. Should the availability of these persons' skills and experience be in any way reduced or curtailed, this could have a material adverse outcome on the Company and its securities.

Competition. Significant and increasing competition exists for the limited number of mineral property acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire additional attractive mineral properties on terms it considers acceptable.

Foreign Countries and Regulatory Requirements. Currently, the Company's principal properties are located in the United States. Consequently, the Company is subject to certain risks associated with foreign ownership, including currency fluctuations, inflation, and political risk. Both mineral exploration and mining activities and production activities in foreign countries may be affected in varying degrees by political stability and government regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to community rights, restrictions on production, price controls, export controls, restriction of earnings, taxation laws, expropriation of property, environmental legislation, water use, labour standards and workplace safety. The Company maintains the majority of its funds in Canada and only forwards sufficient funds to meet current obligations.

Environmental and Other Regulatory Requirements. The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various governmental authorities and such operations are and will be subject to laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that approvals and permits required to commence production on its properties will be obtained on a timely basis, or at all. Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of the properties in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of mining facilities at these properties on terms which enable operations to be conducted at economically justifiable costs.

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 extraction operations may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

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

To the best of the Company's knowledge, it is currently operating in compliance with all applicable environmental regulations.

History of Net Losses; Accumulated Deficit; Lack of Revenue from Operations. The Company has incurred net losses to date. Its deficit as of December 31, 2016, was $57,381,873. The Company has not yet had any revenue from the its investment in the Copper Creek Project LLC, with the exception of the management fee, nor has the Company yet determined that commercial development is warranted on any of its properties. Even if the Company commences development of certain of its properties, the Company may continue to incur losses. There is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future.

Uninsurable risks. The Company and its subsidiaries may become subject to liability for pollution, fire, explosion, against which it cannot insure or against which it may elect not to insure. Such events could result in substantial damage to property and personal injury. The payment of any such liabilities may have a material, adverse effect on the Company's financial position.

Copper Creek Project LLC Risk ("CCP"). Under the terms of an agreement among Anglo Holdings, RDK Copper and CCP, certain long-term debt obligations were transferred to the CCP dated November 25, 2014. These are identified as permitted encumbrances, disclosed in the agreement, in the total amount of US$2,636,701 at the effective date. As of October 28, 2016, Anglo Holdings has withdrawn as a member of CCP, and they have forfeited their 60% in the CCP. The Company has become a 100% owner of CCP. In turn, the Company is now responsible for these encumbrances and the related balances payable

Under the terms of the agreement, Anglo remained responsible for ensuring the funding of CCP to have CCP discharge property payments due within 90 days from Anglo's notice of withdrawal. The sum of the property payments in this 90 day period is US $596,091. Anglo has provided funding for these obligations, including funds for the audit of Copper Creek LLC as at December 31, 2016.

13. OTHER MD&A DISCLOSURE REQUIREMENTS

Information available on SEDAR

As specified by National Instrument 51-102, Redhawk advisers readers of this MD&A that important additional information about the Company is available on the SEDAR website http://www.sedar.com/

Disclosure Controls and Procedures

The CEO and the CFO are responsible for establishing and maintaining disclosure controls and procedures. The Company's disclosure controls and procedures are designed to provide reasonable assurance that material information relating to the Company is made known to Management in a timely manner so that information required to be disclosed under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

The CEO and the CFO, together with Management, after evaluating the effectiveness of the Company's disclosure controls and procedures as at December 31, 2016, have concluded that the Company's disclosure controls and procedures were effective.

Internal Controls over Financial Reporting

The CEO and the CFO are responsible for establishing and maintaining internal control over financial reporting. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with IFRS.

The CEO and the CFO, together with Management, after evaluating the effectiveness of the Company's internal control over financial reporting as at December 31, 2016, have concluded that the Company's internal control over financial reporting was effective.

The CEO and the CFO, together with Management, have concluded, after conducted an evaluation and to the best of their knowledge that, as at December 31, 2016, no change in the Company's internal control over financial reporting occurred that could have materially affected or is reasonable likely to materially affect the Company's internal control over financial reporting.

Outstanding Share Data

As at February 8, 2017, the Company had 157,698,138 common shares outstanding. As at the same date there were 191,500 warrants outstanding with an exercise price of $0.055. In addition, 11,425,000 stock options were outstanding at exercise prices from $0.05 to $0.35 per share.

	Number of shares	Number of options	Exercise price	Expiry date
Issued and outstanding	157,698,138	200,000	$0.35	Nov 1, 2018
		11,225,000	$0.05	Sep 9, 2020
		11,425,000		

Number of warrants	Exercise price	Expiry date
191,500	$0.055	Aug 24, 2017

Vancouver, British Columbia

February 8, 2017

Cautionary Statement

This document contains "forward-looking statements" within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration plans, and our other future plans and objectives, are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation, (i) estimates of exploration investment and scope of exploration programs, and (ii) estimates of stock-based compensation expense. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change. Forward-looking statements are subject to risks, uncertainties and other factors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational and political risks. Readers are advised not to place undue reliance on forward-looking statements.