OTTERBURN RESOURCES CORP.
Management Discussion and Analysis ("MD&A")
for the three months ended November 30, 2015

The following discussion and analysis of the operations, results, and financial position of Otterburn Resources Corp. ("the Company") for the three months ended November 30, 2015 should be read in conjunction with the Company's unaudited condensed interim financial statements and related notes for the three months ended November 30, 2015 and the audited financial statements for the year ended August 31, 2015, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The effective date of this report is January 28, 2016. All figures are presented in Canadian dollars, unless otherwise indicated.

COMPANY OVERVIEW

The Company was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on March 22, 2010. On January 5, 2011, the Company completed an initial public offering ("IPO") on the TSX Venture Exchange ("TSX-V") and commenced trading under the symbol OBN. The Company is in the business of exploration, development and exploitation of mineral resources in Canada. The Company's primary objective is to explore mineral properties to a stage where they can be developed profitably or sold to a third party. The Company has an option to acquire a 100% interest in the Adams Plateau Property (hereinafter, the "Adams Plateau Property" or the "Property") located in south central British Columbia.

PROPOSED ACQUISITION

On August 25, 2014, the Company signed a Share Exchange Agreement ("SEA"), as amended on November 19, 2014, March 31, 2015 and June 30, 2015 with K92 Holdings International Limited ("K92"), a company incorporated under the laws of the Territory of the British Virgin Islands, and the shareholders of K92, whereby the Company agreed to acquire all of the outstanding shares of K92 from the shareholders of K92 in exchange for issuing to the K92 shareholders, common shares of the Company on the basis of one common share of the Company for each one K92 share being acquired. Assuming completion of this share exchange, K92 will become a wholly-owned subsidiary of the Company. The completion of this transaction (the "Proposed Transaction") is, amongst other matters, conditional upon:

(a) the completion of the acquisition of all of the outstanding shares of Barrick (Kainantu) Limited ("BKL") by a wholly-owned subsidiary of K92, as further described below, which was completed on March 5, 2015;

(b) the completion of a brokered private placement of special warrants of the Company to raise minimum gross proceeds of $15,000,000 to close concurrently with the Proposed Transaction;

(c) Receipt of all necessary shareholder and regulatory approvals including TSX Venture Exchange acceptance;

(d) Completion of a satisfactory NI43-101 compliant independent technical report on the Kainantu Gold-Copper mine (completed); and

(e) Receipt of acceptable corporate and title opinions on K92, K92PNG, BKL and BKL's assets in Papua New Guinea (completed).

BKL, a subsidiary of K92 owns 100% of the rights and interests in and to certain mining leases and licenses in Papua New Guinea, including the Kainantu Gold-Copper mine previously owned by a subsidiary of Barrick Gold Corporation ("Barrick").

BKL was purchased from Barrick by K92 for a purchase price of US $62 million, comprised of a US $2 million initial cash payment and up to US $60 million in contingent cash payments. These contingent payments are subject to a term of ten years and are based upon additional reserves at the Kainantu Mine.

As at November 30, 2015 and the date of this MD&A, the acquisition of K92 by the Company had not been completed due to the inability of the Company and K92 to meet the financing condition noted in b) above. The Company and K92 remain committed to the completion of the Proposed Transaction and are pursuing alternate financing arrangements, which may require revisions to the terms of the SEA. In furtherance of the Company's and K92's goal of completing the Proposed Transaction, subsequent to November 30, 2015 and as of the date of this MD&A, the Company received gross proceeds of $159,450 from subscription receipts which are being used to maintain K92's operations in Papua New Guinea.

HIGHLIGHTS FOR THE YEAR ENDED AUGUST 31, 2015, THREE MONTHS ENDED NOVEMBER 30, 2015 AND SUBSEQUENT PERIOD UP TO EFFECTIVE DATE OF THIS MD&A

On December 18, 2014, the Company issued 160,000 common shares as a bonus to a third party lender who loaned $400,000 to K92 to fund K92's on-going costs in relation to its acquisition of BKL and its subsequent acquisition by the Company. The fair value of the shares was $80,000 and was recorded to share-based payments within the statement of comprehensive loss.

During the year ended August 31, 2015, the Company received $1,479,930 of interim financing pending closing of the Proposed Transaction. The Company raised the funds through the sale of subscription receipts, raising $1,273,913 in a first-tranche closing on June 1, 2015, $75,000 in a second-tranche closing on July 15, 2015 and $131,017 in a third-tranche closing on October 9, 2015 (for which cash was received on August 31, 2015). During the three months ended November 30, 2015, the Company received $196,304 proceeds for subscription receipts for a fourth tranche pending for closing. As a result, total subscription receipts received as of November 30, 2015 were $1,676,234 (August 31, 2015 - $1,479,930).

The subscription receipts have been re-priced from $0.50 per subscription receipt to $0.35 per subscription receipt. As a result of re-pricing, the numbers of subscription receipts have increased from 2,959,860 to 4,228,371 for the first three tranches that were closed. Each subscription receipt will now entitle the holder to automatically receive, without payment of additional consideration and without further action from the holder;

(i) one unit of Otterburn following the closing of the Proposed Transaction, with each unit consisting of one common share of Otterburn and one common share purchase warrant exercisable at $0.50 for a period of 18 months from the date of issue; or

(ii) should the Proposed Transaction fail to close on or before December 31, 2015 (or such later date as the Company and each subscription receipt holder may agree), a pro-rata share of (A) the loans made to K92, (B) the remaining balance of the gross proceeds of the Private Placement (if any) which has not then been loaned by the Company to K92, and (C) interest accrued on the loans made to K92 will be returned to the subscription receipt holders and that the Company shall have no further liability to the subscription receipt holders.

The rights triggered by the subscription receipts are dependent on the closing of the Proposed Transaction. As of the date of the condensed interim financial statements for the quarter ended November 30, 2015, the proposed transaction has not closed. The Company intends to request an extension of the December 31, 2015 date referred to in section (ii) above to a later date with the subscription receipt holders.

Pursuant to the terms of the subscription agreements, the Company loaned 100% of the gross proceeds of the financing to K92 to fund K92's operations in Papua New Guinea ("PNG") following the completion of the acquisition by K92 of Barrick (Kainantu) Limited ("BLK") on March 5, 2015 until the completion of the Proposed Transaction. The loans to K92 bear interest at the simple rate of 6% per annum with a maturity date on the closing of the Proposed Transaction or twelve months following the first date of advance of funds, which was on March 27, 2015. The loans to K92 are secured on assets of K92. As of November 30, 2015, the loans receivable from K92 were $1,653,460 ((August 31, 2015 - $1,433,810), consisting of loan principal of $1,597,234 (August 31, 2015 - $1,400,930) and accrued interest of $56,226 (August 31, 2015 - $32,910). The $56,226 accrued interest has been recorded as share subscriptions received liability and will be recognized upon the completion of the Proposed Transaction or returned to the subscription holders should it not complete.

During the year ended August 31, 2015, the Company also issued a total of 171,348 common shares as finder's fees at a fair value of $0.50 per common share for a total of $85,674. The associated cost of the finder's fee shares issued in relation to the subscription receipts have been classified as deferred financing costs. These costs will be recognized in equity as share issuance costs upon issuance of the Units after the Proposed Transaction closes. If the transaction does not close then the deferred financing costs will be expensed.

On December 16, 2015, Adam Kniec resigned as Chief Financial Officer of the Company and Darryl Cardey was appointed as Chief Financial Officer of the Company.

Subsequent to November 30, 2015 and as of the date of these financial statements, the Company received gross proceeds of $159,450 for subscription receipts received, of which $119,450 were loaned to K92.

MINERAL PROPERTY EXPLORATIONS

The Company is investigating, evaluating and conducting exploration activities in Canada. The Company has an option to acquire a 100% interest in several claim groups covering approximately 5,099 hectares called the Adams Plateau Property located approximately 75 kilometres northeast of Kamloops in south-central British Columbia.

In order to keep the Adams Plateau property option agreement in good standing, the Company needs to incur a minimum of $85,678 of additional exploration expenditures by March 31, 2016 (accumulated exploration costs of $195,305 are net of $19,017 of BC METC). The Company does not plan to incur any significant exploration costs until a sufficient equity financing is completed

a) Adams Plateau Property, BC, Canada – Operations update:

The Adams Plateau Property is an amalgamation of several historic claim groups located approximately 75 kilometres northeast of Kamloops that have been intermittently explored for both volcanogenic massive sulfide (VMS) and vein type base and precious metal deposits since the early 1900's. The Property consists of a staircase shaped block of ground (5,099 hectares / roughly 12 kilometres in length and four kilometres in width) covering parts of the east shore and most of the upland area to the east of Adams Lake that is accessible either by logging roads from the community of Scotch Creek or by boat from the community of Sqwaam Bay on the west side of Adams Lake. The Property covers strike extensions of the Eagle Bay Formation volcanic rocks which host several former producing, high precious metal content volcanogenic massive sulfide ("VMS") occurrences located west of Adams Lake. Preliminary exploration work completed during 2010 defined four main target areas referred to as the Beca / South West Extension area, the AXL-A2 area, the WAD Extension area and the Elsie – Lucky Coon area.

During the year ended August 31, 2011, the Company incurred $77,871 of costs relating to a phase 1 exploration program consisting primarily of soil geochemical surveys in the Beca / Southwest Extension area. The objective of this exploration work was to assess potential extensions of the stratigraphic horizons that host VMS mineralization identified at the Beca area. Two areas of elevated lead and zinc values were identified between one and two kilometers along strike from the Beca area and confirmed that the strike extensions of the rock units that host the Beca area are prospective for the discovery of VMS type mineralization. However, it is important to note that the topography of the Southwest Extension area is steep and that the apparent thickness of the stratigraphic units which host VMS mineralization may be exaggerated due to downslope dispersal of mineralization contained within narrower stratigraphic units.

During the year ended August 31, 2012, the Company incurred $17,461 of costs for exploration work on the Beca – Southwest Extension area and for work in the Elsie – Lucky Coon area as part of the $220,000 phase 1 exploration program. Results of the exploration work undertaken in the Beca / Southwest Extension area are considered encouraging. Although the actual width of the stratigraphic units that host the elevated lead and zinc values have not yet been determined it is highly probable that these units are at least several tens of meters in thickness. The observed thicknesses of the favourable stratigraphic horizons are consistent with the thicknesses of similar stratigraphic horizons observed at the AXL-A2 area (located approximately five kilometers to the east of SW Zone 2) and it can be concluded that the western part of the Adams Plateau Property has potential to host significant VMS type occurrences.

The Elsie – Lucky Coon Target area is located in the north eastern part of the Adams Plateau Property and was the focus of extensive previous exploration work in the 1970's and early 1980's. Petrographic and analytical work on samples collected from the Beca / Southwest Extension area and from the Elsie – Luck Coon area is in progress to confirm geological similarities with the high precious metal content VMS type occurrences located to the west of Adams Lake.

During the year ended August 31, 2013, an additional $9,047 in geological work was completed in the Elsie – Lucky Coon area. The location of several historic drill holes and trenches were verified and additional samples were collected from known VMS type mineral occurrences.

There was no exploration work done in the years ended August 31, 2015 and 2014.

There was no exploration work done in the three months ended November 30, 2015.

LOANS PAYABLE

During the year ended August 31, 2014, the Company entered into three loan agreements to borrow $14,500 from each lender. During the year ended August 31, 2015, the Company entered into loan agreements to borrow an additional $30,000 from one of the three lenders, a company partially owned by two directors of the Company. The loans are unsecured, bear interest of 8% per annum and are due and payable on December 31, 2015. The loan remains unpaid as of the date of this MD&A and the Company intends to negotiate an extension to the repayment date. In addition, the Company received $200 of loan advance which is unsecured and non-interest bearing. Out of $73,700 of loan advances received as of November 30, 2015 (August 31, 2015 - $73,700), $44,700 was borrowed from a company partially owned and controlled by two directors of the Company. As at November 30, 2015, the total accrued interest payable to the three lenders is $8,456 (August 31, 2015 – $6,987).

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's quarterly results for the last eight quarters:

	30 Nov 2015 (i)	31 Aug 2015 (i)(ii)(iv)	31 May 2015 (i)	28 Feb 2015 (i)(iii)	30 Nov 2014 (i)	31 Aug 2014 (i)(ii)	31 May 2014 (i)	28 Feb 2014 (i)
Expenses	$28,968	$156,795	$30,356	$104,283	$29,034	$38,518	$18,863	$19,431
Loss for the period	$28,968	$156,795	$29,499	$102,608	$29,034	$38,518	$18,863	$19,431
Weighted average shares outstanding in 000s	13,551	13,548	13,379	13,347	13,219	13,219	13,219	13,219
Loss per common share	$0.00	$0.01	$0.00	$0.01	$0.00	$0.00	$0.00	$0.00

(i) The Company's operating losses are due to mineral exploration activities and general and administrative costs, such as management, consulting, legal, accounting and audit incurred during the process of managing the Company's operations and to ensure regulatory compliance and can fluctuate from quarter to quarter based on such factors as recommended exploration costs and cash resource management.

(ii) Net loss for the quarters ended August 31, 2014 and August 31, 2015 are higher due to incurring professional fees in relation to the proposed transaction.

(iii) Net loss for the quarter ended February 28, 2015 is mainly due to incurring non-cash share-based payment to third party lender.

(iv) Net loss for quarter ended August 31, 2015 includes transaction costs related to April 2015 financing that did not complete.

DISCLOSURE OF OUTSTANDING SHARE DATA

The following table summarizes maximum number of common shares outstanding as at November 30, 2015 and as of the date of this MD&A if all outstanding options and warrants were converted to common shares:

	As of the date of this MD&A	November 30, 2015
Common shares	13,550,682	13,550,682

SELECTED ANNUAL INFORMATION

	August 31, 2015	August 31, 2014	August 31, 2013
	$	$	$
Revenue	Nil	Nil	Nil
Net Loss for the year	317,936	100,022	137,240
Net Loss per common share, basic and diluted	0.02	0.01	0.01
Weighted Average number of common shares outstanding	13,374,104	13,219,334	13,119,476
Statement of Financial Position Data			
Working capital (deficit)	(332,131)	(94,195)	5,827
Total assets	1,545,554	37,918	57,640

RESULTS OF OPERATIONS

Three months ended November 30, 2015 ("Q1 2016") compared with three months ended November 30, 2014 ("Q1 2015")

The loss for the quarter ended November 30, 2015 was $28,968, compared with $29,034 for the quarter ended November 30, 2014. Significant variances in expenses are as follows:

- Audit and accounting fees of $16,833 were incurred in Q1 2016 as compared to $13,000 in Q1 2015. The increase is due to incurring professional fees related to Canadian tax issues applicable to merger of Otterburn and K92; and

- Filing and transfer agent fees of $1,513 were incurred in Q1 2016 as compared to $6,146 in Q1 2015. The decrease of $3,642 was due to higher fees paid in Q1 2015 for review of additional materials submitted to TSX-V and news release announcements in relation to the proposed acquisition of K92.

LIQUIDITY AND CAPITAL RESOURCES

The Company's ability to meet its obligations and its ability to finance exploration and development activities depends on its ability to generate cash flow through the issuance of common shares pursuant to private placements or the exercise of warrants and stock options or through debt. Capital markets may not always be receptive to offerings of new equity from treasury or debt, whether by way of private placements or public offerings. This may be further complicated by the limited liquidity for the Company's common shares, restricting access to some institutional investors. The Company's growth and success is dependent on additional external sources of financing which may not be available on acceptable terms.

Working Capital

As of November 30, 2015, the Company's working capital deficit was $361,099, compared with a $332,131 working capital deficit as of August 31, 2015. The decrease in working capital is due to spending $28,968 on operating expenses. The receipt of $76,804 in gross proceeds from a subscription receipt financing was loaned to K92, while $119,500 of share subscription was sent to K92 directly by the subscribers.

Cash

On November 30, 2015, the Company had $280 of cash, compared with $3,035 of cash on August 31, 2015. The $2,755 decrease in cash position is due to paying for general and administrative costs and maintenance of current non-cash working capital.

Cash Used in Operating Activities

Cash used in the operating activities during the period ended November 30, 2015 was $2,755. Cash was used mostly on audit and accounting, filing and transfer agent fees, office and administration and rent, as well as on paying off accounts payable. Cash used in operating activities during the period ended November 30, 2014 was $42,281. Cash was mostly spent on audit and accounting, filing and transfer agent fees, office and administration and rent.

Cash Used in Investing Activities

During the period ended November 30, 2015, the Company loaned $76,804 gross proceeds of the share subscriptions to K92.

There were no investing activities during the period ended November 30, 2014.

Cash Generated by Financing Activities

During the period ended November 30, 2015, the Company received $76,804 of gross proceeds of subscription receipts. During the period ended November 30, 2014, the Company received $25,000 of loan.

Requirement of Additional Equity Financing

The Company relies primarily on equity financings for all funds raised to date for its operations. The Company needs more funds to finance its exploration and development programs and ongoing operating costs. As at November 30, 2015, the Company had a working deficit of $361,099, all proceeds received from share subscriptions were loaned to K92. Given that the Company has insufficient working capital to fund its explorations and operations, the Company therefore has made efforts to conserve cash by deferring payments on the Adams Plateau option agreement and certain operating expenses. The Company has re-negotiated the terms of the Adams Plateau option agreement to defer all payments and exploration expenditures as follows:

		Option Payments	Share Issuances		Exploration Expenditures
On execution of the option agreement (paid)	$	15,000	-	$	-
On or before December 31, 2010 (achieved)		-	-		100,000
On or before March 31, 2016		-	-		200,000
On or before December 31, 2016		85,000	100,000		250,000
On or before December 31, 2017		100,000	150,000		350,000
Total	$	200,000	250,000	$	900,000

The Company does not plan to incur any significant exploration costs until a sufficient equity financing is completed. The Company plans to complete a private placement of up to $15,000,000 to complete and fund the proposed acquisition of K92. More details can be found in Proposed Acquisition section of this MD&A.

GOING CONCERN

The Company's condensed interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year.

At November 30, 2015, the Company had not achieved profitable operations and had an accumulated deficit of $1,279,368 since inception. In addition, proceeds received from share subscriptions were loaned to K92 during and subsequent to the current reporting period. If the Company does not complete the K92 transaction, the share subscriptions payable must be paid back to the holders. As a result, the Company currently has insufficient cash to meet its administrative expenses and to satisfy accounts payable and loans payable. Furthermore, the Company has insufficient cash to fund $85,678 of exploration expenditures by March 31, 2016 to maintain its option to the Adams Plateau Property. These conditions are material uncertainties which cast significant doubt about the Company's ability to continue as a going concern. The Company plans to complete a private placement of up to $15,000,000 to complete and fund the proposed acquisition of K92.

The Company's ability to continue as a going concern is dependent its ability to obtain the necessary financing to develop its mineral property interest and to meet its corporate overhead needs, keep its property in good standing and discharge its liabilities as they come due. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Should the Company not be able to continue as a going concern, realization values may be substantially different from carrying values as recorded in the Company's condensed interim financial statements. The Company's condensed interim financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

The Company's related parties consist of the Company's directors and officers, company owned by the directors and key management personnel of this company, which are as follows:

	Relationship	Nature of Transactions
CDM Capital Partners Inc.	Owned and controlled by two directors of the Company	Accounting, Office and Administration, Rent and Loans Payable

Total compensation paid to CDM Capital Partners Inc. during the three months ended November 30, 2015 was $10,500 (2014 - $10,500). Details of related party transactions and compensation of key management personnel are as follows:

(a) During the three months ended November 30, 2015, the Company paid or accrued $4,500 (2014 - $4,500) for accounting fees, $3,000 (2014 - $3,000) for office and administrative fees, $3,000 (2014 - $3,000) for rent to CDM Capital Partners Inc.; and

(b) During the three months ended November 30, 2015, the Company received $Nil loan (2014 - $25,000) from CDM Capital Partners Inc. The loan is unsecured, bears interest of 8% per annum and is due and payable on December 31, 2015. As at November 30, 2015, a total of $4,566 of interest is owing to CDM Capital Partners Inc.

As at November 30, 2015, there are $42,034 (August 31, 2015 - $29,919) of fees owing to the CDM Capital Partners Inc., which are included in accounts payable and accrued liabilities. The amount owing is interest free, unsecured, current, and without fixed terms of repayment.

PLAN OF OPERATIONS AND FUNDING

The Company's plan of significant operations for the next twelve months is as follows:

- to finance general and administrative costs of running operations and regulatory compliance estimated at $50,000;
- to complete the proposed acquisition of K92, including the completion of the private placement of a minimum of $15 million expected to consist of the issuance of 30,000,000 common shares at a price of $0.35 per common share; and
- in the event that the proposed acquisition of K92 is not completed, the Company intends to either complete sufficient financing to fund and incur $85,678 of additional exploration expenditures on the Adam's Plateau property by March 31, 2016 or negotiate an extension of required exploration expenditures with the optionor.

As of the date of this MD&A, the Company does not have adequate working capital on hand to fund operations for the next twelve months. The Company is planning to raise additional funds for operations via equity or debt financing.

FINANCIAL INSTRUMENTS

The Company accounts for its financial instruments as follows:

Cash, restricted cash and accounts receivable	Loans and receivables
Accounts payable and accrued liabilities and share subscriptions received	Financial liabilities measured at amortized cost

The classification of the financial instruments as well as their carrying values is shown in the table below:

Loans and receivables	$	1,661,999
Other financial liabilities	$	2,023,686

The fair value of cash, accounts receivable, loan receivable, accounts payables and accrued liabilities, loans payable and share subscriptions received may be less than the carrying value for some of these instruments, given going concern uncertainties described earlier in "Going concern" section of this MD&A..

The Company is exposed to various types of market risks including credit risk and liquidity risk. This is not an exhaustive list of all risks, nor will the mitigation strategies eliminate all risks listed.

(i) Credit Risk – Credit risk is the risk that one party to a financial instrument will fail to fulfill an obligation and cause the other party to incur a financial loss. The Company's credit risk consists primarily of cash, accounts receivable and loans receivable. To mitigate credit risk, the holders of the subscription receipts agreed that should the Proposed Transaction fail to close on or before December 31, 2015 (or such later date as the Company and each subscription receipt holder may agree), a pro-rata share of (A) the loans made to K92, (B) the remaining balance of the gross proceeds of the Private Placement (if any) which has not then been loaned by the Company to K92, and (C) interest accrued on the loans made to K92 will be returned to the subscription receipt held, and that the Company shall have no further liability to the subscription receipt holders. The credit risk is also minimized by placing cash with major Canadian financial institutions.

(ii) Liquidity Risk – Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. To mitigate this risk, the Company has a planning and budgeting process in place to determine the funds required to support its ongoing operations and capital expenditures. In the past sufficient funds have been raised to meet its operating requirements, after taking into account existing cash and expected exercise of share purchase warrants. The Company's cash is held in business accounts which are available on demand for the Company's programs and are not invested in any asset-backed deposits or investments.

OTHER RISK AND UNCERTAINTIES

In additional to the risks related to the Company's financial instruments, the Company is exposed to potential loss from various other risks including exploration and development risk and environmental risk.

The exploration and development of mineral properties are highly speculative activities and are subject to significant risks, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in size to return a profit from production. The Company's ability to realize on its investments in exploration projects is dependent upon a number of factors including management's ability to continue to raise the financing necessary to complete the exploration and development of those projects and the existence of economically recoverable reserves within the projects.

At the present time the Company does not hold any interest in a mining property in commercial production. The Company has incurred net losses since inception, and has limited financial resources and no positive mineral operating cash flow. No assurance can be given that additional funding will be available for further exploration and development of the Company's projects or to fulfil the Company's obligations under any applicable agreements. Other risks and uncertainties include:

Competitive industry

Mining industry is intensely competitive and the company will compete with other companies that have far greater resources.

Exploration risks

Mineral exploration is highly speculative in nature. The Company's exploration project involves many risks, and success in exploration is dependent upon a number of factors including, but not limited to, quality of management, quality and availability of geological expertise and availability of exploration capital. The Company cannot give any assurance that its future exploration efforts will result in the discovery of mineral resources or mineral reserves.

Fluctuating metal and share prices

Factors beyond the control of the Company may affect the marketability of precious any other metals or minerals discovered. Commodity prices fluctuate widely and are affected by numerous factors beyond the Company's control whose effect cannot accurately be predicted.

In recent years, the securities markets in the United States and Canada have experience a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered exploratory and development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying assets values or prospects of such companies. There can be no assurance that continual and extreme fluctuations in price will not occur.

CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders, and to bring its resource properties to commercial production.

The Company depends on external financing to fund its activities. The capital structure of the Company currently consists of common shares and share purchase warrants. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets, being resource properties. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, or sell assets to fund operations. Management reviews its capital management approach on regular basis. The Company is not subject to externally imposed capital requirements.

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly-rated financial instruments, such as cash and other short-term guaranteed deposits, all held with major financial institutions.

RECENT ACCOUNTING PRONOUNCEMENTS

Recent Accounting Pronouncements not yet applied:

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for future accounting periods. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

IFRS 9 – *Financial Instruments: Classification and Measurement* - IFRS 9 addresses classification and measurement of financial assets and liabilities, recognizing impairment of financial assets, and hedge accounting. Under this standard, financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. The accounting model for financial liabilities is largely unchanged from IAS 39 except for the presentation of the impact of own credit risk on financial liabilities designated at fair value through profit or loss. The new general hedge accounting principles under IFRS 9 are aimed to align hedge accounting more closely with risk management. This new standard does not fundamentally change the types of hedging relationships or the requirement to measure and recognize ineffectiveness; however it is expected to provide more hedging strategies that are used for risk management to qualify for hedge accounting and introduce more judgment to assess the effectiveness of a hedging relationship. IFRS 9 is mandatorily effective for annual periods beginning on or after January 1, 2018. The Company is in process of evaluating the impact of IFRS 9 on the Company's financial statements.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", “propose”, "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement.

In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental regulatory and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company to meet certain work commitments, and work plans to be conducted by the Company.

With respect to forward-looking statements listed above and contained in this MD&A, the Company has made assumptions regarding, among other things: the legislative and regulatory environment, the impact of increasing competition, unpredictable changes to the market prices for minerals, that costs related to development of mineral properties will remain consistent with historical experiences, anticipated results of exploration activities, and the Company's ability to obtain additional financing on satisfactory terms.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth in this MD&A: volatility in the market prices of minerals, uncertainties associated with estimating resources, geological problems, technical problems, exploration problems, processing problems, liabilities and risks including environmental liabilities and risks inherent in the exploration and mining, fluctuations in currency and interest rates, incorrect assessments of the value of acquisitions, unanticipated results of exploration activities, competition for capital, competition for acquisitions of reserves, competition for undeveloped lands, competition for skilled personnel, political risks and unpredictable weather conditions.

ADDITIONAL INFORMATION

For further detail, see the Company's interim financial statements for the period ended November 30, 2015 and the audited financial statements for the year ended August 31, 2015. Additional information about the Company can also be found on www.sedar.com.

CORPORATE DIRECTORY

Trading Symbol – OBN
Exchange - TSX-V

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Darryl Cardey (Director and Chief Financial Officer)

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Darren Devine
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