



(an exploration and development stage company)

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS**

**For the three months ended May 31, 2017**

**DATED: July 28, 2017**

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## **VICTORIA GOLD CORP.**

(an exploration and development stage company)

### **MANAGEMENT'S DISCUSSION AND ANALYSIS**

*This Management's Discussion and Analysis has been prepared as at July 28, 2017, and contains certain "Forward-Looking Statements" within the meaning of the Canadian Securities laws. All statements, other than statements of historical fact, included herein, including, without limitation, statements regarding potential mineralization and reserves, exploration results and future plans and objectives of Victoria Gold Corp. (the "Company" or "Victoria") are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.*

The following management's discussion and analysis ("MD&A") of the operating results and financial position of the Company should be read in conjunction with the accompanying unaudited condensed consolidated interim financial statements and the notes thereto of the Company for the three months ended May 31, 2017 and for the year ended February 28, 2017. These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and all amounts are expressed in Canadian dollars, unless otherwise stated.

### **FORWARD-LOOKING STATEMENTS**

These condensed consolidated interim financial statements and MD&A contain certain forward-looking statements relating to, but not limited to, the Company's expectations, intentions, plans and beliefs. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include reserve and resource estimates, estimates of future production and the timing thereof and costs and timing of drilling campaigns, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves, exploration and drilling success or failure, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, securing financing, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects and other factors. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results. Potential shareholders and prospective investors should be aware that these statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.

### **OVERVIEW**

Victoria is an emerging gold producer whose flagship asset is its 100% owned Dublin Gulch property which hosts the Eagle and Olive-Shamrock Gold Deposits. Dublin Gulch is situated in central Yukon, Canada, approximately 375 kilometers north of the capital city of Whitehorse. The property covers an area of approximately 555 square kilometers, is accessible by road year-round and is located within Yukon Energy Corporation's service area.

## CORPORATE HIGHLIGHTS (since March 1, 2017)

On April 25, 2017, the Company announced the addition of Mr. Paul D. Gray as VP Exploration. Mr. Gray holds a Bachelor of Science (Honours) degree from Dalhousie University and is a member in good standing with the Association of Professional Engineers and Geoscientists of British Columbia. Mr. Gray has worked extensively as an exploration geologist in the mineral exploration industry in Canada, the United States, Asia and Central and South America for the past 21 years, concentrating on precious metals, base metals and uranium exploration and development. Mr. Gray has been working in the Yukon and Northwest Territories with advanced gold exploration projects since 2001.

On May 25, 2017, the Company announced that it had signed a definitive agreement to option its Aurex property to Banyan Gold Corp. ("Banyan"). The Aurex property comprises 433 Quartz Mining Claims, consists of 8,230 hectares and is located in the Mayo Mining District, Yukon Territory.

Details of the Company's financings can be found within the Financing Activities section within this MD&A.

## EXPLORATION AND DEVELOPMENT ACTIVITIES

The Company has incurred resource expenditures since inception through May 31, 2017, net of property acquisitions, sales and impairments, totalling \$129.1 million. During the quarter ended May 31, 2017, the Company incurred net resource property expenditures totalling \$5.7 million.

Comparatively, the Company had incurred resource expenditures since inception through May 31, 2016, net of property acquisitions, sales and impairments, totalling \$117.1 million. During the quarter ended May 31, 2016, the Company incurred net resource property expenditures totalling \$3.4 million.

	Santa Fe (Nevada)	Dublin Gulch (Yukon)	Other properties **	Total
<b>Balance February 28, 2017</b>	\$ 6,664,497	\$ 115,109,320	\$ 1,599,705	\$ 123,373,522
Acquisition	-	-	(15,000)	(15,000)
Salaries and benefits	17,631	582,311	-	599,942
Amortization	-	126,906	-	126,906
Office and administration	44,345	204,491	-	248,836
Land claims and royalties	-	424	25,420	25,844
Environmental and permitting	62,573	85,547	-	148,120
Government and community relations	-	214,506	-	214,506
Site operations	-	1,072,591	-	1,072,591
Engineering and design	-	1,641,605	-	1,641,605
Assaying	-	70,930	-	70,930
Drilling and indirects	-	963,079	-	963,079
Other exploration	-	470,403	-	470,403
Exploration and development costs for the period	124,549	5,432,793	25,420	5,582,762
Currency translation	126,958	-	-	126,958
<b>Balance May 31, 2017</b>	\$ 6,916,004	\$ 120,542,113	\$ 1,610,125	\$ 129,068,242

\*\* Other properties include interests in Donjek, Aurex, CanAlask, and Clear Creek in Yukon Territory.

For the three months ended May 31, 2017, the Company incurred \$124,549 in property exploration and development expenditures on its Santa Fe, NV property. Spending included \$62,573 on environmental and permitting including water monitoring, \$17,631 on salaries and benefits and \$44,345 on office and administrative charges.

For the three months ended May 31, 2017, the company incurred \$5,432,793 in property exploration and development expenditures on its Dublin Gulch, YT property. \$1,504,412 was spent on exploration of the Dublin Gulch property, including assays, drilling and exploration support. \$1,641,605 was spent on engineering and design of the Eagle Gold project. \$1,072,591 was spent to support site operations including equipment, fuel and other site related costs associated with the 2017 drill program. \$214,506 was spent on government and community relations while \$85,547 was incurred for environmental and permitting activities. There was a \$126,906 charge for amortization, \$582,311 incurred for salaries and benefits and \$204,491 in miscellaneous charges to support exploration and development activities on the Dublin Gulch property.

## **PROPERTY INFORMATION, RECENTLY COMPLETED ACTIVITIES & OUTLOOK**

### **a) Property Information**

The Dublin Gulch property includes the Eagle Gold Deposit, the Olive-Shamrock Deposit, the Wolf Tungsten Deposit, the Potato Hills Trend including the Nugget, Popeye, Rex-Peso, East Potato Hills and Eagle West targets, the Falcon target as well as other targets. The property is located 85 km by road north of the village of Mayo in the Yukon, Canada. The property is centered on the confluence of the Haggart Creek and Dublin Gulch, at approximately 64°02' N and 135°50' W. The property comprises an aggregate area of approximately 555 square kilometers.

On September 12, 2016, the Company released the results of a National Instrument 43-101 feasibility study on the Eagle Gold Project. The feasibility study was filed on SEDAR on October 26, 2016. The feasibility study was prepared under the direction of JDS Energy & Mining ("JDS"), an industry leading, international engineering firm, with extensive experience in both construction and operation of mining projects in Canada's north. The study was supported by a globally recognized feasibility study team, all of whom were independent of the Company, including:

- Merit Consultants International Inc. ("Merit"), responsible for the capital cost estimate ("CCE") and construction and project execution plans;
- Allan Moran Geological Services, responsible for the mineral resource estimate;
- Dowl Engineering, responsible for heap leach facilities and event ponds design;
- AllNorth Consultants, responsible for engineering pertaining to on-site infrastructure and detailed engineering;
- SRK Consulting (U.S.) Inc ("SRK"), responsible for the geotechnical assessment and design of open pits and geotechnical assessment of ground conditions for infrastructure facilities, the heap leach pads and waste rock storage areas; and
- Kappes, Cassidy & Associates ("KCA"), responsible for metallurgy.

The feasibility study confirmed the technical and financial viability of constructing and operating a 33,700 tonne/day (“tpd”) mine encompassing 2 open pits, a three-stage crushing circuit, 2 in-valley heap leach pads and an adsorption desorption gold recovery plant (“ADR plant”) operation at Eagle.

<b>Highlights of the Feasibility Study</b> (all amounts in Canadian dollars unless otherwise stated)	
Proven and Probable Gold Reserves (oz)*	2,663,000
Average Annual Gold Production (oz, first 4 full years)	211,000
Average Annualized Gold Production (oz, LOM approximately 10 years)	190,000
Initial CapEx	\$369,600,000
OpEx (\$ per tonne processed, LOM)	\$10.54
Operating Cost per ounce (\$US/oz)	\$539
All-in sustaining cost (\$US/oz)	\$638

\*The stated mineral reserves are included within mineral resources.

### **In-Pit Mineral Resource Estimate**

The Eagle Resource used a total of 38,370 assay intervals with gold assays in 370 drill holes were used to define a wireframe with assays capped at 16.0 g/t Au. The capped gold assays were composited into 2.5 m intervals from the top of the drill hole with breaks at the wireframe boundary. Composite intervals less than 0.5 m in length were added to the composite immediately above. A block model with a cell size of 10 m x 10 m x 5 m was used for the grade estimation.

<b>Eagle Constrained In-Pit Mineral Resource</b>				
<b>Classification</b>	<b>Cut-off Grade (g/t Au)</b>	<b>Tonnes (Mt)</b>	<b>In-Situ Grade (g/t Au)</b>	<b>Contained Au (koz)</b>
<b>Measured</b>	0.15	29.4	0.81	761
<b>Indicated</b>	0.15	151.3	0.59	2,870
<b>Meas. + Ind.</b>	<b>0.15</b>	<b>180.7</b>	<b>0.63</b>	<b>3,631</b>
<b>Inferred</b>	<b>0.15</b>	<b>17.4</b>	<b>0.49</b>	<b>276</b>

**Notes to Table:**

1. *The effective date for the Mineral Resource is September 12, 2016.*
2. *Mineral Resources which are not mineral reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues.*
3. *The quantity and grade of reported Inferred Resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred Resources as an Indicated or Measured Mineral Resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured Mineral Resource category.*

The Olive Resource estimation used a total of 8,262 assay intervals in 175 holes and 38 trenches to define a wireframe with assays capped at 25 g/t Au. The capped gold assays were composited into 2.5 m intervals from the top of the drill hole with breaks at the wireframe boundary. Composite intervals less than 0.5 m in length were added to the composite immediately above. A block model with a cell size of 10 m x 10 m x 5 m was used for the grade estimation.

Olive Constrained In-Pit Mineral Resource				
Classification	Cut-off Grade (g/t Au)	Tonnes (Mt)	In-Situ Grade (g/t Au)	Contained Au (koz)
Measured	0.4	2.0	1.19	75
Indicated	0.4	7.6	1.05	254
<b>Meas. + Ind.</b>	<b>0.4</b>	<b>9.5</b>	<b>1.07</b>	<b>329</b>
Inferred	<b>0.4</b>	<b>7.3</b>	<b>0.89</b>	<b>210</b>

**Notes to Table:**

1. The effective date for the Mineral Resource is September 12, 2016.
2. Mineral Resources which are not mineral reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues.
3. The quantity and grade of reported Inferred Resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred Resources as an Indicated or Measured Mineral Resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured Mineral Resource category.

**Mineral Reserves**

The Proven and Probable Mineral Reserve is the economically minable portions of the Measured and Indicated in-pit Mineral Resource as demonstrated by this feasibility study.

Eagle and Olive Mineral Reserve			
Type	Ore (Mt)	Diluted Grade (g/t)	Contained Gold (koz)
Eagle Proven	27	0.80	688
Eagle Probable	90	0.62	1,775
<b>Total Eagle</b>	<b>116</b>	<b>0.66</b>	<b>2,463</b>
Olive Proven	2	1.02	58
Olive Probable	5	0.93	142
<b>Total Olive</b>	<b>7</b>	<b>0.95</b>	<b>200</b>
<b>Total Olive + Eagle</b>	<b>123</b>	<b>0.67</b>	<b>2,663</b>

**Notes to Table:**

1. The effective date for the Mineral Resource is September 12, 2016.
2. Mineral Reserves are included within Measured and Indicated Mineral Resources.

Eagle and Olive Mineral Reserve			
Type	Ore (Mt)	Diluted Grade (g/t)	Contained Gold (koz)
Eagle Crushed Ore	101	0.72	2,330
Olive Crushed Ore	7	0.95	200
<b>Total Crushed Ore</b>	<b>108</b>	<b>0.73</b>	<b>2,530</b>
Eagle Run of Mine Ore	15	0.27	133
<b>Total</b>	<b>123</b>	<b>0.67</b>	<b>2,663</b>

**Notes to Table:**

1. The effective date for the Mineral Resource is September 12, 2016.
2. Mineral Reserves are included within Measured and Indicated Mineral Resources.

## **Mining**

Eagle and Olive are open pit mines and will operate as a drill, blast, shovel and haul operations with a combined nominal rate of 33,700 tpd ore and mine life of 10 years. Ore to be crushed will be hauled to the primary crusher located toward the north east side of the Eagle pit. Run of mine ("ROM") ore will be hauled directly to the primary heap leach pad or the stockpile.

Eagle waste rock will be hauled to one of two waste rock storage areas immediately to the south and north of the open pit which results in short haul distances. Olive waste rock will be hauled to a waste rock storage area immediately south-west of the open pit. Waste rock storage will be managed to allow for future pit expansion. The ratio of waste to ore is 0.95 to 1 and total waste material is 116 million tonnes.

## **Processing**

Material above the crushed ore cut-off grades will be hauled from the open-pits to the primary crusher. Ore will be crushed at a nominal rate of 30,100 tpd. Following primary crushing, ore will be conveyed through a secondary and tertiary crushing circuit to a final crush size of P80 6.5 mm. Crushed ore will be conveyed to one of the two in-valley heap leach pads.

Ore will be stacked in 10m high lifts using a mobile conveying and stacking system then primary leached for 90 days. The pregnant solution, laden with gold once leaching is complete, will be pumped to an ADR plant where gold will be stripped from the solution and poured into doré bars. Life of mine recovery is estimated at 70.8%, including ROM ore.

Ore will be mined and primary crushed 365 days per year. Ore will be stacked on the heap leach pads 275 days per year. A stockpile will be used for primary crushed ore and ROM ore during the coldest 90 days of the year and the stockpile will be reclaimed to the secondary crushing circuit and the heap leach pads during the 275 day stacking period.

A total of 123 million tonnes of ore will be processed, including 108 million tonnes of crushed ore and 15 million tonnes of ROM ore. Crushed ore and ROM will be segregated on the heap leach pad. The primary heap leach pad will hold 77 million tonnes while the secondary heap leach pad will hold 46 million tonnes. The secondary heap leach pad has potential excess capacity of approximately 50 million tonnes should it be required for mine expansion.

## **Infrastructure**

The project is well supported by local infrastructure. Eagle is accessed via an existing year-round road connecting to the Silver Trail Highway. Grid power currently runs along the highway to support grid power via a spur line to be constructed along the existing access road. A 1,400m airstrip is located in Mayo approximately 85km by road from the project site. An existing construction-ready 100-person camp is currently operational at site. A further 110-person camp recently purchased by the Company is located in Mayo and installation at site will begin in calendar Q1 2017 prior to construction. All mine site infrastructure to be built for Eagle and Olive is located within a few kilometers of the open pits.

## **Capital Costs**

The initial capital cost for Eagle is estimated (in 2016 dollars) at C\$369.6 million with an accuracy of +/-15% including contingency of C\$35.2 million and all pre-stripping. The contingency allowance was calculated on a risk-adjusted basis for each of the major capital cost categories. Indirect costs include initial fills, spares, commissioning and start-up, engineering and procurement, construction management and freight and logistics.

Life of mine sustaining capital costs are estimated at \$183 million and closure costs (net of salvage value) are \$35 million.



**Initial Capital Cost Estimate** (all amounts in Canadian dollars unless otherwise stated):

<b>Initial Capital Cost Estimate</b> (all amounts in Canadian dollars unless otherwise stated)	
Mining	\$ 34,500,000
Site General	\$ 17,700,000
Process	\$ 101,300,000
Ancillaries	\$ 22,200,000
Power Supply & Distribution	\$ 15,100,000
Water Management	\$ 5,700,000
Heap Leach Pad	\$ 56,400,000
Owner's Costs	\$ 8,600,000
Indirect Costs	\$ 72,900,000
Contingency	\$ 35,200,000
<b>Total Directs, Indirects, Owner's Cost, including Contingency</b>	<b>\$ 369,600,000</b>

### **Operating Costs**

LOM site operating costs are estimated at CAD \$10.54 per tonne processed, as summarized below:

<b>Area</b>	<b>Operating Costs</b>		
	<b>C\$/t mined</b>	<b>C\$/t leached</b>	<b>US\$/oz payable</b>
Mine	\$2.15	\$4.19	\$214
Process/leach	n/a	\$4.93	\$252
G&A	n/a	\$1.42	\$73
<b>Total</b>		<b>\$10.54</b>	<b>\$539</b>

### **Financial Analysis**

Base case: consensus based long-term gold price of US\$1,250/ounce gold and US\$/CAD\$ exchange rate of \$0.78:\$1.00:

#### **Pre-tax**

- Net Present Value ("NPV") discounted at 5% is **C\$778 million**
- Internal Rate of Return ("IRR") is **37.1%**
- Payback is 2.6 years

#### **Post-tax**

- NPV discounted at 5% is **\$508 million**
- IRR is **29.5%**
- Payback is 2.8 years

### **Capital Cost and Operational Cost Estimate Fluctuations**

The feasibility study relies upon capital and operating cost estimates developed in mid 2016. Input parameters, including, but not limited to, labour, equipment, fuel and other consumables and exchange rates are subject to change which may in turn lead to material fluctuations in capital and operating costs.

## **b) Recently Completed Activities**

*On July 24, 2017*, the Company announced additional exploration results from the on-going 2017 exploration campaign. The results continue to demonstrate gold mineralization proximal to the Eagle Gold Deposit. Highlighted results from these 17 drillholes collared in the Eagle West Zone, immediately adjacent to the Eagle pit, include 31.5 metres of 0.99 g/t Au from 56.4 metres in hole DG17-809C, 35.3 metres of 1.03 g/t Au from 34.2 metres in hole DG17-821C, and 31.5 metres of 0.77 g/t Au from 7.6 metres in hole DG17-833C. A full listing of results can be found in the press release and on the Company's website [www.vitgoldcorp.com](http://www.vitgoldcorp.com).

*On June 5, 2017*, the Company announced exploration results from the Eagle West zone, immediately adjacent to the Eagle Gold Deposit. Highlighted results include 21.3 meters of 2.11 g/t Au in drill hole DG17-805C, 21 meters of 0.88 g/t Au in drill hole DG17-783C and 16.2 meters of 0.85 g/t Au in drill hole DG17-779C. A full listing of results can be found in the press release and on the Company's website [www.vitgoldcorp.com](http://www.vitgoldcorp.com).

*On March 28, 2017*, the Company announced it had entered into an exclusive agreement with Finning (Canada), a division of Finning International Inc. (TSX: FTT), to supply the mining fleet for its Eagle Gold Project. The mining fleet will include two 6040FS hydraulic shovels, eleven 150 ton, 785D off-highway trucks and various auxiliary Caterpillar mining equipment. The total cost of the new fleet is approximately US\$50 million. A deposit has been made and further payments are due upon delivery. Delivery of the fleet is expected in late 2018.

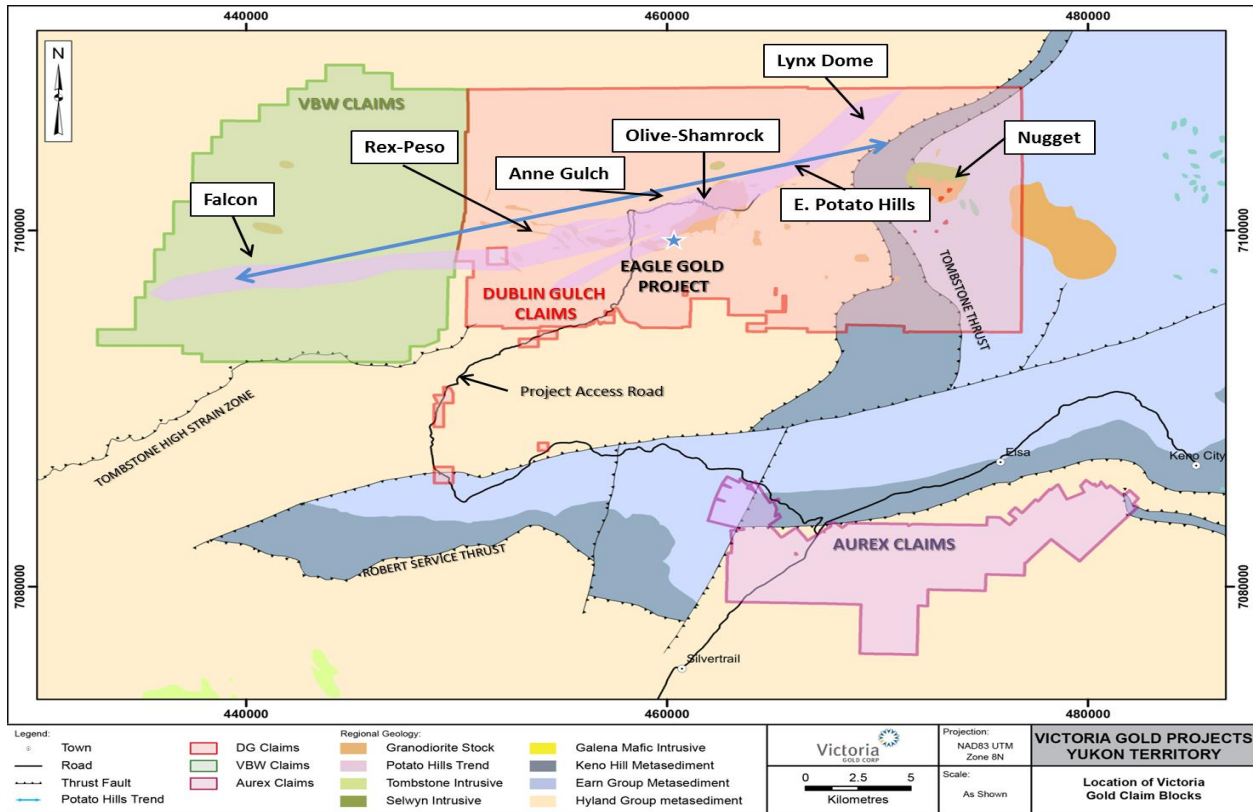
*On March 27, 2017*, the Company announced that it awarded the engineering for the Eagle Gold Project to JDS Energy & Mining in partnership with Hatch.

## **c) Outlook**

Outlook includes forward-looking statements which are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results. See page 1 "FORWARD-LOOKING STATEMENTS".

The Company continues to explore and evaluate financing alternatives along with its' financial advisor while advancing engineering to support construction activities at the Eagle Gold project.

*On January 19, 2017*, the Company announced a \$6.2M 2017 exploration program focused on unlocking the exploration potential of the Dublin Gulch property and regional properties. The Company will continue step-out and definition drilling at the Olive-Shamrock Zone with the aim to continue expanding mineable tonnage along this high grade mineralized shear zone. Additionally, there are six first order targets along the >13 km Potato Hills Trend that will be the subject of 2017 exploration activities. In addition to their geological potential these targets are proximal to Eagle and largely accessible by existing access roads.



The targets selected for advanced gold exploration in 2017 include: 1) **East Potato Hills**; 2) **Rex-Peso**; 3) **Nugget**; and 4) **Lynx Dome** and 5) **Anne Gulch**; all of which lie within 5 kilometres of the Eagle Gold Mine footprint. An additional target, **Falcon** on the Company's VBW Claim Block will also see exploration work in 2017.

The technical content of Victoria's MD&A has been reviewed and approved by Paul D. Gray, P. Geo., the Company's Qualified Person as defined by National Instrument ("NI") 43-101.

## SELECTED FINANCIAL INFORMATION

The following information has been extracted from the Company's consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), for each of the quarters ended May 31.

### Selected Quarterly Information ended May:

	2017	2016	2015
Total revenues	\$ -	\$ -	\$ -
Net loss/(income) year to date	\$ 896,377	\$ 896,467	\$ 723,190
Net loss/(income) per share year to date – basic and diluted	\$ 0.002	\$ 0.002	\$ 0.002
Total assets	\$ 201,969,433	\$ 157,980,496	\$ 130,519,660
Total non-current liabilities	\$ 1,118,408	\$ 955,397	\$ 2,796,202

## RESULTS OF OPERATIONS

### Quarters ended May 31, 2017 and 2016

The Company reported a loss of \$896,377 (\$0.002 per share) for the quarter ended May 31, 2017, compared to a loss of \$896,467 (\$0.002 per share) in the equivalent period during the previous year. The loss year over year was similar despite higher operating costs that were offset by higher gains from foreign exchange, fair value of marketable securities and interest income.

VARIANCE ANALYSIS	3 MONTHS ENDED MAY 31, 2017	3 MONTHS ENDED MAY 31, 2016	2017 VS 2016 VARIANCE HIGHER/(LOWER)
Operating expenses			
Salaries and benefits	\$ 510,960	\$ 339,416	\$ 171,544
Office and administrative	169,783	144,187	25,596
Share-based payments	324,868	23,810	301,058
Marketing	190,527	99,174	91,353
Legal and accounting	175,027	45,577	129,450
Consulting	99,200	5,000	94,200
Amortization	1,223	966	257
Foreign exchange loss/ (gain)	(255,218)	217,086	(472,304)
	<u>1,216,370</u>	<u>875,216</u>	<u>341,154</u>
Finance (income)/costs			
Unwinding of present value discount: ARO	5,318	5,370	(52)
Interest and bank charges	871	1,069	(198)
Interest income	(140,739)	(11,902)	(128,837)
Loss/(gain) on fair value of marketable securities	(185,443)	26,714	(212,157)
	<u>(319,993)</u>	<u>21,251</u>	<u>(341,244)</u>
Net loss for the period	<b>896,377</b>	<b>896,467</b>	<b>(90)</b>

During the quarter ended May 31, 2017, the Company reported Salaries and benefits of \$510,960 versus \$339,416 for the previous year's comparable period. The increase is a result of adding personnel associated with ramping up development activities for Eagle construction. Office and administrative costs are \$25,596 higher than the prior year due to increased usage and corporate travel. Share-based payments were \$324,868 versus \$23,810 for the previous year's comparable period. The increase in Share-based payments is due to the number and timing of employee option issuances and the vesting schedule. Marketing expenses increased (\$91,353 higher) over the prior year due to an enhanced marketing program. Legal and accounting (\$129,450 higher) and Consulting (\$94,200 higher) costs have increased due to usage of corporate and financial lawyers and consultants. The Company reported a gain on foreign exchange during the quarter ended May 31, 2017 of \$255,218 compared to a loss of \$217,086 in the previous year due to fluctuations in the Canadian and US exchange rate. During the quarter ended May 31, 2017, the Company reported a gain in the fair value of marketable securities of \$185,443 compared to a loss of \$26,714 in the previous year. The increase in interest income for the quarter is a result of higher cash balances year over year.

Total assets increased by \$12.7 million from \$189.2 million to \$201.9 million during the period from March 1, 2017 to May 31, 2017. Current assets increased by \$6.7 million (see "Liquidity and Capital Resources" herein), property and equipment increased by \$0.3 million and resource properties increased by \$5.7 million due to continued exploration and development expenditures. Total liabilities, primarily accounts payable and accrued liabilities increased \$4.9 million.

**Summary of Unaudited Quarterly Results:**

	31 MAY 17	28 FEB 17	30 NOV 16	31 AUG 16
Total Revenues	\$ -	\$ -	\$ -	\$ -
Loss (income)	\$ 896,377	\$ (402,237)	\$ (324,392)	\$ 563,589
Loss (income) per share – basic and diluted	\$ 0.002	\$ (0.001)	\$ (0.001)	\$ 0.001

	31 MAY 16	29 FEB 16	30 NOV 15	31 AUG 15
Total Revenues	\$ -	\$ -	\$ -	\$ -
Loss (income)	\$ 896,467	\$ 454,547	\$ 543,265	\$ 112,744
Loss (income) per share – basic and diluted	\$ 0.002	\$ 0.001	\$ 0.002	\$ 0.000

**LIQUIDITY AND CAPITAL RESOURCES**

At May 31, 2017, the Company had cash and cash equivalents of \$62,725,584 (February 28, 2017 - \$59,588,197) and a working capital surplus of \$59,084,887 (February 28, 2017 – \$57,228,523). The increase in cash and cash equivalents of \$3.1 million over the three months ended May 31, 2017, was due to the issuance of shares (see Financing Activities section herein) and exercising of options (\$10.1 million increase in cash) partially offset by operating expenses and changes in working capital including foreign exchange losses (\$4.1 million decrease in cash) and investing activities (\$2.9 million decrease in cash) from on-going exploration and development of the Company's resource properties. The Company's future is currently dependent upon its ability to successfully complete additional financing arrangements, secure all necessary permits, its ability to fulfil its planned exploration and development programs and upon future profitable production from its mineral properties, and the proceeds from the disposition of its mineral properties. The Company periodically seeks financing to continue the exploration and development of its mineral properties and to meet its future administrative requirements. Although the Company has been successful in raising funds to date, there can be no assurances that the steps management is taking, and will continue to take, will be successful in future reporting periods.

These condensed consolidated interim financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes that the Company will be able to realize assets and discharge liabilities in the normal course of operations as they come due for the foreseeable future.

The Company is in the process of advancing its mineral properties and the recoverability of the amounts shown for mineral properties and related deferred costs is dependent upon the ability of the Company to obtain the necessary financing to complete the development and upon future profitable production or proceeds from disposition of the mineral properties. The amounts shown as mineral property costs represent incurred costs to date and do not necessarily represent future values.

The Company holds the predominant amount of its cash in chequing and investment accounts at a major Canadian bank. The investment accounts predominantly invest in Government of Canada treasury bills.

**OPERATING ACTIVITIES**

During the quarter ended May 31, 2017, operating activities, including non-cash working capital changes, required funding of \$4.1 million (as compared with the same period during the previous year that required funding of \$0.4 million). The year over year increase in cash used by operating activities is due to increased funds required for working capital changes.

## RELATED PARTY TRANSACTIONS

Related parties include key management personnel, the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

The remuneration of directors and key management of the Company who are not independent for the three months ended May 31, 2017 and 2016 is outlined below.

	2017	2016
Salaries and other short term employment benefits	\$ 327,083	\$ 191,655
Share based compensation	\$ 227,397	\$ 18,085

The amounts above have been awarded solely to officers of the Company for work performed in their full-time capacity for the Company.

## FINANCING ACTIVITIES

On May 2, 2017, the Company closed a non-brokered private placement flow-through offering (the "Offering") raising gross proceeds of \$10.0 million, representing the issuance of 11,494,253 common shares priced at \$0.87 per share. There were no finders' fees for this transaction. Other issuance costs including legal and listing fees were paid in conjunction with the Offering. The flow-through shares are subject to a four-month hold period.

### May 2, 2017 Flow-through Financing (All amounts are approximate)

<u>Description</u>	<u>Prior Disclosure</u>	<u>Actual Spent</u>	<u>Remaining*</u>	<u>Total</u>	<u>Variance</u>
Dublin Gulch Exploration	\$10.0	\$0	\$10.0	\$10.0	Nil

\*Remaining funds are held in the form of cash and are expected to be used by the Company to incur exploration expenses in respect of the greater Dublin Gulch property, more specifically, the Olive and Shamrock targets.

On November 17, 2016, the Company closed a non-brokered private placement flow-through offering (the "Offering") raising gross proceeds of \$4.7 million, representing the issuance of 5,390,856 common shares priced at \$0.875 per share. Finders' fees and other issuance cost of \$206,777 were paid in conjunction with the Offering. The flow-through shares were subject to a four-month hold period.

### November 17, 2016 Flow-through Financing (All amounts are approximate)

<u>Description</u>	<u>Prior Disclosure</u>	<u>Actual Spent</u>	<u>Remaining*</u>	<u>Total</u>	<u>Variance</u>
Dublin Gulch Exploration	\$4.7	\$1.9	\$2.8	\$4.7	Nil

\*Remaining funds are held in the form of cash and are expected to be used by the Company to incur exploration expenses in respect of the greater Dublin Gulch property, more specifically, the Olive and Shamrock targets.

On August 31, 2016, the Company closed a brokered agreement with a syndicate of underwriters (the "Underwriters") led by Raymond James Ltd., under which the Underwriters purchased, on a bought deal basis, common shares (the "Common Shares") providing the Company with gross proceeds of \$28,778,750 (the "Offering"). The Common Shares were sold at a price of \$0.65 per Common Share, for gross proceeds of \$28,778,750. The Underwriters received a cash commission equal 5.0% of the gross proceeds from the sale of the Offering. Proceeds net of commission and expenses were \$26,928,557.

**August 31, 2016 Financing**  
(All amounts are approximate)

USE OF PROCEEDS, AS PER SHORT FORM PROSPECTUS DATED AUGUST 31, 2016 DESCRIPTION	BUDGET AS PER ORIGINAL DISCLOSURE	ACTUAL SPENT AS AT MAY 31, 2017	REMAINING TO BE SPENT*	CURRENT TOTAL FORECAST	VARIANCE CURRENT FORECAST LESS ORIGINAL BUDGET
Engineering, procurement and construction management	\$6.0	\$1.8	\$4.2	\$6.0	\$0
Ongoing permitting	\$1.0	\$0.2	\$0.8	\$1.0	\$0
Initial payments for long-lead equipment	\$2.0	\$2.8	\$0	\$2.8	\$0.8
Upgrading of roads and bridges	\$1.0	\$0	\$1.0	\$1.0	\$0
Site earthworks	\$11.4	\$0	\$10.6	\$10.6	\$(0.8)
Working capital and corporate expenses	\$5.5	\$4.1	\$1.4	\$5.5	\$0
<b>Total:</b>	<b>\$26.9</b>	<b>\$8.9</b>	<b>\$18.0</b>	<b>\$26.9</b>	<b>\$0</b>

On June 17, 2016, the Company closed a non-brokered private placement flow-through offering (the "Offering") raising gross proceeds of approximately \$2.9 million, representing the issuance of 4,384,615 common shares priced at \$0.65 per share. Finders' fees of up to 5% were paid on a portion of the Offering. The flow-through shares were subject to a four-month hold period.

**June 17, 2016 Flow-through Financing**  
(All amounts are approximate)

<u>Description</u>	<u>Prior Disclosure</u>	<u>Actual Spent</u>	<u>Remaining*</u>	<u>Total</u>	<u>Variance</u>
Dublin Gulch Exploration	\$2.9	\$2.9	\$0	\$2.9	Nil

\*Remaining funds are held in the form of cash and are expected to be used by the Company to incur exploration expenses in respect of the greater Dublin Gulch property, more specifically, the Olive and Shamrock targets.

On May 10, 2016, the Company closed a non-brokered private placement for gross proceeds of C\$24,000,000 (the "Offering"). Electrum Strategic Opportunities Fund L.P. ("Electrum") and Sun Valley Gold LLC ("Sun Valley") were the only subscribers to the Offering. The Units were issued at a price of C\$0.30 per Unit. Each Unit consisted of one common share in the capital of the Company and one-half of one common share purchase warrant. Each whole warrant entitles the holder thereof to purchase one common share of the Company at a price of C\$0.40 for a period of 3 years following the closing of the Offering. Electrum subscribed for 60,000,000 Units, while Sun Valley subscribed for 20,000,000 Units. Upon closing of the private placement, Electrum owned approximately 13.6% of the issued and outstanding shares of the Company while Sun Valley's ownership of the outstanding common shares of the Company increased to approximately 18.0%. All securities issued pursuant to the Offering were subject to a statutory four month hold period.

## **OUTSTANDING SHARE DATA**

The authorized capital of the Company consists of an unlimited number of common shares without par value. As of July 27, 2017, the number of issued common shares was 516,582,416 (586,467,833 on a fully diluted basis).

As at July 27, 2017, there were 29,885,417 director, employee and consultant stock options outstanding with an exercise price ranging from \$0.12 to \$0.72 per share and expiring between January 11, 2018 and August 9, 2021. This represents approximately 5.8% of the issued and outstanding common shares. As at July 27, 2017, there were 40,000,000 warrants outstanding with an exercise price of \$0.40 per share and with an expiration date of May 10, 2019.

## **RISK AND UNCERTAINTIES**

### ***Exploration and mining risks***

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

### ***Financial capability and additional financing***

The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects. Although the Company has been successful in the past in financing its activities through the sale of equity securities, there can be no assurance that it will be able to obtain sufficient financing in the future to execute its business plan.

### ***Fluctuating prices***

Factors beyond the control of Victoria may affect (i) the ability of Victoria to raise additional capital and (ii) the marketability of any gold or any other minerals discovered. Among such factors is the prevailing price for natural resources, including gold, which prices may fluctuate widely and which are affected by numerous considerations beyond Victoria's control. The effect of these factors cannot accurately be predicted.

### ***Dependence on key personnel***

Many of Victoria's personnel are specialized, highly skilled and experienced. The Company's future exploration and development success will depend to a significant extent on its ability to attract and retain qualified personnel. While Victoria has not experienced any significant difficulties to date in attracting and retaining personnel, there can be no assurance that this will continue. The loss of key personnel could have a material adverse effect on the Company's operations and business prospects.

### ***Operations***

Victoria's operations are subject to operational risks and hazards inherent in the mineral exploitation and extraction industry, including, but not limited to, variations in grade, deposit size, earthquakes and other Acts of God, density and other geological problems, hydrological conditions, availability of power, metallurgical and other processing problems, mechanical equipment performance problems, drill rig shortages, the unavailability of materials and equipment including fuel, labour force disruptions, unanticipated transportation costs, unanticipated regulatory changes, unanticipated or significant changes in the costs of supplies including, but not limited to, petroleum, labour, and adverse weather conditions. Should any of these risks and hazards affect any of Victoria's exploration and development activities, it may cause delays or a complete stoppage in Victoria's exploration or development activities, which would have a material and adverse effect on the business of Victoria.

### ***Government regulations and permitting***

Victoria's exploration and development activities are subject to laws and regulations governing health and worker safety, employment standards, waste disposal, protection of the environment, mine development and protection of endangered and protected species, treatment of indigenous peoples and other matters. Each jurisdiction in which Victoria has properties regulates mining and mineral exploration activities. It is possible that future changes



in applicable laws, regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms and conditions of existing permits and agreements applicable to Victoria or its properties, which could have a material and adverse effect on Victoria's current exploration and development activities. Where required, obtaining necessary permits can be a complex, time-consuming process and Victoria cannot provide assurance whether any necessary permits will be obtainable on acceptable terms, in a timely manner, or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict Victoria from proceeding with the development of an exploration project or the operation or further development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or material fines, penalties or other liabilities.

### ***Title***

The acquisition of title to mineral properties is a very detailed and time consuming process. Title to, and the area of, mineral concessions and claims may be disputed. While Victoria believes it has diligently investigated title to the mineral concessions and claims underlying its properties, Victoria cannot guarantee that title to any such properties will not be challenged, or that title to such properties will not be affected by an unknown title defect. Victoria has not surveyed the boundaries of all of its mineral properties and consequently the boundaries of the properties may be disputed.

### ***Litigation risks***

All industries, including the mining industry, are subject to legal claims, with and without merit. The Company may become involved in legal disputes in the future. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, there can be no assurance that the solution of any particular legal proceeding will not have a material adverse effect on the Company's financial position or results of operations.

### ***Fair value of financial instruments***

The carrying values for primary financial instruments, including cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities, approximate fair values due to their short-term maturities.

### ***Risk exposure is summarized as follows:***

(a) Credit risk

Certain of the Company's financial assets are exposed to a degree of credit risk. The Company endeavours to mitigate credit risk by holding its cash and cash equivalents as cash deposits and short-term government treasury funds with several major commercial banks.

Credit risk relating to accounts receivable and restricted cash arises from the possibility that any counterparty to an instrument fails to perform. The Company's accounts receivable relate to recoveries of HST. Restricted cash includes reclamation bonds. Reclamation bonds reflect non-interest bearing cash deposits held with governmental agencies representing the state of Nevada and interest bearing certificates of deposit held by Wells Fargo. The Company does not feel there is significant counterparty risk that could have an impact on the fair value of cash and cash equivalents, restricted cash and receivables. The maximum exposure is limited to amounts of cash and cash equivalents, restricted cash and receivables on the statement of financial position.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage. Accounts payables and accrued liabilities are due within the current operating period, from June 1, 2017 through August 31, 2017.

(c) Market risk

I. Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk of investing cash equivalents into fixed interest rate investments is mitigated by the short terms in which the investments mature. The risk that the Company will realize a loss as a result of a decline in the fair value of the short-term investments included in cash and cash equivalents is limited as these investments, although available for sale, renew daily. The short-term investments included in cash and cash equivalents earn interest at prevailing rates. This allows the Company to adapt its investment strategy in the event of any large fluctuations in the prevailing market rates.

II. Foreign currency risk

The Company incurs minimal expenditures in the United States and holds a portion of its cash and cash equivalents in US dollars. This gives rise to a risk that its US dollar expenditures and US dollar cash holdings may be adversely impacted by fluctuations in foreign exchange. The Company does not undertake currency hedging activities.

III. Price risk

The Company's financial assets and liabilities are exposed to price risk with respect to commodity prices and prices of the Company's equity investment, however the risk is limited due to the nature and low balance of the Company's holdings. The Company's exploration drill programs are exposed to price risk, of which the Company has little control. The Company's exploration drill programs are carried out by outside contractors. Cost increases for consumables such as fuel and drill bits are indirectly passed on to the Company through its contracted drill programs.

There has been no significant change in the risk factors affecting the Company on a period over period basis.

## **CONTRACTUAL COMMITMENTS**

The Company has no contractual commitments, other than leases on offices entered into in the normal course of business (*Note 13* of the accompanying unaudited condensed consolidated interim financial statements for the three months ended May 31, 2017). All mineral property agreement commitments are at the option of the Company and the Company can terminate the agreements prior to being required to make payments on the properties.

## **FOREIGN EXCHANGE**

The Company's US operations are denominated in USD, the functional currency of the US entities. The functional currency of all other entities is the Canadian dollar. The presentation currency of the Company is CAD. Accordingly, fluctuations in the exchange rates (USD/CAD) may impact the consolidated results of operations and the consolidated reported net assets. The effect of changes in currency fluctuations from the functional currency to the presentation currency on the operations' net assets is recorded in the Company's shareholders' equity as a cumulative translation adjustment.

## **OFF-BALANCE SHEET TRANSACTIONS**

During the most recent three months ended May 31, 2017, and up to the date of this report, the Company had no off-balance sheet transactions.

## CRITICAL ACCOUNTING ESTIMATES AND ACCOUNTING CHANGES

The Corporation's unaudited condensed consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The significant accounting policies applied and recent accounting pronouncements are described in (Note 3) of the Corporation's consolidated financial statements for the year ended February 28, 2017. There have been no changes from the accounting policies applied in the February 28, 2017 financial statements, except as disclosed in Note 3 of the accompanying unaudited interim condensed consolidated financial statements for the three month period ended May 31, 2017.

The preparation of these audited consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The audited consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the audited consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the balance sheet date, 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, relate to, but are not limited to, the following:

### ***Impairment of assets***

When there are indications that an asset may be impaired, the Company is required to estimate the asset's recoverable amount. Recoverable amount is the greater of value in use and fair value less costs to sell. No impairment indicators of non-financial assets have been noted for the quarters ended May 31, 2017 and 2016.

### ***Asset Retirement Obligation (ARO)***

The determination of provisions for environmental rehabilitation and reclamation obligations arising from the Company's evaluation and exploration activities requires the use of estimates and management judgment. Future reclamation costs in relation to changes in estimates are accrued based on management's best estimate at the end of each period of the discounted cash costs expected to be incurred. Accounting for reclamation obligations requires management to make estimates of the future costs the Company will incur to complete the reclamation work required to comply with existing laws and regulations. These estimates are dependent upon labor and materials costs, known environmental impacts, the effectiveness of rehabilitation measures, inflation rates, and pre-tax interest rates that reflect a current market assessment of time value for money and the risk specific to the obligation. The Company also estimates the timing of the outlays, which is subject to change depending on continued exploration and newly discovered mineral resources.

Actual reclamation costs incurred may differ from those amounts estimated by management. Moreover, future changes to environmental laws and regulations could increase the extent of reclamation work required to be performed by the Company, therefore increasing future costs.

### ***Stock-based compensation***

Management is required to make certain estimates when determining the fair value of stock options awards and the number of awards that are expected to vest. These estimates affect the amount recognized as stock based payments in the consolidated statements of loss and comprehensive loss based on estimates of forfeiture, stock price volatility and expected lives of the underlying stock options.

***Income taxes and recovery of deferred tax assets***

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. Management did not recognize deferred tax assets as future taxable profits are not expected until the Company reaches technical feasibility and commercial viability of the extraction of the mineral resources, the timing of which is uncertain as the Company is still in the exploration and evaluation stage.

**FINANCIAL INSTRUMENTS**

The Company's financial instruments consist of cash and cash equivalents, restricted cash, accounts receivable, loan receivable, accounts payable and accrued liabilities and reclamation bonds. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments. The reclamation bonds are held with a state of Nevada governmental institution, a joint venture partner or as letters of credit at Wells Fargo and represent restricted cash, which will be returned to the Company upon the satisfactory completion of reclamation obligations. The reclamation bonds and certain of the Company's cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities are denominated in \$US leading to currency risk arising from fluctuations in the \$C and \$US exchange rate. The fair value of these financial instruments approximates their carrying values due to the short-term nature of these instruments.

**ADDITIONAL INFORMATION**

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

**"John McConnell"**

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John McConnell  
Chief Executive Officer & President

**"Marty Rendall"**

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Marty Rendall  
Chief Financial Officer