

## **GALENA INTERNATIONAL RESOURCES LTD.**

### **Management's Discussion & Analysis of Financial Condition and Results of Operations For the three month period ended June 30, 2016**

This Management's Discussion and Analysis ("**MD&A**") reviews the activities of Galena International Resources Ltd. ("Galena", or the "Company") and compares the financial results for the three months ended June 30, 2016 (the "**first quarter 2016**") with the comparable period in 2015 (the "**first quarter 2015**"). This MD&A should be read in conjunction with the interim financial statements for the first quarter 2016 and audited financial statements and accompanying notes for the year ended March 31, 2016, copies of which are filed under the Company's profile on the SEDAR website, www.sedar.com.

Galena was incorporated under the *Business Corporations Act* (British Columbia) on April 5, 2007. The Company's head office and principal address is 1020 - 625 Howe Street, Vancouver, British Columbia, Canada, V6C 1T2. The Company's registered and records office is 2300 - 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 2B5.

The Company trades on NEX (the "**Exchange**") under the trading symbol "GTO.H" and is currently applying to have the listing of its common shares transferred from the NEX board to Tier 2 of the TSX Venture Exchange in connection with the acquisition of the Mikwam property (*Refer to Overview Section for further details*).

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and Interpretations issued by the International Financial Reporting Interpretations Committee.

The information in this MD&A is provided as of the date of this MD&A, August 17, 2016 (the "**Report Date**").

### **OVERVIEW**

The Company is a resource exploration company, which has recently been re-launched with the appointment of Mr. Mark N.J. Ashcroft, P. Eng. as President and Chief Executive Officer and a director. Mr. Ashcroft replaces Mr. Randy Turner, who has been appointed Chairman of the Company's board of Directors. In addition, the Company has recently acquired two properties within the prolific Abitibi Gold belt and its initial focus will be on gold exploration within this area. The Company will also continue to seek out further more advanced staged opportunities in proven mining districts.

In July 2016, the Company issued 500,000 common shares to MNJA Holdings Inc, a company controlled by Mark Ashcroft, in consideration for the assignment of an option ("**Option**") granting the right to earn a 100% interest in the Lipton Property, located 16 kilometers south of the Detour Lake Mine. The Company may earn a 100% in the Lipton Property by making aggregate cumulative cash payments of \$1 million to be paid over a 10-year period. An initial \$10,000 payment is due August 22, 2016 and thereafter until June 2020 the Company must make annual cash payments totaling \$90,000 and file a minimum of two years of assessment work, with the remaining \$900,000 in annual cash payments payable between June 2021 and June 2026.

In July 2016, the Company also entered into Letter of Intent ("**LOI**") with ALX Uranium Corp. ("**ALX**") to acquire a 100% interest in the Mikwam property ("**Mikwam**") located on the Casa Berardi Deformation Zone in the Larder Lake Mining Division, approximately 160 kilometers north-east of Timmins Ontario,

Pursuant to the LOI, the Company will acquire Mikwam in consideration of a cash payment of \$20,000 and the issuance of 2,000,000 common shares of the Company to ALX. In addition, on closing of the acquisition of Mikwam, the Company will grant ALX a net smelter returns royalty ("**NSR Royalty**") equal to 0.5% of net smelter returns from the property. The Company shall have right, at any time, to acquire one-half of the NSR Royalty (0.25%) from ALX in consideration of a cash payment of \$1,000,000.

## GALENA INTERNATIONAL RESOURCES LTD.

### Management's Discussion & Analysis of Financial Condition and Results of Operations For the three month period ended June 30, 2016

The transaction is subject to completion of due diligence, final documentation and TSX Venture Exchange approval.

Galena's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to identify and acquire promising mineral properties and conduct future exploration work on them, to fund its corporate overhead and commitments and to discharge its liabilities as they come due. Subsequent to the first quarter 2016, the Company completed a private placement raising gross proceeds of \$650,000, adequate to cover corporate overhead for the next several months but the Company will need to raise additional funds to carry out meaningful exploration programs.

## **RESULTS OF OPERATIONS**

### **For the three months ended June 30, 2016 and 2015**

For the three month period ended June 30, 2016, the Company incurred a loss and comprehensive loss in the amount of \$96,665 (2015 - \$4,762). During the first quarter 2016, the Company granted 1,612,500 options resulting in share-based compensation of \$77,642 being recognized. No amounts in the prior year's comparatives as no options were granted.

The operating losses are a reflection of the Company's status as non-revenue producing mineral exploration company. As the Company has no main source of income, losses are expected to continue for the foreseeable future.

### **Summary of Quarterly Results**

The following table summarizes information derived from the Company's financial statements for each of the eight most recently completed quarters.

<b>Year:</b> <b>Quarter Ended:</b>	<b>2016</b> <b>Jun 30</b>	<b>2016</b> <b>Mar 31</b>	<b>2015</b> <b>Dec 31</b>	<b>2015</b> <b>Sep 30</b>	<b>2015</b> <b>Jun 30</b>	<b>2015</b> <b>Mar 31</b>	<b>2014</b> <b>Dec 31</b>	<b>2014</b> <b>Sep 30</b>
Net sales								
or total revenue	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
Net income (loss):								
(i) in total (000s)	\$(97)	\$(15)	\$(9)	\$(4)	\$(5)	\$(9)	\$(6)	\$(2)
(ii) per share <sup>(1)</sup>	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.01)	\$(0.01)	\$(0.01)	\$(0.01)

(1) Fully diluted loss per share amounts are not shown as they would be anti-dilutive.

The Company's operations are not driven by seasonal trends, but rather by reaching project milestones such as completing various geological, technical, environmental and socio-economic objectives as well as closing the financings needed to fund the Company's activities.

The operating results of junior exploration companies typically demonstrate wide variations from period to period. These variances arise from fluctuations in such costs as stock-based compensation, level of exploration activity and costs expensed or costs incurred to assess opportunities to acquire new mineral property interests.

## **GALENA INTERNATIONAL RESOURCES LTD.**

### **Management's Discussion & Analysis of Financial Condition and Results of Operations For the three month period ended June 30, 2016**

#### **LIQUIDITY AND CAPITAL RESOURCES**

The Company has no operations that generate cash flow. The Company's future financial success will depend on the discovery of one or more economic mineral deposits or business opportunity. This process can take many years, can consume significant resources and is largely based on factors that are beyond the control of the Company and its management.

To date, the Company has financed its activities by the issuance of equity securities. In order to continue funding its exploration activities and corporate costs, exploration companies are usually reliant on their ongoing ability to raise financing through the sale of equity. This is dependent on positive investor sentiment, which in turn is influenced by a positive climate for the commodities that are being explored for, a company's track record, and the experience and caliber of a company's management. There is no assurance that equity funding will be accessible to the Company at the times and in the amounts required to fund the Company's activities.

#### **Cash and Financial Condition**

The Company had \$41,274 in working capital at June 30, 2016 (March 31, 2016 - \$60,297). The Company continues to enforce a conservative cost approach as it assesses new mineral property interests. Subsequent to first quarter 2016, the Company completed a non-brokered private placement raising gross proceeds of \$650,000 (*Refer to disclosure of securities outstanding for further details on the private placement*)

Additional funds, by way of equity financings, will be needed to carry out meaningful exploration programs or any additional significant acquisition of mineral properties.

The Company has no debt, does not have any unused lines of credit or other arrangements in place to borrow funds, and has no off-balance sheet arrangements. The Company has no current plans to use debt financing and does not use hedges or other financial derivatives.

The Company manages its liquidity risk (i.e., the risk that it will not be able to meet its obligations as they become due) by forecasting cash flows from operations together with its investing and financing activities. Expenditures are adjusted to ensure liabilities can be funded as they become due. Management and the Board of Directors are actively involved in the review, planning, and approval of significant expenditures and commitments.

#### **Financial Instruments**

The Company's financial instruments consist of cash, receivables, and accounts payable and accrued liabilities. The carrying value of receivables, and accounts payable and accrued liabilities approximate their fair values due to the short-term nature of these instruments. The fair value of cash is measured based on level 1 of the fair value hierarchy.

## **GALENA INTERNATIONAL RESOURCES LTD.**

### **Management's Discussion & Analysis of Financial Condition and Results of Operations For the three month period ended June 30, 2016**

#### **TRANSACTIONS WITH RELATED PARTIES**

The financial statements include the financial statements of Galena International Resources Ltd. The Company has no subsidiaries.

##### *Key Management Personnel*

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of executive and non-executive members of the Company's Board of Directors and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

During the three month period June 30, 2016, the Company entered into the following transactions with related parties:

Paid or accrued the following to Mark Ashcroft, the current President and Chief Executive Officer of the Company:

	<b>2016</b>	<b>2015</b>
Share-based compensation*	17,793	-

Paid or accrued the following to Rand Explorations Ltd., a company controlled by Randy Turner, the former Chief Executive Officer of the Company:

	<b>2016</b>	<b>2015</b>
Management fees	\$ 15,000	\$ -
Share-based compensation*	15,569	-

Paid or accrued the following to Susan Neale, the Chief Financial Officer of the Company:

	<b>2016</b>	<b>2015</b>
Management fees	\$ 1,300	\$ -
Share based compensation*	2,022	-

Paid or accrued the following to non-executive directors of the Company:

	<b>2016</b>	<b>2015</b>
Share based compensation*	28,712	-

*\*Share-based compensation consists of the fair value of options that were granted to related parties during the period. The fair value has been calculated using the Black-Scholes Option Pricing Model as set out in the Financial Statement for the period ended June 30, 2016 and does not represent actual amounts received by the related parties.*

## **GALENA INTERNATIONAL RESOURCES LTD.**

**Management's Discussion & Analysis of Financial Condition and Results of Operations**  
**For the three month period ended June 30, 2016**

### **RISK FACTORS**

There have been no material changes in the risks and uncertainties affecting the Company that were discussed in the Company's 2016 annual MD&A filed on July 11, 2016.

### **DISCLOSURE OF SECURITIES OUTSTANDING**

As at the Report Date, the Company had the following securities outstanding:

Common shares	36,600,084
Warrants	13,000,000
Options	<u>1,935,600</u>
Fully diluted shares	<u>51,635,684</u>

Included in the above totals, are the securities issued in connection with the non-brokered private placement (the "**Private Placement**") completed in July 2016. The Private Placement consisted of 13,000,000 units ("**Units**") of the Company at a price of C\$0.05 per Unit, raising gross proceeds of \$650,000. Each Unit consisted of one common share of the Company and one-whole common share purchase warrant ("**Warrant**"). Each full Warrant entitles the holder to acquire one common share at an exercise price of C\$0.10 for a period of 24 months from the closing date of the Private Placement.

### **OUTLOOK**

The Company is a resource exploration company, with its initial focus on gold exploration within the prolific Abitibi Gold belt. The Company is completing its due diligence and final documentation with respect to the acquisition of the Mikwam property. In connection with the acquisition of the Mikwam property, the Company is applying to have the listing of its common share transferred from the NEX board to Tier 2 of the TSX Venture Exchange. The Company has engaged Caracle Creek International Consulting, to prepare a National Instrument 43-101 technical report in respect of Mikwam.

In addition, the Company will continue to assess opportunities to acquire additional advanced staged opportunities in proven mining districts.

## **GALENA INTERNATIONAL RESOURCES LTD.**

### **Management's Discussion & Analysis of Financial Condition and Results of Operations**

**For the three month period ended June 30, 2016**

#### **FORWARD-LOOKING STATEMENTS**

Certain of the statements made and information contained herein is "forward-looking information" within the meaning of the British Columbia Securities Act, the Alberta Securities Act and the Ontario Securities Act. This includes statements concerning the Company's plans to acquire new mineral property interests or business opportunities, which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Forward-looking information is subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking information, including, without limitation, the ability of the Company to continue to be able to access the capital markets for the funding necessary to acquire and maintain exploration properties or business opportunities; competition within the industry to acquire properties of merit or new business opportunities, and competition from other companies possessing greater technical and financial resources; difficulties in executing exploration programs on the Company's proposed schedules and within its cost estimates, whether due to weather conditions in the areas where it operates, increasingly stringent environmental regulations and other permitting restrictions, or other factors related to exploring of its properties, such as the availability of essential supplies and services; factors beyond the capacity of the Company to anticipate and control, such as the marketability of mineral products produced from the Company's properties, government regulations relating to health, safety and the environment, and the scale and scope of royalties and taxes on production; the availability of experienced contractors and professional staff to perform work in a competitive environment and the resulting adverse impact on costs and performance and other risks and uncertainties, including those described in each management's discussion and analysis of financial condition and results of operations. In addition, forward-looking information is based on various assumptions including, without limitation, assumptions associated with exploration results and costs and the availability of materials and skilled labour. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Accordingly, readers are advised not to place undue reliance on forward-looking information. Except as required under applicable securities legislation, the Company undertakes no obligation to publicly update or revise forward-looking information, whether as a result of new information, future events or otherwise.