MITCHELL RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED AUGUST 31, 2016

The following management's discussion and analysis ("MD&A") and financial review, prepared as at October 24, 2016, should be read in conjunction with the unaudited condensed interim financial statements and related notes for the three months ended August 31, 2016 of Mitchell Resources Ltd. ("Mitchell" or the "Company"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars.

Forward-looking Statements

This MD&A contains certain statements that may constitute "forward-looking statements". Forward-looking statements include but are not limited to, statements regarding future anticipated exploration programs and the timing thereof, and business and financing plans. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, the Company's ability to identify one or more economic deposits on its properties, to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement it business strategies.

Historical results of operations and trends that may be inferred from this MD&A may not necessarily indicate future results from operations. In particular, the current state of global securities markets may cause significant reductions in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedar.com and readers are urged to review these materials.

Company Overview

The Company currently is a reporting issuer in British Columbia and Alberta. On May 26, 2015 the Company changed its name from Kola Mining Corp. to Mitchell Resources Ltd. On July 6, 2016 the Company completed a consolidation of its share capital on a one new for two old basis. All share and per share amounts have been adjusted within this MD&A to reflect the share consolidation. The Company's common shares are listed on the TSX Venture Exchange ("TSXV") and trade under the symbol "MI". The Company's principal, registered and records office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7.

The Company is engaged in the sourcing, exploration and development of unproven mineral interests. As of the date of this MD&A the Company has not identified and completed the acquisition of a mineral property interest. The Company continues with its recapitalization process and still relies on the continued financial support from its management and other shareholders. The Company requires additional financing to meet its ongoing levels of corporate overhead, retire existing liabilities and debt obligations, and acquire other resource properties. As a result of this uncertainty, there is significant doubt as to the Company's ability to continue as a going concern. While the Company has been successful in securing financings in the past, there can be no assurance that it will be able to do so in the future. Accordingly, this report does not give effect to adjustments, if any, which would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than the normal course of business and at amounts which may differ from those shown in the financial statements.

Selected Financial Data

The following selected quarterly financial information is derived from the unaudited condensed interim financial statements of the Company and prepared using IFRS.

	Fiscal 2017	Fiscal 2016				Fiscal 2015		
Three Months Ended	**Aug 31/16 $**	**May 31/16 $**	**Feb 29/16 $**	**Nov 30/15 $**	**Aug 31/15 $**	**May 31/15 $**	**Feb 28/15 $**	**Nov 30/14 $**
Operations:								
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	(32,346)	(17,705)	(47,399)	(25,269)	(32,593)	(24,000)	(22,001)	(41,230)
Other Items	(6,909)	(6,879)	(6,790)	(6,837)	(6,944)	(4,192)	(47,277)	(43,197)
Net loss	(39,255)	(24,584)	(54,189)	(32,106)	(39,537)	(28,192)	(69,278)	(84,427)
Basic and diluted loss per share	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)	(0.01)	(0.02)
Statement of Financial Position:								
Working capital (deficiency)	(142,782)	(110,527)	(92,924)	(72,244)	(51,146)	(18,786)	(726,338)	(1,012,710)
Total assets	36,926	43,773	50,176	58,982	71,950	84,738	73,967	38,694
Total long-term liabilities	535,970	528,970	521,989	515,078	519,770	512,593	Nil	Nil

Results of Operations

Three Months Ended August 31, 2016 Compared to Three Months Ended May 31, 2016

During the three months ended August 31, 2016 ("Q1/2017") the Company reported a net loss of $39,255 compared to a net loss of $24,584 for the prior three months ended May 31, 2016 ("Q4/2016"), an increase in loss of $14,671. The fluctuation arose primarily due to:

(i) recognition of $9,500 audit costs in Q1/2017 for the audit of fiscal 2016; and
(ii) an increase of $4,265 in regulatory and transfer agent fees, from $1,682 during Q4/2016 to $5,947 during Q1/2017, due to services provided for the Company's share consolidation activities conducted in Q1/2017.

Three Months Ended August 31, 2016 Compared to Three Months Ended August 31, 2015

During the three months ended August 31, 2016 (the "2016 period") the Company reported a net loss of $39,255 ($0.00 per share) compared to a net loss of $39,537 ($0.00 per share) for the three months ended August 31, 2015 (the "2015 period"), a slight decrease in loss of $282 as follows:

(a) Expenses decreased slightly by $247, from $32,593 during the 2015 period to $32,346 during the 2016 period. Specific expenses of note during the 2016 period are as follows:

    (i) incurred $2,700 (2015 - $4,200) with Chase Management Ltd. ("Chase") a private corporation owned by Mr. Nick DeMare, the President/CEO of the Company, for accounting and administration services provided by Chase personnel, excluding Mr. DeMare;
    (ii) incurred $9,500 (2015 - $10,710) for audit fees, reflecting the reduced scope for the audit of the fiscal 2016 year-end financial statements compared to fiscal 2015; and
    (iii) an increase of $2,405 in regulatory and transfer fees, from $3,542 during the 2015 period to $5,947 during the 2016 period, relating to the Company's share consolidation of its share capital.

(b) The Company has received ongoing loans form DNG Capital Corp. ("DNG") a private company owned by the President of the Company. See "Transactions with Related Parties". The loans bear interest at the rate of a 6% per annum. During the 2016 period the Company recorded $7,000 (2015 - $7,177) of interest expense.

Cash Flows

During the 2016 period and 2015 periods the Company did not complete any financings.

Financial Condition / Capital Resources

As at August 31, 2016 the Company has a working capital deficiency of $142,782, non-current liabilities of $535,970, and shareholders' deficiency of $678,752. In the immediate term, the Company's ability to continue as a going concern is dependent upon the continued support of its President, shareholders and other related parties, its ability to acquire mineral property interests and to continue to raise additional capital to fund its ongoing corporate activities and retire its loans. Additional capital may be sought from existing shareholders from the sale of additional common shares or other equity or debt instruments. There is no assurance such additional capital will be available to the Company on acceptable terms or at all. Accordingly, this report does not give effect to adjustments, if any, which would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than the normal course of business and at amounts which may differ from those shown in the financial statements.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company has no proposed transactions.

Critical Accounting Estimates

Critical Judgments and Sources of Estimation Uncertainty

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these judgments, estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amount of the assets or liabilities in future years.

Estimation Uncertainty

The information about significant areas of estimation uncertainty considered by management in preparing the financial statements is as follows:

(i) Income taxes

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and deferred income tax provisions or recoveries could be affected.

Critical Judgments

The preparation of the financial statements requires management to make judgments regarding the going concern of the Company as well as the determination of functional currency.

A detailed summary of all the Company's significant accounting policies is included in Note 3 to the May 31, 2016 audited annual financial statements.

Changes in Accounting Policies

There are no changes in accounting policies. For accounting standards adopted during fiscal 2016 and for accounting standards and interpretations issued but not yet effective, refer to Note 3 in the May 31, 2016 audited annual financial statements.

Transactions with Related Parties

(a) *Transactions with Key Management Personnel*

Management personnel include those persons having authority or responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that the management personnel consists of the executive members of the Company. During the 2016 and 2015 periods the following amounts were incurred with respect to the Company's President and CEO (Mr. DeMare) and the Company's CFO (Mr. Lim):

	2016 **$**	**2015** **$**
Professional fees - Mr. DeMare	4,800	4,800
Professional fees - Mr. Lim	3,300	3,300
	8,100	8,100

As at August 31, 2016, $105,300 (May 31, 2016 - $97,200) remained unpaid relating to the professional fees.

(b) *Transactions with Other Related Parties*

(i) During the 2016 and 2015 periods the following amounts were incurred with respect to non-management directors (Messrs. Henstridge and Iannacone) of the Company and the Corporate Secretary (Ms. Mariana Bermudez):

	2016 **$**	**2015** **$**
Professional fees - Mr. Henstridge	3,300	3,300
Professional fees - Mr. Iannacone	2,250	2,250
	5,550	5,550

As at August 31, 2016, $62,150 (May 31, 2016 - $56,600) remained unpaid relating to the professional fees.

(ii) During the 2016 period the Company incurred a total of $2,700 (2015 - $4,200) to Chase, a private corporation owned by Mr. DeMare, for accounting and administration services provided by Chase personnel, excluding Mr. DeMare. As at August 31, 2016, $1,100 (May 31, 2016 - $300) remained unpaid.

(c) The Company has received ongoing loans from DNG Capital Corp. ("DNG") a private company owned by Mr. DeMare. Commencing November 1, 2014 the Company agreed to pay interest at a rate of 6% per annum on all outstanding principal amounts. During the 2016 period the Company recorded $7,000 (2015 - $7,177) of financing expenses.

Financial Instruments and Risk Management

Categories of Financial Assets and Financial Liabilities

Financial instruments are classified into one of the following categories: fair value through profit or loss ("FVTPL"); held-to-maturity investments; loans and receivables; available-for-sale; and other financial liabilities. The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instrument	**Category**	**August 31, 2016 $**	**May 31, 2016 $**
Cash	FVTPL	33,445	39,752
GST receivable	Loans and receivables	881	121
Accounts payable and accrued liabilities	Other financial liabilities	(179,708)	(154,300)
Loans	Other financial liabilities	(535,970)	(528,970)

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The recorded amounts for GST receivable, accounts payable and accrued liabilities and loans approximate their fair value. The Company's cash under the fair value hierarchy is measured using Level 1 inputs.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and GST receivable. Management believes that the credit risk concentration with respect to cash and GST receivable is remote as cash is held with a high quality financial institution and GST receivable represents amounts due from the Government of Canada.

Liquidity Risk

Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that it will have sufficient liquidity to meet its obligations. The Company has financial liabilities classified as current that are due within the next fiscal period. The Company will need to obtain additional financing to meet the obligations as they come due.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

(a) Interest Rate Risk

The Company is exposed to interest rate risk to the extent that the cash bears floating rates of interest. The interest rate risk on cash is not considered significant. The Company has interest bearing debt at fixed rates and is therefore not subject to fluctuating interest rate risk on its non-current loans payable

(b) Foreign Currency Risk

The Company's functional currency is the Canadian dollar and major transactions are transacted in Canadian Dollars and US Dollars. The Company maintains minimal cash deposits in US Dollars with its Canadian bank. As such, the fluctuation of the Canadian Dollar in relation to the US Dollar will have an impact upon the profitability of the Company and may also affect the value of the Company's assets and the amount of shareholders' deficiency. However, as the Company does not maintain significant cash balances in US Dollars and settles any transactions in US Dollars quickly, its exposure to currency risk is considered insignificant as at May 31, 2016.

Risks and Uncertainties

An investment in the Company's common shares is highly speculative and subject to a number of risks and uncertainties. Only those persons who can bear the risk of the entire loss of their investment should consider investing in the Company's common shares.

The Company competes with other mining companies, some of which have greater financial resources and technical facilities, for the acquisition of mineral concessions, claims and other interests, as well as for the recruitment and retention of qualified employees.

Outstanding Share Data

The Company's authorized share capital is unlimited common shares with no par value. As at October 24, 2016, there were 10,522,989 issued and outstanding common shares, 1,283,700 warrants outstanding at exercise prices ranging from $0.10 to $0.40 per share and 642,500 share options outstanding at an exercise price of $0.10 per share.