PROBE METALS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

YEAR ENDED DECEMBER 31, 2016

(EXPRESSED IN CANADIAN DOLLARS)

The following Management's Discussion and Analysis ("**MD&A**") of the financial condition and results of the operation of Probe Metals Inc. (the "**Company**" or "**Probe**") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended December 31, 2016. This MD&A was written to comply with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations*. This discussion should be read in conjunction with the audited consolidated financial statements of the Company for the year ended December 31, 2016 and period from January 16, 2015 to December 31, 2015, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's consolidated financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and interpretations of the IFRS Interpretations Committee. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. Information contained herein is presented as of April 5, 2017, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the "**Board**"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on the Company's website at **www.probemetals.com** or on SEDAR at **www.sedar.com**.

This MD&A contains forward-looking information as further described in the "Cautionary Note Regarding Forward-Looking Statements" at the end of this MD&A. Please also make reference to those risk factors identified or otherwise indirectly referenced in the "Risks and Uncertainties" section below.

Description of Business and Nature of Operations

Probe is a Canadian junior precious metal exploration company engaged in the business of acquiring, exploring and evaluating mineral properties, and developing these properties further or disposing of them when evaluation is complete. The Company is a reporting issuer in the provinces of Ontario, Alberta, British Columbia, and Quebec, and its common shares are listed for trading on the TSX Venture Exchange ("**TSXV**") under the symbol "PRB".

Probe owns a 100% undivided interest in three exploration-stage properties in the James Bay Lowlands area of northern Ontario, Canada: the Black Creek Property, the Tamarack-McFauld's Lake Property, and the Victory Property. In addition, the Company has acquired a 100% interest in its West Porcupine Project, less than 60km to the west of Timmins, Ontario. On June 10, 2016, the Company acquired an additional portfolio of projects in Quebec and Ontario through the acquisition of Adventure Gold Inc. ("**Adventure**"). The acquired portfolio currently consists of fifteen (15) properties 100%-owned by Probe, the Pascalis, Senore, Beaufor North, Lapaska, Bonnefond North and Megiscane-Tavenir properties, collectively forming the Val-d'Or East Project, Detour East and North properties, forming part of the Detour Project, the Casagosic, KLM, Bell-Vezza, Sinclair-Bruneau, Florence and Céré-113 properties, comprising the Casa-Cameron Project and the Granada Extension Project, and three (3) Option and/or Joint Venture ("**JV**") properties, the Meunier-144 JV (50/50 JV with Tahoe Resources), The Dubuisson JV with Agnico Eagle Mines Limited ("**Agnico**") (46.5% Probe/53.5% Agnico) and the Detour Quebec Option with SOQUEM Inc.("**SOQUEM**") (SOQUEM earning 50% interest). On July 27, 2016 the Company sold its Vezza North, Vezza Extension and Bachelor Extension properties, which were formerly part of the Casa-Cameron Project, to GFK Resources Inc. ("**GFK**"). On November 28, 2016, Probe entered into an option agreement with Alexandria Minerals Corporation, whereby Probe may earn up to a 70% interest in the Cadillac Break East Property in Val-d'Or, Quebec.

The Company also considers additional acquisitions of mineral property interests, or corporations holding mineral property interests, with the objectives of: (i) creating additional value for shareholders through the acquisition of additional mineral exploration properties; and (ii) helping to minimize exploration risk by attempting to diversify the Company's property portfolio. Although the Company believes that the current exploration prospects for its exploration projects are positive, mineral exploration in general is both uncertain and subject to fluctuating commodity prices resulting from changing trends in supply and demand.

Financial and Operating Highlights

On February 25, 2016, the Company announced that it had acquired 100% of the West Porcupine Property held by White Metal Resources Corp. ("**White Metal**"). The West Porcupine Property represents a land package of approximately 30 square kilometres and is located between Goldcorp Inc.'s ("**Goldcorp**") Borden Gold project and the town of Timmins, Ontario.

Under the terms of the agreement, White Metal received a cash payment of $120,000 in exchange for 100% ownership of the West Porcupine Property. White Metal will maintain a 1% net smelter return royalty ("**NSR**") over the West Porcupine Property, which can be purchased by the Company, at any time, for $1 million.

On February 29, 2016, the Company announced that it had acquired a 100% undivided interest in the Ross Property comprising 14 mining claims. The 17 square kilometre property represents the northern extension to the newly acquired West Porcupine Property.

Under the term of the agreement, the vendors received a cash payment of $60,000 in exchange for 100% ownership of the property. The vendors will maintain a 2% NSR, which can be purchased by the Company, at any time, for $3 million.

On May 13, 2016, Probe announced that the Company has completed the acquisition of the Ivanhoe property (the "**Property**") in Ontario, Canada. Under the terms of the agreement, Probe made an aggregate payment of $234,000 and issued 350,000 common shares valued at $301,000 of Probe in consideration for 100% interest in the Property and option interest. The Probe common shares issued are subject to a statutory four month hold period. The Property represents a land package of approximately 130 square kilometres and is located proximal to, and along the same geological trend as, the Company's West Porcupine Property. This acquisition brings the total land package of the project, referred to as the West Porcupine Project, to over 180 square kilometres, and includes the White Metal's West Porcupine

Property and the Ross Property. Exploration programs are currently being planned that will encompass all of the Company's property in the area.

On June 10, 2016, Probe completed the plan of arrangement with Adventure pursuant to which Probe acquired all of the outstanding shares of Adventure (the "**Transaction**"). Adventure became a private company following the transaction. The Transaction will create a new, leading gold explorer and developer with properties in some of the most prolific greenstone belts in Quebec and Ontario. The combined entity will continue to unlock value at Adventure's Val-d'Or East Project, which currently contains a National Instrument 43-101 ("**NI 43-101**") inferred resources of 770,000 ounces at 2.6 g/t gold calculated at a 1.0 g/t cut-off above 350m depth and 1.5 g/t cut-off below, and in its property portfolio of other projects within some of the most high-profile gold camps in Canada including: Val-d'Or, West Timmins, Casa Berardi and Detour Quebec.

Pursuant to the Transaction, Adventure became a wholly-owned subsidiary of Probe. Probe acquired each outstanding common share of Adventure for 0.39 Probe common share and issued an aggregate of 31,585,765 common shares to the former shareholders of Adventure. Pursuant to the completion of the Transaction, Adventure option holders received for each Adventure option: 0.39 options in Probe. Pursuant to the completion of the Transaction, Adventure warrant holders received for each Adventure warrant: 0.39 warrants in Probe. Pursuant to the completion of the Transaction, the Company acquired an additional portfolio of projects as outlined under the heading "Description of Business and Nature of Operations" above.

In connection with the Transaction, Marco Gagnon, former President and Chief Executive Officer ("**CEO**") of Adventure has been appointed to Probe's management as Executive Vice President and as a director of Probe, effective immediately.

In accordance with IFRS 3 - Business Combinations, the Transaction does not meet the definition of a business combination as Adventure has not yet commenced principal operations and is in the exploration stage. Consequently, the transaction has been recorded as an acquisition of an asset. The Board of Directors of each company has unanimously approved the Transaction. As a result of the Transaction at the closing, Probe issued 31,585,765 common shares valued at $0.99 per share, as consideration of $31,269,907. Consideration for the Transaction also included the fair value of Adventure's replacement warrants and stock options of $534,000 and $1,407,000 respectively, based on the Black-Scholes option pricing model.

Probe acquired the assets and liabilities of Adventure as follows:

	Amount ($)
Purchase Price Consideration	
31,585,765 common shares of Probe [(a)]	**31,269,907**
799,531 warrants of Probe [(b)]	**534,000**
1,519,050 stock options of Probe [(c)]	**1,407,000**
Transaction related costs	**1,065,414**
	34,276,321

	Amount ($)
Net Assets Acquired (Fair Value)	
Cash and cash equivalents	**507,363**
Trade accounts receivable and other receivables	**519,378**
Marketable securities	**552,785**
Prepaid expenses	**46,382**
Mining properties	**32,927,269**
Amounts payable and other liabilities	**(276,856)**
Total net assets	**34,276,321**

(a) For the purpose of determining the fair value of the purchase price consideration, the 31,585,765 common shares of Probe were valued at $0.99.

(b) The fair value of Probe warrants was estimated using the using the Black-Scholes option pricing model with the following assumptions: share price of $0.99; exercise price of $0.51 to $1.15; expected dividend yield of 0%; risk-free interest rate of 0.50%; volatility of 135% to 137% and an expected life of 0.90 to 1.45 years.

(c) The fair value of Probe stock options was estimated using the using the Black-Scholes option pricing model with the following assumptions: share price of $0.99; exercise price of $0.26 to $1.36; expected dividend yield of 0%; risk-free interest rate of 0.56% to 0.87%; volatility of 125% to 131% and an expected life of 4.5 to 8.78 years.

The purchase price allocation of the property portfolio is as follows:

	Amount ($)
Property Portfolio Acquired (Fair Value)	
Val-d'Or East Project	**22,442,577**
Detour Project	**8,940,033**
Casa-Cameron Project	**541,293**
Granada Extension Project	**960,386**
Option and/or JV properties	**42,980**
Total	**32,927,269**

In conjunction with the Transaction, the Company completed a private placement financing (the "**Offering**") which raised gross proceeds of $2,904,000. The Offering consisted of the sale of 4,400,000 common shares at a price of $0.66 per common share. Goldcorp purchased all 4,400,000 common shares. The Company also granted Goldcorp the right to maintain its pro rata ownership percentage during future financings and the right to participate in any future equity financings to the extent required to allow Goldcorp to increase its equity ownership interest in the Company to a maximum of 19.9% of the issued and outstanding common shares. Such right shall extinguish if Goldcorp ceases to beneficially own at least 7.5% of the issued and outstanding common shares of Probe. The common shares pursuant to the Offering are subject to a statutory four month and one day hold period.

On July 21, 2016, the Company announced that it completed the agreement with Vaaldiam Mining Inc., wholly owned subsidiary of Orion Resources Partners LP, to buy back a 20% proceeds of production royalty (the "**Royalty**") covering certain mineral claims at the Company's Val d'Or East Project and the current mineral resources contained within the project's boundaries. Under the terms of the agreement, Probe issued 500,000 common shares in consideration for the Royalty. The common shares have a hold period of four months and one day from closing. The transaction has received all necessary approvals, including the approval of the TSXV.

Effective July 21, 2016, Probe completed an internal reorganization with its wholly-owned subsidiary, Adventure, pursuant to which Probe amalgamated with Adventure under the *Business Corporations Act* (Ontario) to continue as Probe Metals Inc. The internal reorganization did not affect the existing common shares of Probe held by shareholders.

On August 15, 2016, 39,000 stock options with an exercise price of $0.75 and expiry date of February 26, 2023 were exercised for cash proceeds of $29,250.

On August 17, 2016, Probe announced the completion of its brokered private placement of 13,200,000 units of the Company for aggregate gross proceeds of $14,645,799 (the "**Financing**"), which included the exercise, in full, of the agents' option to purchase additional units. The Financing consisted of the sale of 3,829,069 flow-through units of the Company (the "**FT Units**") at an average price of $1.50 per FT Unit and 9,370,931 non-FT Units (the "**HD Units**" and together with the FT Units, the "**Units**") at a price of $0.95 per HD Unit. Each Unit consisted of one common share in the capital stock of the Company and one-half (½) of one common share purchase warrant ("**Warrant**"). Each whole Warrant will entitle the holder thereof to purchase one additional common share of the Company at a price of $1.75 per share for a period of 18 months from the closing date of the Financing. The securities comprising the FT Units are "flow-through shares" as defined in subsection 66(15) of the Income Tax Act (Canada).

The fair value of the 6,600,000 Warrants was calculated to be $4,598,000 using the Black-Scholes option pricing model with the following assumptions: dividend yield of 0%; expected volatility of 130.28%; risk-free interest rate of 0.56% and an expected average life of 18 months.

As part of the Financing, Goldcorp purchased 1,315,800 HD Units bringing their total to 11,893,646 common shares and 657,900 common share purchase warrants of Probe, which represented 13.9% of Probe's issued and outstanding common shares on a non-diluted basis. In addition, certain directors and officers of Probe purchased an aggregate of 772,480 HD Units pursuant to the Financing, being: Jamie Sokalsky - 250,000 Units, Basil Haymann - 250,000 Units, Gord McCreary - 100,000 Units, David Palmer - 67,480 Units, Marco Gagnon - 45,000 Units, Yves Dessureault - 30,000 Units and Patrick Langlois - 30,000 Units. A cash commission equal to 6% of the gross proceeds of Units placed by the agents pursuant to the Financing was paid to the agents.

Pursuant to the Financing, officers and directors of Probe entered lock-up agreements pursuant to which they agreed they would not directly or indirectly, offer, sell, contract to sell, lend, swap, or enter into any other agreement to transfer any shares of Probe or any securities convertible or exchangeable to acquire common shares of Probe, commencing on the closing date and ending 120 days following the closing date, without the approval of the lead agent.

On August 19, 2016, 48,750 stock options with an exercise price of $0.26 and expiry date of March 19, 2025 were exercised and 29,250 stock options with an exercise price of $0.49 and expiry date of February 14, 2024 were exercised for aggregate cash proceeds of $27,008.

On August 25, 2016, 78,000 stock options with an exercise price of $0.52 and expiry date of August 19, 2024 were exercised for cash proceeds of $40,560.

On August 26, 2016, 19,500 stock options with an exercise price of $0.26 and expiry date of March 19, 2025 were exercised for cash proceeds of $5,070.

On September 1, 2016, 2,980,000 stock options were granted to employees, consultants, officers and directors of the Company at an exercise price of $1.50 per share, expiring September 1, 2021. Vesting of the stock options is as follows: one-third immediately, one-third after one year and one-third after two years.

On September 9, 2016, 100,000 stock options were granted to First Nations at an exercise price of $1.76 per share, expiring September 9, 2021. Vesting of the stock options is as follows: one-fourth on the TSXV approval of the Memorandum of Understanding ("**MOU**"), one-fourth after six months, twelve months and eighteen months of the anniversary of the MOU.

On September 12, 2016, 1,250 stock options with an exercise price of $0.19 and expiry date of December 5, 2017 were exercised, 5,833 stock options with an exercise price of $0.15 and expiry date of May 31, 2018 were exercised, 5,555 stock options with an exercise price of $0.26 and expiry date of May 16, 2019 were exercised, 2,222 stock options with an exercise price of $0.28 and expiry date of December 18, 2019 were exercised, and 16,666 stock options with an exercise price of $0.36 and expiry date of April 27, 2020 were exercised for aggregate cash proceeds of $9,179.

On September 14, 2016, the Company announced that it acquired from Richmont Mines Inc. ("**Richmont**") a 100% interest in six mining claims contiguous to the Company's Val d'Or East Project, Quebec. The claims are located immediately west of the Company's New Beliveau deposit. In consideration of the six claims, the Company transferred four isolated mining claims, comprising its Beaufor West property, to Richmont. The claims are located wholly within Richmont's Beaufor Project and were considered non-core to the Val-d'Or East project. In accordance with the Company's accounting policy to expense exploration and evaluation expenditures the transaction was determined to have a value of $nil.

On September 26, 2016, the Company announced that it entered into a MOU with Mattagami and Flying Post First Nations in relation to the Company's West Porcupine Project near Foleyet, Ontario. Under the terms of the MOU, the Company issued 25,000 common shares valued at $85,500 and 50,000 options to each of the two First Nations communities.

On October 25, 2016, 33,330 stock options with an exercise price of $0.24 and expiry date of October 31, 2016 were exercised for cash proceeds of $7,999.

On October 27, 2016, 87,750 stock options with an exercise price of $0.26 and expiry date of March 19, 2025 were exercised for cash proceeds of $22,815.

On November 8, 2016, the Company received $100,000 from GFK as final payment for the sale of the Casa-Cameron Project according to the agreement.

On November 28, 2016, the Company entered into an option agreement with Alexandria Minerals Corporation ("**Alexandria**"), whereby the Company may earn up to a 70% interest in the Cadillac Break East Property, located 25km east-southeast of Val d'Or, Quebec. The property is comprised of 232 mining claims totaling approximately 72 square kilometres. As per the option agreement, Probe issued 300,000 common shares to Alexandria.

On November 30, 2016, the Company entered into an asset purchase agreement to acquire a 100 interest in the Bonnefond North Property from QMX Gold Corporation ("QMX") and its JV partner in exchange for an aggregate cash payment of $500,000 and a 1% NSR payable in lieu of any right to receive the royalty otherwise issuable pursuant to an historical JV agreement. Bonnefond North is comprised of 37 mining claims.

On November 30, 2016, Probe completed a $1,500,000 investment in QMX by way of a private placement. Probe purchased 15,000,000 common shares at $0.10 per share.

On January 17, 2017, the Company announced that it entered into a binding option agreement with Richmont, whereby Probe Metals may earn a 60% interest in the Monique Property, located 25 km east-southeast of Val-d'Or, Quebec. The Monique Property is comprised of 22 mining claims and will be part of the Company's Val-d'Or East Project.

On January 17, 2017, the Company also announced that it has acquired a 100% undivided interest in the Boudrias Property comprising 12 mining claims staked by Mr. Dean Boudrias, a Val-d'Or prospector. The Boudrias Property represents the northern extension of the Monique Property and the eastern extension of the Bonnefond North Property, recently acquire from QMX.

On February 14, 2017, 9,750 stock options with an exercise price of $0.49 and expiry date of February 14, 2024 were exercised for cash proceeds of $4,778.

On February 21, 2017, 260,032 warrants with an exercise price of $0.513 and expiry date of November 23, 2017 were exercised for cash proceeds of $133,396.

On February 28, 2017, the Company completed a bought deal private placement of flow-through shares (the "Offering") of 886,151 Ontario flow-through common shares of the Company (the "**Ontario FT Shares**") at a price of $1.68 per Ontario FT Share and 5,838,849 Quebec flow-through common shares of the Company (the "**Quebec FT Shares**") at a price of $2.05 per Quebec FT Share for aggregate gross proceeds of $13,458,374 (the "**FT Offering**"), collectively the flow through common shares (the "**Flow-Through Common Shares**").

The Offering was completed through a syndicate of underwriters led by Cormark Securities Inc., and included Macquarie Capital Markets Canada Ltd. and Industrial Alliance Securities (collectively, the "Underwriters"). In consideration for their services, the underwriters will receive a cash commission equal to 6 per cent of the gross proceeds of the Offering.

The Company also announced that Goldcorp exercised its participation right to maintain its pro-rata interest in the Company. In connection with the Offering, Goldcorp purchased 975,000 common shares from subscribers to the Offering. Goldcorp now owns 12,868,646 common shares and 657,900 common share purchase warrants of Probe, which represents 13.9% of Probe's issued and outstanding common shares on a non-diluted basis and 14.5% on a partially diluted basis.

The proceeds from the Offering will be used to fund "Canadian exploration expenses" (within the meaning of the Tax Act) related to Probe's projects in Ontario and Québec, will qualify for inclusion in both the exploration base relating to certain Québec exploration expenses and the exploration base relating to certain Québec surface mining exploration expenses, as such terms are defined in the Taxation Act (Québec), and will be used for general working capital purposes.

On March 9, 2017, 50,310 warrants with an exercise price of $1.154 and expiry date of May 4, 2017 were exercised for cash proceeds of $58,058.

On March 14, 2017, 39,000 stock options with an exercise price of $0.75 and expiry date of February 26, 2023 were exercised for cash proceeds of $29,250, 29,250 stock options with an exercise price of $0.49 and expiry date of February 14, 2024 were exercised for cash proceeds of $14,333 and 58,500 stock options with an exercise price of $0.26 and expiry date of March 19, 2025 were exercised for cash proceeds of $15,210.

On March 15, 2017, 39,000 stock options with an exercise price of $0.75 and expiry date of February 26, 2023 were exercised for cash proceeds of $29,250, 39,000 stock options with an exercise price of $0.49 and expiry date of February 14, 2024 were exercised for cash proceeds of $19,110 and 78,000 stock options with an exercise price of $0.26 and expiry date of March 19, 2025 were exercised for cash proceeds of $20,280.

Trends

Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. During the year ended December 31, 2016, equity markets in the junior resource sector, particularly the TSXV, led by an increase in the price of gold, showed signs of improvement, with a number of financings being completed (as well as increases in merger and acquisition activity). Apart from these and the risk factors noted under the heading "Risks and Uncertainties", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

See "Cautionary Note Regarding Forward-Looking Statements" below.

Outlook

The Company intends to continue exploring properties that have the potential to contain precious and base metals. In addition, management will review project submissions, and conduct independent research, for projects in such jurisdictions and commodities as it may consider prospective.

There is no assurance that equity capital will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See "Risks and Uncertainties" below.

Selected Annual Financial Information

	Year Ended December 31, 2016 ($)	January 16, 2015 to December 31, 2015 ($)
Revenues	-	-
Interest income	150,885	133,796
Net loss	(41,604,732)	(2,120,828)
Net loss per share - basic	(0.69)	(0.07)
Net loss per share - diluted	(0.69)	(0.07)
	As at December 31, 2016 ($)	**As at December 31, 2015 ($)**
Total assets	30,767,603	18,480,952
Total non-current financial liabilities	nil	nil
Distribution or cash dividends	nil	nil

- The net loss for the year ended December 31, 2016, consisted primarily of exploration and evaluation expenditures of $38,163,443 and general and administrative of $4,874,961. This was offset by interest income of $150,885, gain on marketable securities of $812,882 and property option revenue of $468,609.

- The net loss for the period from January 16, 2015 to December 31, 2015, consisted primarily of exploration and evaluation expenditures of $335,770 and general and administrative of $1,918,854. This was offset by interest income of $133,796.

- As the Company has no recurring revenue, its ability to fund its operations is dependent upon securing financing. See "Trends" above and "Risk Factors" below.

Selected Quarterly Information

Three Months Ended	Total Revenue ($)	Profit or Loss		Total Assets ($)
		Total ($)	Basic and Diluted Loss Per Share ($) [9]	
2015-March 31	-	(87,836) [1]	(0.01)	19,502,223
2015-June 30	-	(629,034) [2]	(0.02)	19,348,608
2015-September 30	-	(480,071) [3]	(0.01)	19,023,256
2015-December 31	-	(923,887) [4]	(0.03)	18,480,952
2016-March 31	-	(804,309) [5]	(0.02)	17,529,071
2016-June 30	-	(33,649,874) [6]	(0.78)	20,785,765
2016-September 30	-	(3,713,351) [7]	(0.05)	33,896,629
2016-December 31	-	(3,437,198) [8]	(0.04)	30,767,603

[1] Net loss of $87,836 principally relates to exploration expenditures of $30,007, salaries and benefits of $27,000, professional fees of $12,044, travel and promotion costs of $10,110, directors fees of $3,750, shareholder information of $3,662 and administrative costs of $1,263.

[2] Net loss of $629,034 principally relates to exploration expenditures of $15,165, share-based payments of $332,173, salaries and benefits of $176,544, travel and promotion costs of $28,731, professional fees of $24,302, administrative costs of $32,364, occupancy costs of $30,925, director fees of $22,506, shareholder information of $10,614 and depreciation of $37. These costs were offset by $44,327 in interest income.

[3] Net loss of $480,071 principally relates to exploration expenditures of $95,692, share-based payments of $99,436, salaries and benefits of $159,733, travel and promotion costs of $71,291, professional fees of $21,509, administrative costs of $20,977, occupancy costs of $30,909, director fees of $22,791, shareholder information of $1,307 and depreciation of $38. These costs were offset by $43,612 in interest income.

[4] Net loss of $923,887 principally relates to exploration expenditures of $194,906, share-based payments of $99,436, salaries and benefits of $334,217, travel and promotion costs of $66,853, professional fees of $195,852, administrative costs of $22,391, occupancy costs of $31,699, director fees of $22,500, shareholder information of $1,853 and depreciation of $37. These costs were offset by $45,857 in interest income.

[5] Net loss of $804,309 principally relates to exploration expenditures of $249,856, share-based payments of $98,355, salaries and benefits of $215,287, travel and promotion costs of $59,018, professional fees of $122,405, administrative costs of $23,955, occupancy costs of $32,763, director fees

of $22,500, shareholder information of $15,569 and depreciation of $817. These costs were offset by $36,216 in interest income.

(6) Net loss of $33,649,874 principally relates to exploration expenditures of $33,250,206, share-based payments of $98,355, salaries and benefits of $215,287, travel and promotion costs of $59,018, professional fees of $122,405, administrative costs of $23,955, occupancy costs of $32,763, director fees of $22,500, shareholder information of $15,569 and depreciation of $817. These costs were offset by $34,601 in interest income and $96,067 in unrealized gain on marketable securities.

(7) Net loss of $3,713,351 principally relates to exploration expenditures of $2,002,184, share-based payments of $1,404,343, salaries and benefits of $254,834, travel and promotion costs of $92,306, professional fees of $216,490, administrative costs of $99,819, occupancy costs of $34,354, director fees of $22,639, shareholder information of $15,027, depreciation of $5,421 and loss on marketable securities of $35,060. These costs were offset by $34,632 in interest income, premium on flow-through shares of $65,635 and property option revenue of $368,859.

(8) Net loss of $3,437,198 principally relates to exploration expenditures of $2,661,197, share-based payments of $501,588, salaries and benefits of $766,838, travel and promotion costs of $76,099, professional fees of $128,569, administrative costs of $24,419, occupancy costs of $28,531, director fees of $53,104, shareholder information of $20,761 and depreciation of $7,518. These costs were offset by $45,436 in interest income, gain on marketable securities of $751,875 and property option revenue of $99,750.

Results of Operations

Three months ended December 31, 2016, compared with three months ended December 31, 2015

The Company's net loss totaled $3,437,198 for the three months ended December 31, 2016, with basic and diluted loss per share of $0.04. This compares with a net loss of $923,887 with basic and diluted loss per shares of $0.03 for the three months ended December 31, 2015. The Company had no revenue in both periods presented. The increase in net loss was principally due to:

- Exploration and evaluation expenditures increased to $2,661,197 for the three months ended December 31, 2016, compared to $194,906 for the three months ended December 31, 2015. The increase can be attributed to exploration expenditures incurred on the West Porcupine Property of $459,076 and the Adventure property portfolio of $2,119,569. Refer to the heading "Mineral Exploration Properties" below for a summary of the Company's exploration programs for Probe's property portfolio.

- Salaries and benefits increased in the three months ended December 31, 2016, to $766,838 compared with $334,217 for the same period in 2015, primarily due to an increase in employees.

- Share-based payments increased in the three months ended December 31, 2016, to $501,588 compared with $99,436 for the same period in 2015. The increase is due to the timing of expensing the estimated fair value of stock options granted in prior and current periods. The

Company expenses its stock options in accordance with the vesting terms of the stock options granted.

- Professional fees decreased in the three months ended December 31, 2016, to $128,569 compared with $195,852 for the same period in 2015, primarily due to lower corporate activity requiring external professional support services.

- Travel and promotion costs increased in the three months ended December 31, 2016, to $76,099 compared with $66,853 for the same period in 2015, primarily due to higher corporate activity requiring travel by management.

- Shareholder information increased in the three months ended December 31, 2016, to $20,761 compared with $1,853 for the same period in 2015, primarily due to higher corporate activity related to the Adventure acquisition.

- Administrative costs increased in the three months ended December 31, 2016, to $24,419 compared with $22,391 for the same period in 2015. Administrative costs consisted of administrative costs such as telephone charges, insurance, postage, bank charges and office supplies.

- Interest income decreased in the three months ended December 31, 2016, to $45,436 compared with $45,857 for the same period in 2015. Interest income was recorded during the period for interest earned on cash balances.

- Gain on marketable securities increased in the three months ended December 31, 2016, to $751,875 compared with $nil for the same period in 2015. The increase in gain was due to the change in fair value of marketable securities.

- Property option revenue increased in the three months ended December 31, 2016, to $99,750 compared with $nil for the same period in 2015. The increase is due to payment from GFK for the sale of three blocks of mining claims forming part of the Casa Cameron Property in the current period.

Year ended December 31, 2016, compared with period from January 16, 2015 to December 31, 2015

The Company's net loss totaled $41,604,732 for the year ended December 31, 2016, with basic and diluted loss per share of $0.69. This compares with a net loss of $2,120,828 with basic and diluted loss per shares of $0.07 for the year ended December 31, 2015. The Company had no revenue in both periods presented. The increase in net loss was principally due to:

- Exploration and evaluation expenditures increased to $38,163,443 for the year ended December 31, 2016, compared to $335,770 for the period from January 16, 2015 to December 31, 2015. The increase can be attributed to exploration expenditures incurred on the West Porcupine Property of $1,842,684 and the Adventure property portfolio of $36,182,537. Refer to the heading

"Mineral Exploration Properties" below for a summary of the Company's exploration programs for Probe's property portfolio.

- Salaries and benefits increased during the year ended December 31, 2016, to $1,500,104 compared with $697,494 for the same period in 2015, primarily due to an increase in employees.

- Share-based payments increased during the year ended December 31, 2016, to $2,055,805 compared with $531,045 for the same period in 2015. The increase is due to the timing of expensing the estimated fair value of stock options granted in prior and current periods. The Company expenses its stock options in accordance with the vesting terms of the stock options granted.

- Professional fees increased during the year ended December 31, 2016, to $503,012 compared with $253,707 for the same period in 2015, primarily due to higher corporate activity requiring external professional support services.

- Travel and promotion costs increased during the year ended December 31, 2016, to $278,371 compared with $176,985 for the same period in 2015, primarily due to higher corporate activity requiring travel by management.

- Shareholder information increased during the year ended December 31, 2016, to $82,307 compared with $17,436 for the same period in 2015, primarily due to higher corporate activity related to the Adventure acquisition.

- Administrative costs increased during the year ended December 31, 2016, to $187,218 compared with $76,995 for the same period in 2015. Administrative costs consisted of administrative costs such as telephone charges, insurance, postage, bank charges and office supplies.

- Interest income increased during the year ended December 31, 2016, to $150,885 compared with $133,796 for the same period in 2015. Interest income was recorded during the period for interest earned on cash balances.

- Gain on marketable securities increased during the year ended December 31, 2016, to $812,882 compared with $nil for the same period in 2015. The increase in gain was due to the change in fair value of marketable securities which was offset by the loss from sale of marketable securities in 2016.

- Property option revenue increased during the year ended December 31, 2016, to $468,609 compared with $nil for the same period in 2015. The increase is due to payment from GFK for the sale of three blocks of mining claims forming part of the Casa Cameron Property in the current period.

The Company's total assets at December 31, 2016 were $30,767,603 (December 31, 2015 - $18,480,952) against total liabilities of $919,776 (December 31, 2015 - $372,026). The increase in total assets of $12,286,651 resulted from the Offering of $2,904,000, the Financing of $14,645,799, the cash and securities received from the Adventure acquisition of $1,060,148 which was offset by cash spent on property and equipment in the amount of $381,977, purchase of marketable securities of $1,500,000, exploration and evaluation expenditures and operating costs. The Company has sufficient current assets to pay its existing liabilities of $919,776 at December 31, 2016.

Pursuant to the terms of flow-through share agreement, the Company is in the process of complying with its flow-through contractual obligations to subscribers with respect to the Income Tax Act (Canada) requirements for flow-through shares. As of December 31, 2016, the Company is committed to incurring approximately $3.6 million in Canadian Exploration Expenditures (as such term is defined in the Income Tax Act (Canada)) by December 31, 2017, arising from the flow-through offerings.

Liquidity and Capital Resources

From management's point of view, the Company's cash of $26,408,679 at December 31, 2016 is adequate to cover current expenditures and exploration expenses for the coming year.

The Company may, from time to time, when marketing and financing conditions are favourable, proceed with fundraising to fund exploration and property acquisition projects.

The activities of the Company, principally the acquisition and exploration of properties that have the potential to contain precious and base metals, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options. There is no assurance that equity capital will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See "Risks and Uncertainties" below.

As of December 31, 2016, and to the date of this MD&A, the cash resources of the Company are held with certain Canadian charted banks.

At December 31, 2016, the Company had cash and cash equivalents of $26,408,679. The increase in cash and cash equivalents of $8,117,449 from the December 31, 2015 cash and cash equivalents balance of $18,291,230 was as a result of cash outflows in operating activities of $6,187,960. Operating activities were affected by adjustments of share-based payments of $2,055,805, depreciation of $18,990, accrued interest receivable of $18,570, mineral property expense for acquisition of Adventure of $32,927,269, shares issued for mineral properties of $1,363,500, shares received for mineral properties of $375,000, gain on marketable securities of $812,882 and net change in non-cash working capital balances of $220,520 because of an increase in trade accounts receivable and other receivables of $18,736, an increase in prepaid expenses of $31,638 and an increase in amounts payable and other liabilities of $270,894.

Cash used in investing activity was $2,408,012 for the year ended December 31, 2016. This related to the acquisition of property and equipment, which includes computer equipment, field equipment and site building of $381,977, the purchase of marketable securities of $1,500,000 which was offset by proceeds from sale of marketable securities of $32,016. In addition, cash acquired from the completion of the Transaction with Adventure amounted to $507,363 offset by transaction costs of $1,065,414.and cash acquired from the completion of the Transaction with Adventure of $507,363.

Cash provided by financing activities was $16,713,421 for the year ended December 31, 2016. Financing activities were affected by the Offering of $2,904,000 that was funded by Goldcorp, the Financing of $14,645,799 which was offset by share issue costs of $1,054,880. In addition, cash of $168,484 was received from the exercise of stock options and cash of $50,018 was received from the exercise of warrants.

Regardless of whether the Company discovers a significant precious or base metal deposit, its working capital of $29,362,177 at December 31, 2016 is anticipated to be adequate for it to continue operations for the twelve-month period ending December 31, 2017

Mineral Exploration Properties

Property Description

Val-d'Or East properties

The Val-d'Or East project includes five (5) properties, of which four (4) are 100%-owned and one (1) under option by Probe, totaling more than 655 claims and covering an area of 25,149 hectares.

The properties, located in the eastern portion of the Val-d'Or–Malartic gold district are adjacent to the producing Beaufor Gold Mine held by Richmont Mines. The main property, namely Val-d'Or East – Pascalis, was the site of profitable gold production from 1989 to 1993 when Cambior Inc. (currently IAMGOLD Corporation) mined the New Pascalis gold deposit (Lucien C. Beliveau Mine). The mechanized underground mine which utilized long-hole mining methods extracted a total of 1.8 Mt of ore at a grade of 3.2 g Au/t from the surface to a depth of 300 metres. The properties are located 25 kilometres from the mining community of Val d'Or (35,000 people) and benefits from world-class mining infrastructure, expertise for underground and open-pit operations and highly qualified manpower. Probe believes that the strategic location of the property has the potential to positively impact the long-term viability and attractiveness for employment on the Val-d'Or East project. Key infrastructure on the property includes an existing 340-metre deep shaft, underground development drifts on five levels, industrial access road, power line, a railway within 1.5 kilometres and custom milling facilities in Val-d'Or (four gold mills within 25 km). The existing mining infrastructure on the project would allow for mining production within a short-term period (around 2 years). There are no significant environmental issues from past exploitation. There is strong municipal and provincial support for this project.

In the recent years, 27,000m of drilling was completed to delineate new gold resources. Best drill results show widths ranging from 60 m to 300 m with grades between 1-3 g/t. Higher grade zones grading up to 12.9 g/t Au over 8 metres, 10.4 g/t Au over 10 metres, 4.8 g/t Au over 33.1 metres and 2.7 g/t Au over 65.1 metres. In 2013, an initial NI 43-101 resource estimate outlined 770,000 ounces of gold at 2.6 g/t Au in the inferred category, close to existing infrastructure. Approximately half of the resources are located at, or near surface, and are considered open-pitable. The exploration potential is very favorable for a large multi-million ounce gold deposit on the property. Probe has a short-term objective to define more than 1M ounces on the Val-d'Or East. Metallurgy of the ore from the past production suggests that the mineralized material from the property is compatible with the gold mills in the immediate area.

Detour Quebec properties

The Detour Quebec project includes three (3) distinct claims block, 100%-owned by the Company, totalling more than 741 claims and covering an area of 396 km2. The properties are strategically located over a strike length of 80 km on the Detour Gold Trend ("**DGT**") which encompasses the Detour Lake deposit (15 million ounces of proven and probable mineral gold reserves - NI 43-101 compliant, Detour Gold Corp. website). Last year, Detour Gold Corp. announced a series of very positive drilling results on the DGT, located approximately six kilometers south of the Detour Lake mine and about 10 kilometers west of Probe's Detour Quebec project. In this sector, Detour Gold Corp., had reported drill intersections grading up to 35 g / t Au over 23.2 metres, 11.8 g / t Au over 32.4 meters and 12.7 g / t Au over 28.0 meters.

In recent years, IP surveys, ground magnetic surveys, and helicopter-borne electromagnetic VTEM-MAG surveys highlighted promising areas close to historic gold anomalies along the Sunday Lake, Massicotte, and Lower Detour/Grasset gold deformation zones and other subsidiary fault zones. Compilation of previous work also highlighted drilling targets along the proven gold structures close to historical drilling intercepts and grab samples. Best targets include near-surface geophysical anomalies proximal to historical intercepts grading 3.7 g/t Au over 4.0 metres, 18.3 g/t Au over 1.1 metres, and 3.7 g/t Au over 3.1 metres (Source: MRN, GM 44767, GM 45980 and GM 57512).

On October 6, 2015, before its amalgamation with Probe, Adventure signed an agreement with SOQUEM to grant SOQUEM the option to acquire a 50% undivided interest in its central and western Detour Quebec gold properties, currently wholly owned by the Company, and to create a joint venture once the option is exercised. The properties under option by SOQUEM total 546 claims covering an area of 291 square kilometres and hereon in will be referred to as Detour Quebec SOQUEM Project. The Company will continue to hold 100% of the rights on the other properties covering an area of 187 square kilometres east and north of the Detour Quebec SOQUEM project.

The agreement:

Under the terms of this agreement, SOQUEM has the option to earn 50% interest by fulfilling the following conditions:

- Exploration expenditures totalling $4,000,000 over a period of four (4) years;
- A firm commitment of $1,000,000 during the first year; and,
- Adventure will be project operator during the option period.

Casa-Cameron properties

As of December 31, 2016, the Casa-Cameron project includes six (6) properties, 100%-owned by the Company, totalling 333 claims and covering 183 km2. The properties are mainly located along a major gold trend between the Casa Berardi Gold Mine (proven and probable reserves of 8.5 mt at 4.9 g/t Au for 1.3M ounces, measured and indicated resources of 10 mt at 4.2 g/t Au for 1.3M ounces and inferred resources of 3.3 mt at 5.5 for 604,000 ounces – Hecla Mining press release dated February 12, 2015) and the Bachelor Gold Mine (owned by Metanor Resources with proven and probable reserves of 843,800 t at 7.4 g/t Au for 200,200 ounces and inferred resources of 426,100 t at 6.5 g/t Au for 89,400 ounces - Metanor Resources, NI 43-101, April 26, 2011). On December 12, 2013, Adventure signed a strategic agreement with GFK, a Nova Scotia-based mining exploration company listed on the TSXV under the trading symbol "GFK", to explore the Casa-Cameron Project. Under the terms of the agreement, GFK had acquired an exclusive option to earn between 51% and 100% interest in the Adventure's Casa-Cameron Project for exploration expenditures, common shares and payments totalling up to $12,500,000.

On April 28, 2015, before its amalgamation with Probe, Adventure amended the option agreement dated December 11, 2013 with GFK. Under the terms of the modified agreement, GFK will have an additional 18 months to the original schedule to acquire an exclusive option to earn between 51% and 100% interest in Adventure's Casa-Cameron Project, in consideration for an immediate payment of $50,000 (see below) originally part of payments due in Phase II of the option.

Modified Option Agreement:

Under the terms of the agreement, GFK has the option (the "**First Option**") to acquire an initial 51% undivided interest in the Project on the following terms and conditions:

- Paying to Adventure $250,000 (paid in December 2013) and issuing 2,000,000 common shares (issued in December 2013);

- Paying to Adventure $50,000 due on April 29, 2015 (paid in May 2015); this amount was originally part of payments due in Phase II of the option;

- Funding not less than $2,000,000 in exploration expenditures by no later than February 28, 2017 ($690,000 paid in, 2014; $221,981 paid February 27, 2015) (the "**Phase 1 Expenditures**");

- Following the completion of the Phase 1 Expenditures, paying an additional amount of $1,200,000 in cash or, at the election of GFK, in common shares of GFK, subject to a minimum cash payment of $200,000; and,

- Funding, by no later than February 29, 2020, an additional amount of not less than $3,000,000 in exploration expenditures.

Following the completion of the First Option, GFK shall have an additional option (the "**Second Option**") to acquire Adventure's remaining 49% interest in the Project, thereby acquiring a 100% interest in the Project. The Second Option is conditional upon GFK:

- Paying $5,500,000 in cash or, at the election of GFK, in common shares, subject to a minimum cash payment of $500,000; and

- Granting Adventure a 2% NSR on the Project, one-half (1% NSR) of which can be bought back at any time by GFK, at its sole discretion, for an amount of $1,000,000.

Adventure will act as operator for the First Option and will receive an operator's fee equal to 10% of exploration expenditures funded by GFK.

On July 27, 2016, the Company announced that it completed a new agreement to sell three blocks of mining claims forming part of the Casa-Cameron Project, being the Vezza Extension Property, the Vezza North Property and the Bachelor Extension Property to GFK. Following the new agreement, the option by GFK on Casagosic, KLM, Bell-Vezza, Sinclair-Bruneau, Florence and Cere properties were cancelled and Probe still owns 100% interest in these properties.

Pursuant to the agreement, in consideration for the properties, GFK issued to Probe 3,000,000 common shares ("**GFK Shares**") valued at $375,000. The common shares are subject to a hold period of four months from closing. Upon closing, GFK granted to Probe a 2% NSR over the properties, of which 1% can be purchased by GFK, at any time, for $1,000,000. Additionally, Probe and GFK terminated the option agreement dated December 11, 2013, pursuant to which GFK had the right to earn a 100% interest in the Casa-Cameron Project. In consideration for termination of the option agreement, GFK paid Probe an amount of $275,000 ($175,000 in July 2016 and $100,000 in November 2016) to keep the mining claims in the Casa-Cameron Project in good standing for 2016 and 2017. The cash received from GFK was offset by the balance due from GFK to the Company for a total of $181,391.

Following the transaction, Probe owns an aggregate of 5,000,000 GFK Shares, representing 12.3% of the outstanding GFK Shares. Prior to the above-described transaction, Probe owned 2,000,000 GFK Shares, representing 5.3% of the outstanding GFK Shares. Probe acquired the GFK Shares pursuant to the transaction for investment purposes. Probe may, depending on market and other conditions, increase or decrease its ownership of securities of GFK, whether in the open market, by privately negotiated agreements or otherwise, subject to a number of factors, including general market conditions and other available investment and business opportunities.

The transaction has received all necessary approvals, including the approval of the TSXV.

West Porcupine properties

The West Porcupine properties (Porcupine, Ross & Yvanhoe) represents a land package of approximately 180 square kilometres and is located between Goldcorp's Borden Gold project and the town of Timmins, Ontario. It consists of 162 claims, located 50 kilometres southwest of Timmins, Ontario. The Property covers a 10 kilometer long section of Archean greenstone that contains the interpreted western extension of the Porcupine-Destor Fault Zone within the same geological setting that hosts most of the gold deposits found in the Timmins Gold Camp. The West Porcupine property represents highly prospective geology in an under-explored area. Previous exploration work and drilling on the property has identified three distinctive zones of high-grade gold mineralization and several prospective gold targets that will be the focus of upcoming exploration programs.

Exploration update

During the year ended December 31, 2016, the Company expensed $38,163,443 on exploration and evaluation expenditures, compared to $335,770 during the period from January 16, 2015 to December 31, 2015. The increase is primarily due to acquisition costs and exploration expenditures incurred on the West Porcupine Property and the Adventure property portfolio which includes the following projects: the Val-d'Or East Project, Detour Project, Casa-Cameron Project, Granada Extension Project and Option and/or JV properties. Refer to *Table A – Mineral Exploration Properties* and *Table B – Mineral Exploration Properties under Option* below for a summary of the Company's exploration programs for Probe's property portfolio.

Val-d'Or East project

On August 10, 2016, Probe announced that it has commenced an extensive exploration program on its 100%-owned Val-d'Or East project, located 25 kilometers east of Val-d'Or, Quebec. This first-phase program included 11,500 metres of drilling, property-scale geophysical surveys as well as sampling. The 2016 drill program was entirely focussed on further definition and expansion of the New Beliveau deposit. In addition to definition and delineation of the East-West–trending gold-bearing quartz-tourmaline New Beliveau vein system, drilling was also successful in discovering two new high-grade gold zones.

Highlights from 2016 drilling include:

- Discovery of a new high-grade gold zone in diorite dyke returning intervals of up to 12.6 g/t gold ("Au") over 7.3 metres in Hole PC-90. Mineralization was intersected consistently between 400 and 800 metres depth and could represent a significant new gold zone
- Discovery of a new high-grade gold zone hosted by diorite dyke in Hole PC-16-100, which returned two intervals of 1,122 g/t Au uncut over 0.7 metres and 25.5 g/t Au over 0.8 metres forming part of a larger interval of vein mineralization averaging 92.7 g/t Au over 8.7 metres. Mineralization was intersected between 272 and 281 metres depth and represents the richest drilling intercept ever encountered on the property.
- Continuity of near surface mineralization continues to be demonstrated with some impressive intervals in the first 150 meters of depth, with the best intercept returning 2.0 g/t Au over 143 metres, including 35.1 g/t Au over 4.2 metres, in Hole PC-90

In addition to drilling, the Company commenced a 218 line kilometre IP survey in August 2016 covering the southern portion of the property surrounding the known gold resources. The programs focussed on better defining known mineralized systems as well as identifying new gold targets. The IP programs represented the most extensive ground geophysical survey on the property to-date and covered a number of relatively unexplored areas proximal to the gold deposits.

The technical content under the subheading "Val-d'Or East project" under the heading "Exploration update" has been reviewed by Mr. Marco Gagnon, Executive Vice President, who is a "Qualified Person" within the meaning of NI 43-101.

Detour Gold

On August 24, 2016, Probe, in partnership with SOQUEM, announced the discovery of a new gold zone along the Lower Detour Gold Trend ("**LDGT**") on its Detour Project under option by SOQUEM. The new zone, grading 5.3 g/t Au over 3.4 metres, including 17.5 g/t Au over 1-metre, was identified in hole MA-16-05 and is located 12 kilometres east of Detour Gold Corp's Zone 58N high grade discovery. The Company mobilized two drills for a second phase of drilling to follow up on previous results as well as testing new, additional targets identified in the 2015 and 2016 geophysical survey.

During the winter drill program, ten holes totaling 2,907 metres were drilled to test IP geophysical anomalies identified along the LDGT in two areas of the project. In addition to the high-grade gold results, the program was successful in identifying a promising geological setting for LDGT-style gold mineralization. Owing to the encouraging results, a Phase II program was completed on the property consisting of approximately 3,000 metres of drilling.

The Detour Quebec SOQUEM Option project, which consists of 546 contiguous claims covering an area of 291 square kilometres along the LDGT, is located 190 kilometres north of Rouyn-Noranda, Quebec. It hosts the Sunday Lake, Massicotte and Lower Detour Lake gold deformation zones. Recently, Detour Gold Corp. announced very positive drilling results (up to 35 g/t Au over 23.2 metres, see press release dated July 28, 2016) from a significant infill program on the Zone 58N along the LDGT, located approximately 10 kilometers west of the Project and about six kilometers south of the Detour Lake mine (15 million ounces of proven and probable mineral gold reserves NI 43-101 compliant, Detour Gold Corp. website). In 2015, SOQUEM was granted the option to acquire a 50% undivided interest in the 546-claim Project in return of making exploration expenditures totalling $4,000,000 over a period of four (4) years, of which $1,000,000 has already been spent. Following the acquisition by SOQUEM of its 50% interest in the Project, Probe and SOQUEM would enter into a standard joint venture agreement. Probe is currently the project operator.

Gold mineralization was intersected in hole MA-16-05 at 75-metre depth (98.5-metre along the hole) and is characterized by quartz veins within silicified and biotized mafic wall rocks with disseminated pyrite. This type of mineralization typically shows very good responses in IP surveys and the anomalies identified along strike of the new discovery represented strong drill targets. For more details on the last drilling campaign results, please see the August 24, 2016 press release available on the company's website.

The technical content under the subheading "Detour Gold" under the heading "Exploration update" has been reviewed by Mr. Marco Gagnon, Executive Vice President, who is a "Qualified Person" within the meaning of NI 43-101.

The following table summarizes the Company's current exploration programs on all of its properties, total estimated cost to complete each exploration program, and total expenditures incurred to date:

Table A – Mineral Exploration Properties

Property/Project	Activities Completed (Twelve Months Ended December 31, 2016)	Plans for the Project	(A) Estimated Cost to Complete	(B) Spent	Total (A+B)
Pascalis, Senore, Beaufor West, Beaufor North (1)	Drilling, Geochemistry, Ground geophysics	Airborne, Mapping, Ground geophysics, Drilling, LIDAR	$8,500,000	$1,674,851	$10,174,851
Megiscane-Tavernier (1)	Prospecting	Airborne, Trenching	$387,000	$10,880	$397,880

Lapaska [1]	None	Airborne, Geological Compilation	$10,000	$nil	$10,000
Casagosic [2]	Geological Compilation	Ground geophysics, Drilling	$263,000	$654	$263,654
KLM [2]	Geological Compilation	Program Planning (2018)	$nil	$nil	$nil
Bell-Vezza [2]	Geological Compilation	Airborne	$35,000	$nil	$35,000
Sinclair-Bruneau [2]	Geological Compilation	Ground geophysics, Drilling	$328,000	$45,801	$373,801
Florence [2]	Prospecting	Airborne, Prospecting, Soil sampling	$260,000	$7,608	$267,608
Céré-113 [2]	Geological Compilation	Program Planning (2018)	$nil	$nil	$nil
Detour Quebec North [3]	Geological Compilation	Ground geophysics	$70,000	$2,730	$72,730
Detour Quebec East [3]	Geological Compilation	Airborne, Drilling	$234,000	$2,376	$236,376
Detour Quebec SOQUEM Option [3,4]	Prospecting, Ground geophysics, Drilling	Prospecting, Ground geophysics, Drilling	$1,265,000	$1,378,037	$2,643,037
Dubuisson (JV) [5]	None	Program Planning (2018)	$nil	$nil	$nil
Granada Extension [6]	None	Program Planning (2018)	$nil	$nil	$nil
West Porcupine	Geological Mapping, Airborne, Soil Sampling, Geophysical survey	Geophysical survey, Soil sampling, Mapping, Drilling	$1,055,000	$982,846	$2,037,846
West Timmins (JV)	None	Program Planning (2018)	$nil	$nil	$nil
Black Creek	Strategic Planning	Program Planning (2018)	$nil	$3,344	$3,344
Tamarack	Soil Sampling, Strategic Planning	Program Planning (2018)	$nil	$70,526	$70,526
Victory	Strategic Planning	Program Planning (2018)	$nil	$nil	$nil

Total exploration expenditures			**$12,407,000**	**$4,179,653**	**$16,586,653**

(1) Included in the Val-d'Or East Project;
(2) Included in the Casa-Cameron Project;
(3) Included in the Detour Quebec Project;
(4) Exploration work funded by SOQUEM – not included in the Total exploration expenditures;
(5) Included in the Option and/or JV properties; and
(6) Included in the Granada Extension Project.

Table B – Mineral Exploration Properties under Option

Property/Project	**Activities Completed (Twelve Months Ended December 31, 2016)**	**Plans for the Project**	**(A) Estimated Cost to Complete**	**(B) Spent**	**Total (A+B)**
Cadillac Break East (1)	None	Airborne, ground geophysics, Prospecting, Geological Mapping, Drilling	$1,055,000	$nil	$1,055,000
Monique (1)	None	Airborne, ground geophysics, Prospecting, Drilling	$500,000	$nil	$500,000
Total exploration expenditures (Table B)			**$1,555,000**	**$nil**	**$1,555,000**
Total exploration expenditures (Tables A and B)			**$13,962,000**	**$4,179,653**	**$18,141,653**

Technical Information

David Palmer, Ph.D., P.Geo., is the "qualified person", within the meaning of NI-43,101, who has approved all scientific and technical information disclosed in this MD&A relating to *Table A – Mineral Exploration Properties* and *Table B – Mineral Exploration Properties under Option* under the subheading "Exploration update" under the heading "Mineral Exploration Properties". Dr. Palmer is the President, CEO and a director of the Company.

Environmental Contingency

The Company's mining and exploration activities are subject to various laws and regulations relating to the protection of the environment. These environmental regulations are continually changing and are generally becoming more restrictive. As of December 31, 2016, the Company does not believe that there are any significant environmental obligations requiring material capital outlays in the immediate future.

Off-Balance Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

Proposed Transactions

There are no proposed transactions of a material nature being considered by the Company. The Company continues to evaluate properties and corporate entities that it may acquire in the future.

Capital Risk Management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis. The Company's ability to continue to carry out its planned exploration activities is uncertain and dependent upon securing additional financing.

The Company considers its capital to be equity which at December 31, 2016, totaled $29,847,827.

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. The Company's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2016. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than the flow-through contractual obligations and Policy 2.5 of the TSXV which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of December 31, 2016, the Company is compliant with Policy 2.5.

Financial Risk Management

Financial risk

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency risk and price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee and Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

(i) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. Amounts receivable consists mainly of accrued interest receivable. The Company has no significant concentration of credit risk arising from operations.

(ii) Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2016, the Company had cash of $26,408,679, to settle current liabilities of $919,776. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

(iii) 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 quoted prices.

(a) Interest rate risk

The Company has $26,408,679 cash balances and no interest-bearing debt and was not exposed to interest rate risk. The Company's current policy is to invest excess cash in high yield savings accounts and guaranteed investment certificates issued by a Canadian chartered bank with which it keeps its bank accounts. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its Canadian chartered bank. As a result, the Company's exposure to interest rate risk is minimal.

(b) Foreign currency risk

The Company does not have any significant assets in currency other than the functional currency of the Company, nor has significant foreign currency denominated liabilities, therefore any changes in foreign exchange rates will not give rise to significant changes to the net loss.

(c) Price risk

The Company is exposed to price risk with respect to equity prices and commodity prices. Equity price risk is defined as the potential adverse impact on the Company's loss due to movements in individual equity prices or general movements in the level of stock market. Commodity price risk is defined as the potential adverse impact and economic value due to commodity price movements and volatilities.

Sensitivity analysis

The Company's marketable securities are denominated in Canadian dollars and are subject to fair value fluctuations. As at December 31, 2016, if the fair value of the Company's marketable securities had increased/decreased by 10% with all other variables held constant, profit and loss for the year ended December 31, 2016, would have been approximately $320,000 lower/higher. Similarly, as at December 31, 2016, the Company's reported shareholders' equity would have been approximately $320,000 higher/lower as a result of a 10% increase/decrease in marketable securities.

Related Party Transactions

(a) Related parties include the Board and management, close family and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

The Company entered into the following transactions with related parties:

Names	Year Ended December 31, 2016 ($)	Period from January 16, 2015 to December 31, 2015 ($)
Peterson McVicar LLP ("**Peterson**") [1]	249,898	5,912
Marrelli Support Services Inc. ("**Marrelli Support**") [2]	52,180	36,400
DSA Corporate Services Inc. ("**DSA**") [2]	23,515	10,939
Total	**325,593**	**53,251**

[1] Dennis H. Peterson, a director of the Company, controls Peterson which provided legal services to the Company. The amounts charged by Peterson are based on what Peterson usually charges its clients. The Company expects to continue to use Peterson for an indefinite period. As at December 31, 2016, Peterson was owed $17,581 (December 31, 2015 - $2,556) and this amount was included in amounts payable and other liabilities.

[2] During the year ended December 31, 2016, the Company paid professional fees of $52,180 (period from January 16, 2015 to December 31, 2015 - $36,400) to Marrelli Support, an organization of which Carmelo Marrelli is president. Mr. Marrelli is the Chief Financial Officer ("**CFO**") of the Company. These services were incurred in the normal course of operations for general accounting and financial reporting matters. Marrelli Support also provides bookkeeping services to the Company. As at December 31, 2016,

Marrelli Support was owed $10,260 (December 31, 2015 - $8,260) and this amount was included in amounts payable and other liabilities.

During the year ended December 31, 2016, the Company paid professional fees of $23,515 (period from January 16, 2015 to December 31, 2015 - $10,939) to DSA, an organization of which Mr. Marrelli controls. Mr. Marrelli is also the corporate secretary and sole director of DSA. These services were incurred in the normal course of operations for corporate secretarial matters. All services were made on terms equivalent to those that prevail with arm's length transactions. As at December 31, 2016, DSA was owed $2,104 (December 31, 2015 - $1,140) and this amount was included in amounts payable and other liabilities.

(3) On March 13, 2015, pursuant to the arrangement with Goldcorp in which Goldcorp acquired all of the issued and outstanding common shares of Probe Mines Limited, the Company's related parties received 1,724,834 stock options of the Company with a fair value of $665,122.

(4) On June 10, 2016, pursuant to the Transaction, Marco Gagnon, Executive Vice President and a director of Probe received 341,250 stock options of the Company with a fair value of $317,978.

(5) On August 17, 2016, as part of the Financing, Goldcorp purchased 1,315,800 HD Units. In addition, certain directors and officers of Probe purchased an aggregate of 772,480 HD Units pursuant to the Financing, being: Jamie Sokalsky - 250,000 Units, Basil Haymann - 250,000 Units, Gord McCreary - 100,000 Units, David Palmer - 67,480 Units, Marco Gagnon - 45,000 Units, Yves Dessureault - 30,000 Units and Patrick Langlois - 30,000 Units.

The above noted transactions are in the normal course of business and approved by the Board in strict adherence to conflict of interest laws and regulations.

(b) At December 31, 2016, Goldcorp owned 11,893,646 common shares of Probe, representing approximately 13.9% of the issued and outstanding common shares of the Company and 657,900 warrants. The remaining 86.1% of the shares are widely held, which includes various small holdings which are owned by directors of the Company. These holdings can change at any time at the discretion of the owner.

The Company's major shareholder does not have different voting rights than other holders of the Company's common shares.

The Company is not aware of any arrangements that may at a subsequent date result in a change in control of the Company. To the knowledge of the Company, other than Goldcorp, who owns or controls, directly or indirectly, approximately 13.9% of the issued and outstanding shares and 657,900 warrants at December 31, 2016, the Company is not directly or indirectly owned or controlled by another corporation, by any government or by any natural or legal person severally or jointly.

(c) Remuneration of directors and key management personnel, other than consulting fees, of the Company was as follows:

Year Ended December 31, 2016	**Salaries and benefits ($)**	**Share-based compensation ($)**	**Total ($)**
David Palmer, CEO, Director	565,000	335,938	900,938
Yves Dessureault, Chief Operating Officer	321,500	212,598	534,098
Patrick Langlois, Vice President, Corporate Development	263,750	153,093	416,843
Marco Gagnon, Executive Vice President	317,879	133,887	451,766
Jamie Sokalsky, Chairman of the Board	48,000	302,344	350,344
Gordon McCreary, Director	24,000	153,093	177,093
Basil Haymann, Director	24,000	153,093	177,093
Dennis Peterson, Corporate Secretary, Director	24,000	153,093	177,093
Carmelo Marrelli, CFO	nil	35,513	35,513
Total	**1,588,129**	**1,632,652**	**3,220,781**

Period from January 16, 2015 to December 31, 2015	**Salaries and benefits ($)**	**Share-based compensation ($)**	**Total ($)**
David Palmer, CEO, Director	197,917	110,635	308,552
Yves Dessureault, Chief Operating Officer	158,333	55,317	213,650
Patrick Langlois, Vice President, Corporate Development	118,750	55,317	174,067
Jamie Sokalsky, Chairman of the Board	28,500	99,571	128,071
Gordon McCreary, Director	14,250	55,317	69,567
Basil Haymann, Director	14,250	55,317	69,567
Dennis Peterson, Corporate Secretary, Director	14,250	55,317	69,567
Carmelo Marrelli, CFO	nil	16,595	16,595
Total	**546,250**	**503,386**	**1,049,636**

The directors do not have employment or service contracts with the Company. Directors are entitled to director fees and stock options for their services. As at December 31, 2016, officers and directors were owed $470,456 (December 31, 2015 - $269,332) and this amount was included in amounts payable and other liabilities.

Recent Accounting Pronouncement

IFRS 9 – Financial Instruments ("**IFRS 9**") was issued by the IASB in July 2014 and will replace IAS 39 – Financial Instruments: Recognition and Measurement ("**IAS 39**"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 will be effective for annual periods beginning on or after January 1, 2018. The Company is in the process of assessing the impact of this pronouncement.

Share Capital

As at the date of this MD&A, the Company had a total of 93,184,248 common shares issued and outstanding. An additional 13,359,301 common shares are subject to issuance pursuant to the following: 6,383,992 stock options and 6,975,309 outstanding warrants. Each stock option will be exercisable to acquire one common share at a price of $0.15 to $1.76 per common share with an expiry date of December 5, 2017 to March 19, 2025. Each warrant will be exercisable to acquire one common share at a price of $0.51 to $1.75 per common share with an expiry date of May 4, 2017 to February 17, 2018.

Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that the consolidated financial statements (i) do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, and (ii) fairly present in all material respects the financial condition, results of operations and cash flow of the Company, in each case as of the date of and for the periods presented by such statements.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings ("**NI 52-109**"), the Venture Issuer Basic Certificate filed by the CEO and CFO of the Company does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("**DC&P**") and internal control over financial reporting ("**ICFR**"), as such terms are defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate.

Investors should be aware that inherent limitations on the ability of the Company's certifying officers of a venture issuer to design and implement, on a cost effective basis, DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports required to be provided under securities legislation.

Risks and Uncertainties

The exploration, development and mining of mineral resources are highly speculative in nature and are subject to significant risks. In addition to the usual risks associated with an investment in a business at an early stage of development, management and the directors of the Company believe that, in particular, the following risk factors should be considered by prospective investors. It should be noted that this list is not exhaustive and that other risk factors may apply. An investment in the Company may not be suitable for all investors.

Development Stage Company and Exploration Risks

The Company is a junior resource company focused primarily on the acquisition, exploration and development of mineral properties located in Canada. The Company's properties have no established mineral reserves. There is no assurance that any of the Company's projects can be mined profitably. Accordingly, it is not assured that the Company will realize any profits in the short to medium term, if at all. Any profitability in the future from the business of the Company will be dependent upon developing and commercially mining an economic deposit of minerals, which in itself is subject to numerous risk factors. The exploration and development of mineral deposits involves a high degree of financial risk over a significant period of time that even a combination of management's careful evaluation, experience and knowledge may not eliminate. While discovery of ore-bearing structures may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration and development programs of the Company will result in profitable commercial mining operations. The profitability of the Company's operations will be, in part, directly related to the cost and success of its exploration and development programs, which may be affected by a number of factors. Substantial expenditures are required to establish mineral reserves that are sufficient to support commercial mining operations and to construct, complete and install mining and processing facilities on those properties that are actually developed.

Reliability of Mineral Resource Estimates

Mineral resources are estimates based on sampling of the mineralized material in a deposit. Such estimates may not be found to be accurate. Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimation of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues. Inferred resources, including those discussed in this MD&A, are ones for which there has been insufficient exploration to define 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.

Unless otherwise indicated, mineralization figures presented in this MD&A and in any NI 43-101 technical reports filed by the Company are based upon estimates made by geologists and the Company's personnel. Although the mineral resource figures set out in this MD&A and in such technical reports have been carefully prepared and reviewed or verified by qualified persons, these amounts are estimates only and no assurance can be given that an identified mineral resource will ever become a mineral reserve or in any way qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, all of which may prove to be unreliable. Furthermore, there are risks related to the reliability of analytical results and unforeseen possible variations in grade or other considerations.

Commodity Markets

The price of the Company's securities, its financial results, and its access to the capital required to finance its exploration activities may in the future be adversely affected by declines in the price of precious and base metals. Precious metal prices fluctuate widely and are affected by numerous factors beyond the Company's control such as the sale or purchase of precious metals by various dealers, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand, production and consumption patterns, speculative activities, increased production due to improved mining and production methods, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection, and international political and economic trends, conditions and events. If these or other factors adversely affect the price of the precious and base metals that are the subject of the Company's exploration efforts, the market price of the Company's securities may decline.

Market Fluctuation and Commercial Quantities

The market for minerals is influenced by many factors beyond the Company's control, including without limitation the supply and demand for minerals. In addition, the metals industry in general is intensely competitive and there is no assurance that, even if apparently commercial quantities and qualities of metals (such as chromite) are discovered, a market will exist for their profitable sale. Commercial viability of precious and base metals and other mineral deposits may be affected by other factors that are beyond the Company's control, including particular attributes of the deposit such as its size, quantity and quality, the cost of mining and processing, proximity to infrastructure, the availability of transportation and sources of energy, financing, government legislation and regulations including those relating to prices, taxes, royalties, land tenure, land use, import and export restrictions, exchange controls, restrictions on production, and environmental protection. It is impossible to assess with certainty the impact of various factors that may affect commercial viability such that any adverse combination of such factors may result in the Company not receiving an adequate return on invested capital or having its mineral projects be rendered uneconomic.

Option and Joint Venture Agreements

The Company has and may continue to enter into option agreements and/or joint ventures as a means of acquiring property interests. Any failure of any partner to meet its obligations to the Company or other third parties, or any disputes with respect to third parties' respective rights and obligations could have a material adverse effect on the Company's rights under such agreements. Furthermore, the Company may be unable to exert direct influence over strategic decisions made in respect of properties that are subject to the terms of these agreements, and the result may be a materially adverse impact on the strategic value of the underlying mineral claims.

Property Titles

The principal property interests that the Company owns, controls or has the right to acquire by option or agreement come variously under the *Mining Act* (Ontario), the *Registry Act* (Ontario) or the *Land Titles Act* (Ontario), each of which has its own registration and management systems. Although the Company has either obtained title opinions or reviewed title for the material properties that it owns, controls or has the right to acquire by option or agreement, there is no guarantee that title to such mineral property interests will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers, and title may be affected by undetected defects. The Company may also experience challenges in effecting the transfer of title to certain of its mineral properties. There may be valid challenges to the title of the mineral property interests which, if successful, could impair development and/or operations.

Financing Risks

Although the Company currently has significant cash, the Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects. Further exploration and development of the Company's properties may be dependent upon its ability to obtain financing through equity or debt, and although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of the Company's projects.

Mining Risks and Insurance

The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, catastrophic equipment failures, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

Although the Company maintains insurance to protect against certain risks in such amounts as it considers reasonable, its insurance will not cover all the potential risks associated with a mining company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards that may not be insured against or that it may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Government Regulations, Permitting and Taxation

The Company's exploration operations are subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. In order for the Company to carry out its activities, its various licences and permits must be obtained and kept current. There is no guarantee that the Company's licences and permits will be granted, or that once granted will be extended. In addition, the terms and conditions of such licences or permits could be changed and there can be no assurances that any application to renew any existing licences will be approved. There can be no assurance that all permits that the Company requires will be obtainable on reasonable terms, or at all. Delays or a failure to obtain such permits, or a failure to comply with the terms of any such permits that the Company has obtained, could have a material adverse impact on the Company. The Company may be required to contribute to the cost of providing the required infrastructure to facilitate the development of its properties. The Company will also have to obtain and comply with permits and licences that may contain specific conditions concerning operating procedures, water use, waste disposal, spills, environmental studies, abandonment and restoration plans and financial assurances. There can be no assurance that the Company will be able to comply with any such conditions. Future taxation of mining operators cannot be predicted with certainty so planning must be undertaken using present conditions and best estimates of any potential future changes.

Health, Safety and Community Relations

The Company's operations are subject to various health and safety laws and regulations that impose various duties on the Company's operations relating to, among other things, worker safety and obligations in respect of surrounding communities. These laws and regulations also grant the relevant authorities broad powers to, among other things, close unsafe operations and order corrective action relating to health and safety matters. The costs associated with the compliance with such health and safety laws and regulations may be substantial and any amendments to such laws and regulations, or more stringent implementation thereof, could cause additional expenditure or impose restrictions on, or suspensions of, the Company's operations. The Company has made, and expects to make in the future, significant expenditure to comply with the extensive laws and regulations governing the protection of the environment, waste disposal, worker safety, mine development and protection of endangered and other special status species, and, to the extent reasonably practicable, to create social and economic benefit in the surrounding communities near the Company's mineral properties.

Environmental Protection

The mining and mineral processing industries are subject to extensive governmental regulations for the protection of the environment, including regulations relating to air and water quality, mine reclamation, solid and hazardous waste handling and disposal and the promotion of occupational health and safety, which may adversely affect the Company or require it to expend significant funds. There is also a risk that environmental and other laws and regulations may become more onerous, making it more costly for the Company to remain in compliance with such laws and regulations.

Reliance on Key Personnel

The Company's development to date has largely depended and in the future will continue to depend on the efforts of key management and other key personnel. Loss of any of these people, particularly to competitors, could have a material adverse effect on the Company's business. Further, with respect to future development of the Company's projects, it may become necessary to attract both international and local personnel for such development. The marketplace for key skilled personnel is becoming more competitive, which means the cost of hiring, training and retaining such personnel may increase. Factors outside the Company's control, including competition for human capital and the high level of technical expertise and experience required to execute this development, will affect the Company's ability to employ the specific personnel required. The failure to retain or attract a sufficient number of key skilled personnel could have a material adverse effect on the Company's business, results of operations and financial condition. The Company has not taken out and does not intend to take out 'key person' insurance in respect of any directors, officers or other employees.

Competitive Industry Environment

The mining industry is highly competitive, both domestically and internationally. The Company's ability to acquire properties and develop mineral reserves in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable producing properties or prospects for mineral exploration, of which there is a limited supply. The Company may be at a competitive disadvantage in acquiring additional mining properties because it must compete with other individuals and companies, many of which have greater financial resources, operational experience and technical capabilities than the Company. The Company may also encounter competition from other mining companies in its efforts to hire experienced mining professionals. Competition could adversely affect the Company's ability to attract necessary funding or acquire suitable producing properties or prospects for mineral exploration in the future. Competition for services and equipment could result in delays if such services or equipment cannot be obtained in a timely manner due to inadequate availability, and could also cause scheduling difficulties and cost increases due to the need to coordinate the availability of services or equipment, any of which could materially increase project development, exploration or construction costs and result in project delays.

Global Financial Conditions

Recent global financial conditions have been characterized by increased volatility and access to public financing, particularly for junior mineral exploration companies, has been negatively impacted. These conditions may affect the Company's ability to obtain equity or debt financing in the future on terms favourable to the Company or at all. If such conditions continue, the Company's operations could be negatively impacted.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, power sources and water supply are important determinants affecting capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Cautionary Note Regarding Forward-Looking Statements

This MD&A contains certain "forward-looking information" as defined in applicable securities laws (collectively referred to herein as "**forward-looking statements**"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "budgeted", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statements. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-looking statements	Assumptions	Risk factors
Regardless of whether the Company discovers a significant precious or base metal deposit, its working capital of $29,362,177 at December 31, 2016 is anticipated to be adequate for it to continue operations for the twelve-month period ending December 31, 2017	The operating and exploration activities of the Company for the twelve-month period ending December 31, 2017, and the costs associated therewith, will be consistent with the Company's current expectations; and equity markets, exchange and interest rates and other applicable economic conditions will be favourable to the Company	Unforeseen costs to the Company will arise; any particular operating cost increase or decrease from the date of the estimation; changes in operating and exploration activities; changes in economic conditions; timing of expenditures
The Company's properties may contain economic deposits of minerals	The actual results of the Company's exploration and development activities will be favourable; operating, exploration and development costs will not exceed the Company's expectations; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company, and applicable political and economic conditions are favourable to the Company; the	Commodity price volatility; uncertainties involved in interpreting geological data and confirming title to acquired properties; inability to secure necessary property rights; the possibility that future exploration results will not be consistent with the Company's expectations; increases in costs; environmental compliance and changes in environmental and other applicable legislation and regulation; interest rate and exchange rate fluctuations;

Forward-looking statements	Assumptions	Risk factors
	price of applicable commodities and applicable interest and exchange rates will be favourable to the Company; no title disputes exist or will arise with respect to the Company's properties; and the Company has or will obtain adequate property rights to support its exploration and development activities	changes in economic and political conditions
The Company's anticipated business plans, including costs and timing for future exploration on its property interests and acquisitions of additional mineral resource properties or interests therein	The exploration activities of the Company and the costs associated therewith, will be consistent with the Company's current expectations; and equity markets, exchange and interest rates and other applicable economic conditions will be favourable to the Company; financing will be available for the Company's exploration and development activities on favourable terms; the Company will be able to retain and attract skilled staff; all applicable regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company; the Company will not be adversely affected by market competition; the price of applicable commodities will be favourable to the Company; no title disputes exist or will arise with respect to the Company's properties; the Company has or will obtain adequate property rights to support its exploration and development activities; and the Company will be able to successfully identify and negotiate new acquisition opportunities	Commodity price volatility; changes in the condition of debt and equity markets; timing and availability of external financing on acceptable terms may not be as anticipated; the uncertainties involved in interpreting geological data and confirming title to acquired properties; inability to secure necessary property rights; the possibility that future exploration results will not be consistent with the Company's expectations; increases in costs; environmental compliance and changes in environmental and other applicable legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company may be unable to retain and attract skilled staff; receipt of applicable permits is subject to governmental and/or regulatory approvals; the Company does not have control over the actions of its joint venture partners and/or other counterparties

Forward-looking statements	Assumptions	Risk factors
Management's outlook regarding future trends and exploration programs	Financing will be available for the Company's exploration and operating activities; the price of applicable commodities will be favourable to the Company; the actual results of the Company's exploration and development activities will be favourable; management is aware of all applicable environmental obligations	Commodity price volatility; changes in the condition of debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions; the possibility that future exploration results will not be consistent with the Company's expectations; changes in environmental and other applicable legislation and regulation

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors identified or otherwise indirectly referenced in the "Risks and Uncertainties" section above. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements contained in this MD&A, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary note. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Subsequent Events

(i) On January 17, 2017, the Company announced that it entered into a binding option agreement with Richmont, whereby Probe Metals may earn a 60% interest in the Monique Property, located 25 km east-southeast of Val-d'Or, Quebec. The Monique Property is comprised of 22 mining claims and will be part of the Company's Val-d'Or East Project.

The Company also announced that it has acquired a 100% undivided interest in the Boudrias Property comprising 12 mining claims staked by Mr. Dean Boudrias, a Val-d'Or prospector. The Boudrias Property represents the northern extension of the Monique Property and the eastern extension of the Bonnefond North Property, recently acquire from QMX.

(ii) On February 14, 2017, 9,750 stock options with an exercise price of $0.49 and expiry date of February 14, 2024 were exercised for cash proceeds of $4,778.

(iii) On February 21, 2017, 260,032 warrants with an exercise price of $0.513 and expiry date of November 23, 2017 were exercised for cash proceeds of $133,396.

(iv) On February 28, 2017, the Company completed an Offering of 886,151 Ontario FT Shares at a price of $1.68 per Ontario FT Share and 5,838,849 Quebec FT Shares at a price of $2.05 per Quebec FT Share for aggregate gross proceeds of $13,458,374, collectively the Flow-Through Common Shares. The Offering was completed through a syndicate of underwriters. In consideration for their services, the underwriters will receive a cash commission equal to 6 per cent of the gross proceeds of the Offering. The Company also announced that Goldcorp exercised its participation right to maintain its pro-rata interest in the Company. In connection with the Offering, Goldcorp purchased 975,000 common shares from subscribers to the Offering. Goldcorp now owns 12,868,646 common shares and 657,900 common share purchase warrants of Probe, which represents 13.9% of Probe's issued and outstanding common shares on a non-diluted basis and 14.5% on a partially diluted basis.

The proceeds from the Offering will be used to fund "Canadian exploration expenses" (within the meaning of the Tax Act) related to Probe's projects in Ontario and Québec, will qualify for inclusion in both the exploration base relating to certain Québec exploration expenses and the exploration base relating to certain Québec surface mining exploration expenses, as such terms are defined in the Taxation Act (Québec), and will be used for general working capital purposes.

(v) On March 9, 2017, 50,310 warrants with an exercise price of $1.154 and expiry date of May 4, 2017 were exercised for cash proceeds of $58,058.

(vi) On March 14, 2017, 39,000 stock options with an exercise price of $0.75 and expiry date of February 26, 2023 were exercised for cash proceeds of $29,250, 29,250 stock options with an exercise price of $0.49 and expiry date of February 14, 2024 were exercised for cash proceeds of $14,333 and 58,500 stock options with an exercise price of $0.26 and expiry date of March 19, 2025 were exercised for cash proceeds of $15,210.

(vii) On March 15, 2017, 39,000 stock options with an exercise price of $0.75 and expiry date of February 26, 2023 were exercised for cash proceeds of $29,250, 39,000 stock options with an exercise price of $0.49 and expiry date of February 14, 2024 were exercised for cash proceeds of $19,110 and 78,000 stock options with an exercise price of $0.26 and expiry date of March 19, 2025 were exercised for cash proceeds of $20,280.

Additional Disclosure for Venture Issuers

General and Administrative Expenses

Detail	Year Ended December 31, 2016 ($)	Period from January 16, 2015 to December 31, 2015 ($)
Share-based payments	2,055,805	531,045
Salaries and benefits	1,500,104	697,494
Professional fees	503,012	253,707
Travel and promotion costs	278,371	176,985
Administrative costs	187,218	76,995
Occupancy costs	128,411	93,533
Director fees	120,743	71,547
Shareholder information	82,307	17,436
Depreciation	18,990	112
Income tax recovery	(1,296)	nil
Total	**4,873,665**	**1,918,854**

Exploration and Evaluation Expenditures

Val-d'Or East Project

Expenditures	Year Ended December 31, 2016 ($)	Period from January 16, 2015 to December 31, 2015 ($)
Transaction costs	22,442,577	nil
Drilling	834,466	nil
Environment	12,569	nil
General field expenses	132,005	nil
Geology	44,827	nil
Geophysics	661,048	nil
Option payment and staking claims	1,497,225	nil
Research and development	817	nil
Tax credit related to resources	(6,738)	nil
Total	**25,618,796**	**nil**

Detour Project

Expenditures	Year Ended December 31, 2016 ($)	Period from January 16, 2015 to December 31, 2015 ($)
Transaction costs	8,940,033	nil
Drilling	1,449	nil
General field expenses	1,783	nil
Geology	11,374	nil
Geophysics	755	nil
Option payment and staking claims	3,382	nil
Tax credit related to resources	(2,729)	nil
Operator of exploration project	(38,325)	nil
Total	**8,917,722**	**nil**

Casa-Cameron Project

Expenditures	**Year Ended December 31, 2016 ($)**	**Period from January 16, 2015 to December 31, 2015 ($)**
Transaction costs	541,293	nil
Drilling	797	nil
General field expenses	3,433	nil
Geology	6,321	nil
Geophysics	41,664	nil
Licences and permits	1,193	nil
Option payment and staking claims	44,785	nil
Tax credit related to resources	3,167	nil
Total	**642,653**	**nil**

Granada Extension Project

Expenditures	**Year Ended December 31, 2016 ($)**	**Period from January 16, 2015 to December 31, 2015 ($)**
Transaction costs	960,386	nil
Total	**960,386**	**nil**

Option and/or JV properties

Expenditures	**Year Ended December 31, 2016 ($)**	**Period from January 16, 2015 to December 31, 2015 ($)**
Transaction costs	42,980	nil
Total	**42,980**	**nil**

Black Creek Property

Expenditures	**Year Ended December 31, 2016 ($)**	**Period from January 16, 2015 to December 31, 2015 ($)**
Consulting	nil	4,752
General field expenses	1,892	34,299
Geochemical	644	nil
Other	808	2,910
Total	**3,344**	**41,961**

Tamarack-McFauld's Lake Property

Expenditures	**Year Ended December 31, 2016 ($)**	**Period from January 16, 2015 to December 31, 2015 ($)**
Assessment work payment	nil	8,000
Consulting	nil	4,752
Geochemical	69,680	nil
Geology	846	nil
Transportation	nil	16,100
Total	**70,526**	**28,852**

Assessment work payment

Expenditures	**Year Ended December 31, 2016 ($)**	**Period from January 16, 2015 to December 31, 2015 ($)**
Assessment work payment	nil	7,801
Total	**nil**	**7,801**

West Porcupine Property

Expenditures	**Year Ended December 31, 2016 ($)**	**Period from January 16, 2015 to December 31, 2015 ($)**
General field expenses	47,617	nil
Geochemical	323,645	nil
Geology	286,405	nil
Geophysics	314,585	nil
Option payment and staking claims	859,838	nil
Other	3,570	nil
Social and community	7,024	nil
Total	**1,842,684**	**nil**

Project Generation

Expenditures	**Year Ended December 31, 2016 ($)**	**Period from January 16, 2015 to December 31, 2015 ($)**
Consulting	14,909	46,798
General field expenses	nil	14,727
Legal fees	2,361	64,801
Other	199	4,150
Travel, accommodation	46,883	126,680
Total	**64,352**	**257,156**