Atlanta Gold Inc.

Interim Management Discussion and Analysis

Quarterly Highlights

For the Three Months ended September 30, 2017

Introduction

The following interim Management Discussion & Analysis Quarterly Highlights ("**MD&A**") of Atlanta Gold Inc. (the "**Company**") and its subsidiaries has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last management discussion & analysis, during the three months ended September 30, 2017.

This MD&A has been prepared in compliance with the requirements of section 2.2.1 of Form 51-102F1, in accordance with *National Instrument 51-102 – Continuous Disclosure Obligations*. This discussion should be read in conjunction with the Company's Management Discussion and Analysis for the year ended December 31, 2016 (the "**Annual MD&A**"), the audited annual consolidated financial statements of the Company for the years ended December 31, 2016 and 2015 and the unaudited condensed interim consolidated financial statements of the Company for the three and nine months ended September 30, 2017 and 2016, together with the notes thereto. All amounts are expressed in U.S. dollars unless otherwise indicated. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the three and nine months ended September 30, 2017 are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at November 28, 2017 unless otherwise indicated.

The unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2017, have been prepared using accounting policies consistent with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information with reference to all relevant circumstances. Material information may consist of a fact or a change in the business, operations or capital of the Company that would reasonably be expected to have a significant effect on the market price or value of the Company's securities. In other words, information will be considered material if a reasonable investor would likely consider it important in making an investment decision.

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

Cautionary Statement on Forward-Looking Information

This document includes "forward-looking information" and "forward-looking statements" (collectively, "forward-looking information"), within the meaning of applicable securities legislation, concerning the Company's business, operations, financial performance, condition and prospects, as well as management's objectives and strategies. Forward-looking information is based on assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors which the Company believes to be relevant and reasonable in the circumstances.

Forward-looking information is frequently identified by the use of words such as “may”, “will”, “could”, “believe”, “intend”, “expect”, “seek”, “anticipate”, “plan”, “continue”, “estimate”, “predict”, “potential” and similar terminology suggesting outcomes or statements regarding an outlook. Forward-looking information is included in the “Overview of Performance and Outlook” section of this MD&A as well as elsewhere in this document. Specifically, this document contains forward-looking information regarding, among other things, the effectiveness of the gold extraction process being tested by the Company; the commencement of test processing of the bulk sample from the Neal Property and the timing and outcome thereof; the completion of infill drilling, a bulk sample and other exploration and development initiatives at the Atlanta Project; the completion of future financings by the Company and by Neal Development, LP and the timing thereof; the successful completion of negotiations with the Company’s lenders, the continuance and enhancement of environmental initiatives, including the implementation of the Supplemental Plan of Operations; the effectiveness of AGC’s water treatment system; the installation of a water control plug and other water flow control mechanisms and the effectiveness of same on the water treatment system; and the continuance of developmental initiatives. In addition, statements relating to mineral resources are deemed to be forward-looking information, as they involve the implied assessment, based on certain estimates and assumptions, that the mineral resources described can be profitably produced in the future.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause actual events and the Company’s actual results to differ materially from those predicted, expressed or implied by the forward-looking information and readers are cautioned not to unduly rely on such forward-looking information and to carefully consider the risks and uncertainties involved with respect to such forward-looking information. Such risks and uncertainties include, but are not limited to, the Company’s limited financial resources and its ability to raise sufficient funds on a timely basis to fund the capital and operating expenses, to fund its debt repayment and other obligations, to fund payment by AGC of the environmental penalties, to fully implement the Supplemental Plan of Operations, to achieve its business objectives and to continue as a going concern; risks associated with the orders imposed by the Court in the environmental litigation against AGC; risks associated with the mining industry (including operating risks in exploration, development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; uncertainties relating to the interpretation of the geology, continuity, grade and size estimates of the mineral resource; the uncertainty of estimates and projections in relation to production, costs and expenses); the uncertainty surrounding the ability of the Company to obtain and the expected time to obtain all permits, consents or authorizations required for its operations and activities; and health, safety and environmental risks, adverse weather conditions, and the risk of fluctuations in gold prices and foreign exchange rates.

Such forward-looking information is based on a number of assumptions, including but not limited to, the successful and timely completion of additional financings, the ability to control the flow of water to be treated by AGC near the Atlanta Project, the expected timelines necessary to complete and the successful completion of exploration, development, permitting and pre-production activities, the level and volatility of the price of gold, the accuracy of resource estimates (including with respect to size, grade and recoverability) and the geological, operating and price assumptions on which they are based, the ability to achieve capital and operating cost estimates, and general business and economic conditions. Should one or more risks materialize or should any assumptions prove to be incorrect, then actual results could vary materially from those expressed or implied by the forward-looking information.

Readers are cautioned that the foregoing list of risks, uncertainties, assumptions and other factors is not exhaustive. These and other factors should be considered carefully by readers, who should not place undue reliance on such forward-looking information. The Company undertakes no obligation to update publicly or revise any forward-looking information or the foregoing list of factors, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

Cautionary Note to United States Investors Concerning Estimates of Mineral Resources

The mineral resource estimates used by the Company were prepared in accordance with *National Instrument 43-101 – Standards of Disclosure for Mineral Projects* ("**NI 43-101**") as required by Canadian securities regulatory authorities. The United States Securities and Exchange Commission (the "**SEC**") applies different standards in order to classify and report mineralization. The Company uses the terms "measured", "indicated" and "inferred" mineral resources, as required by NI 43-101. Readers are advised that although such terms are recognized and required by Canadian securities regulations, the SEC does not recognize such terms. Canadian standards differ significantly from the requirements of the SEC. Readers are cautioned not to assume that any part or all of the mineral deposits in these categories constitute or will ever be converted into mineral reserves. In addition, "inferred" mineral resources have a great amount of uncertainty as to their existence and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource exists, is economically or legally mineable or will ever be upgraded to a higher category of mineral resource.

Overview

The Company's shares trade on the TSX Venture Exchange (TSX.V: ATG) and on the OTC Pink (OTC Pink: ATLDF). As of November 28, 2017, the Company has 76,147,083 shares issued and outstanding, warrants outstanding to purchase 192,000 common shares at C$0.10 per share, expiring in April 2018 and stock options outstanding to purchase 4,750,000 common shares at price of C$0.065 per share, expiring between May and July 2022.

The Company is engaged in the exploration, environmental permitting, engineering and development of the Atlanta Gold project ("**Atlanta Project**"), an advanced-stage gold exploration property located near Atlanta, Idaho, U.S.A, through the Company's wholly-owned subsidiary, Atlanta Gold Corporation ("**AGC**"). In addition, to further test and improve upon the processing method intended to be used at the Atlanta Project, AGC through its subsidiary, Mineral Point, LLC, formed Neal Development, LP (the "**Partnership**") which in July 2015, commenced exploration activities at the Neal Property. The Neal Property is located 15 miles southeast of Boise, Idaho, in Elmore County and 45 miles southwest of the Atlanta Project within the same Trans-Atlanta-Challis fault alignment.

Significant achievements to date in 2017 are as follows:

- Receipt of the reclamation and operating permit for the Neal Property in April 2017;

- Issuance of 26,390,000 common shares to Jipangu Inc. ("**Jipangu**") for aggregate consideration of C$2,375,100 (see news release of June 1, 2017). Under the terms of the financing, the Company repaid C$1,033,745 of indebtedness owed to Jipangu by the issuance of 11,486,052 common shares of the Company valued at C$0.09 per share and Jipangu purchased 14,903,948 common shares for $1,341,355, being a price of C$0.09 per share; and

- The Company settled C$770,799 of accrued and unpaid interest by issuing 10,010,374 common shares to the holders of its convertible debentures (the "**Debentures**") and senior secured notes (the "**Notes**") one share for each C$0.077 of interest (see news release of June 2, 2017). The maturity date of the outstanding Notes has been extended by one year to August 31, 2019 and the Notes will be repayable in installments at the rate of 25%, 35% and 40% on August 31, 2017, 2018 and 2019, respectively. The Company's outstanding options to purchase 6,374.5 ounces of gold at $1,100 per ounce, previously issued with the Notes, have had their term extended by one year to August 31, 2019 and will vest at the rate of 25%, 35% and 40% on August 31, of 2017, 2018 and 2019, respectively.

The Company remains subject to significant financing and litigation risks, as described herein.

Overview of Performance and Outlook

Neal Property

In order to fund exploration on the Neal Property, AGC formed the Partnership in February 2015 and in June 2015, the Partnership completed an initial financing for proceeds of $1,100,000. The Partnership commenced exploration activity on the Neal Property in mid-July, 2015.

The Neal Property is at a much lower elevation than the Atlanta Project and generally allows year-round access to mineralized material. The Partnership expects to advance certain exploration and to further define gold mineralization and processing methods in 2018. The Neal project is viewed as an exploration project only, targeting both underground and potentially surface gold bearing materials as well as a Brown Field reclamation. The exploration is focussed on potentially defining a resource to be used in advancing previously defined mineralized materials to depth and along strike. The mineralization encountered during trenching the older underground mine workings has been stockpiled for future metallurgical testing. The exploration and trenching at the Neal Property completed during 2015 provided an estimated bulk sample of 8,000 tons which would be indicative of the remnant lower grade pillars surrounding the old underground mine stopes as well as lower grade underground mine backfill from remnant underground stopes. During the exploration trenching Five hundred and sixty-two (562) samples in 8 batches were tested and analyzed by two independent laboratories, resulting in a weighted average gold grade of 0.149 ounces per ton (5.12 grams per tonne). (Please also see the Company's news release of December 9, 2015). William L. Josey, an independent geologist and a Registered Member of SME, is the Company's "qualified person" as defined by National Instrument 43-101 and has reviewed and approved the foregoing. The sample area of three acres has been cross trenched followed by condemnation drilling to forty feet. For reclamation, the surface area has been contoured, covered with top soil and topped with approved seeding. The concurrent reclamation during exploration will reduce the total area of disturbance. It should be noted that the Neal project has no gold ore resources and has yet to define such gold ore resources and it is uncertain whether future exploration will result in a resource being defined. Better defining the gold mineralization at the Neal project will aid in determining whether the Neal Project would be an economically viable underground mine again as it was in past history or could possibly be a future economically viable open pit mine.

During the summer of 2016, an additional 4,900 tons were added to the stock pile. The average grade for the additional tons delivered to the stock pile was 0.132 ounces per ton (4.53 grams per tonne).

In April 2017, the Idaho Department of Lands approved the reclamation plan submitted in respect of proposed exploration and operations at the Neal Property. The reclamation and operating permit is subject to certain conditions agreed upon with the Idaho Department of Lands and becomes active upon agreeing to the conditions and establishment of a reclamation bond.

Custom processing of the estimated 12,900 ton bulk sample is expected to commence in early to mid-2018, subject to selecting a custom mill to process the gold mineralized material and also subject to funding, which will be a key factor**.** While the Partnership filed for the reclamation permit in mid-March of 2016, the review term was extended by an additional thirteen months due to requests from regulatory authorities and in response to public comments for additional information, which in turn delayed our planned start date.

It is planned that the mineralized bulk sample will be transported offsite and custom milled at an independent gold processing facility. Additional funds will be required for the Partnership to carry out its work program at the Neal Property. Previous delays in securing the approved reclamation plan have adversely affected the Partnership's ability to raise additional funds. The Partnership is continuing to work towards completing an additional financing, which it currently anticipates will be completed during the latter part of the first quarter to early second quarter of 2018. Continued delays in obtaining additional funding may result in the Partnership delaying or postponing its programs on the Neal Property and could result in the approvals for the reclamation plan being revoked. AGC provides certain general, administrative and other services to the Partnership and if the Partnership continues to be delayed in obtaining or is ultimately unable to obtain additional financing, this will impact adversely on the working capital of AGC.

Atlanta Project

Following many years of drilling and exploration work at the Atlanta Project, it is felt that the project is fairly well understood along strike for 6,000 feet and approximately 30 – 80 feet wide and to a depth of 500 to 600 feet on both the Atlanta and Idaho mineralized gold zones. Additional drilling is needed to infill between the Atlanta and Idaho mineralized gold zones. This drilling is expected to add additional resources of similar gold grades encountered in the previous drilling phases. Deep drilling below the 600 foot level is also needed to define potential underground mineralized gold zone targets. This drilling is projected to add additional higher grade gold resources. Additional bulk sampling and metallurgical work is also needed to define the best gold recovery process for the Atlanta gold ores and at the same time to select the best environmentally accepted recovery process for compatibility with the environmentally sensitive area the Atlanta Project is located in. Exploration work on the Atlanta Project can be expected to commence in mid to late 2018 when funding is available.

It should be noted that the mineralization at the Neal project appears to have different metallurgy when compared to the Atlanta Project ores. Therefore, there can be no assurance that the recovery process for the Neal Project will relate to the Atlanta Project in the future and be a template for a gold recovery process at the Atlanta Project.

Water Treatment Facility

Southwestern Idaho is an environmentally sensitive area due to its proximity to the City of Boise and the presence of recreational rivers in the area. Companies previously in production at the historic mine site drove an adit in 1917 at the 900 (6080 ft) level (the "**Adit**") and groundwater drains from the Adit. The geological structures within the area contain naturally-occurring arsenic, which enters the waterways as a result of water passing through historic mined-out areas within the mineralized structure. In 2006, AGC constructed, and began operating the Pilot Water Treatment Facility ("**PWTF**") which treated all water flowing from the Adit to remove significant levels of naturally-occurring contaminants, including arsenic. AGC does not hold any interest in the land on which the Adit is located nor does it have any right to use the groundwater that is discharged from the Adit. Subsequent to construction of the PWTF, permitted limits for effluents, including for arsenic, were significantly reduced. The permitted discharge limit for arsenic was reduced from 190 to 10 micrograms per liter (10 µ/L) or parts per billion. The PWTF as constructed in 2006 was not capable of meeting these significantly lower limits. AGC subsequently modified its treatment regime in 2012 based on opinions received from consultants engaged to evaluate various treatment options. AGC installed an innovative water treatment facility in October 2012 and expanded it in 2013, which resulted in the achievement of better water quality than mandated by the threshold set by the U.S. Environmental Protection Agency (the "**EPA**"). The Company has made annual improvements and modifications to the PWTF. While AGC is generally able to maintain overall compliance with the drinking water standards as set by the EPA and the Idaho Department of Environmental Quality in the State of Idaho when it is treating manageable water flows, continuous compliance cannot be maintained without establishing control of the flow of water emanating from the Adit. The issue of flow control during high runoff seasons caused by naturally occurring events is beyond the current design capacity of the PWTF.

AGC and the U.S. Forest Service ("**USFS**") are in discussions to develop a Supplemental Plan of Operations ("**SPOO**") to determine the best option to close the Adit with a permanent control plug. Rehabilitation work within the cross-cut is necessary prior to commencing the required detailed geological assessment to determine the location of the proposed plug. The Company has planned for a flow control plug to be installed since 2008 and intends to cooperate with all parties to execute a comprehensive closure plan for the 900 cross-cut. The installation of a control plug, which will create a large reservoir of water, will provide the operator with the ability to control water discharge, manage water requiring treatment and maintain compliance with the United States Federal Water Pollution Control Act (the "**Clean Water Act**"). The ability to control the level of water discharge will be a significant additional safeguard as extreme conditions, such as unusually high Spring run-off levels or extreme flooding, can result in significant surges in water flow which reduces the resident time of water flowing through the treatment facility and blinds or clogs the filters, resulting in discharges that exceed the compliance levels mandated by the Clean Water Act. AGC is also investigating other methods to assist in maintaining control of the flow of water and has taken steps to further increase the capacity of the existing water treatment system.

Environmental Matters and Environmental Litigation

In 2012, the U.S. District Court for the State of Idaho (the "**Court**") held that AGC had violated the effluent limits of a permit issued pursuant to the Clean Water Act in respect of discharges of water containing arsenic and iron from the 900 level mining adit into Montezuma Creek, a tributary stream of the Middle Fork of the Boise River. The Court ordered AGC to implement measures to come into compliance with the effluent discharge limits. AGC subsequently completed the installation of a passive water filter system to the PWTF, which has been largely successful in achieving better water quality than mandated by the Clean Water Act. The Court also imposed a $2,000,000 penalty to be paid over a five-year period, with the quarterly installments increasing in size annually to a maximum of $100,000 per quarter beginning in the third year and with a balloon payment in the amount of $450,000 due on September 30, 2018. AGC has made aggregate payments to date of $325,000 but to date is in arrears of payments due totaling $925,000. The penalty amount bears interest at a rate of 0.1% per annum from November 28, 2012 and is secured against four generators owned by AGC.

In November 2016, the plaintiffs in the original action brought a motion to reopen the prior decision of the Court, seeking that AGC be held in civil contempt and that additional penalties and enforcement remedies be imposed. The motion to reopen the matter was heard on April 25 and 26, 2017 and on September 15, 2017, the Court granted the motion for Civil Contempt. The Court ruled that:

1) a new injunction has been issued requiring that AGC make improvements to its water treatment system so as to bring the system into substantial compliance with the subject permit no later than August 30, 2018;

2) additional penalties for the permit violations are imposed upon AGC in the amount of $251,000; and

3) if AGC fails to bring its water treatment system into complete compliance by August 30, 2018, it will be fined an additional $251,000 for contempt.

AGC continues to make improvements to its water treatment system to bring it into full compliance with effluent limitations in its permit and to endeavor to comply with the terms of the payment arrangements previously imposed by the Court. AGC has obtained complete compliance with the NPDES water discharge parameters for the last 10 weeks after changing the operating parameters for the treatment plant.

In order to comply with the Court's ruling, the Company will require additional significant funding to develop and construct improvements to the water treatment system and to enable AGC to pay the additional penalties imposed by the Court and to pay the outstanding balance of the original penalty imposed by the Court. As described under "*Trends, Uncertainties and Risk Factors*", the Company is pursuing various financing alternatives, both in the near and longer terms. However, there can be no assurance that the Company will be successful in obtaining sufficient additional funding in a timely manner or at all and the failure to do so could have a material adverse effect on the Company's and AGC's financial condition, business and operations.

Trends, Uncertainties and Risk Factors

Exploration and development of mineral deposits involve significant risks, including those relating to the discovery of mineralization, estimates of its quantity, grade and recoverability, the economic feasibility of production, the ability to obtain requisite permits and licenses and to comply with governmental regulations and fluctuations in the gold price. In addition, the Company and its projects are subject to significant financial risk. The Company has limited financial resources and no operating cash flow. Unless and until profitable production can be achieved, the Company will be dependent on obtaining financing from third parties and/or the sale, farm-out or lease of assets to fund its operating and capital expenditures.

Fulfillment of the Company's and AGC's obligations, plans and programs, including completing improvements to AGC's water treatment system and payment of Court imposed penalties, and initiation of pilot scale gold processing in advance of commercial gold production, remain subject to the availability of sufficient financing on acceptable terms. The Company and AGC require additional funds to discharge their liabilities, to conduct the work program on the Atlanta Project and to meet their overhead expenses. The Company was successful during the second quarter of 2017 of issuing common shares valued in excess of C$3.1 million in new equity and satisfaction of existing indebtedness and in negotiating the amendment of certain of the repayment terms of the Company's $6.1 million principal amount senior secured notes (the "**Notes**"). However, as described under "Liquidity and Capital Resources", significant additional funding is required. The Company intends to seek additional capital by means of equity financings, additional debt financings or the formation of partnerships open to new investors. Challenging financial markets, the previous decline in gold prices and the environmental litigation have adversely affected the Company's share price and its ability to finance planned activities and ongoing operations. The Company has experienced delays in obtaining requisite financing, which in turn has caused significant delays and in some instances, postponement of certain planned operational matters. Since the commencement of 2017, the gold price has improved somewhat and has had a positive impact on the mining segment of the capital markets. Management believes that it will ultimately be successful in obtaining additional financing. However, additional delays in completing or the inability to complete additional financings could result in significant delays in carrying out or the possible cancellation of the Company's planned activities and will adversely affect the Company's ability to fund its commitments under its outstanding indebtedness and other financial commitments, including payments due by AGC under the Court imposed penalties. This would have a material adverse effect on the Company's financial condition, business and operations.

Certain of the debt financings completed by the Company were guaranteed by AGC and secured by mortgages on the Atlanta Project. Should the Company be unable to comply with its obligations under its indebtedness, holders of the secured indebtedness could seek to enforce their mortgage security, which could result in AGC losing its interest in the Atlanta Project.

The Company has issued to holders of its Notes, options to purchase gold at a price of $1,100 per ounce. If AGC is unable to obtain sufficient gold from its projects prior to the exercise of the gold options, it will be necessary for the Company to purchase gold from other sources to deliver to the option holders or to otherwise satisfy the gold delivery commitment by means of an equivalent cash payment. The amount of such cash payment will be dependent on the price of gold at the time of exercise, and accordingly, the amount cannot be determined at this time but could be significant. Delays in obtaining gold or the failure to obtain sufficient gold from its projects could have a material adverse affect on the financial condition, business and operations of the Company.

Reference should also be made to the section entitled "Uncertainties and Risk Factors" in the Company's Management Discussion and Analysis for the year ended December 31, 2016 (the "**Annual MD&A**").

Discussion of Operations

Three months ended September 30, 2017 compared with three months ended September 30, 2016

The Company's general and administrative expenses for the three months ended September 30, 2017 increased by $179,000 from the comparable 2016 period to $247,000 (2016 - $68,000), reflecting increases in stock-based compensation, professional fees, investor relations, travel and others.

Cash used in the operating activities for the three months ended September 30, 2017 was $88,000 (2016 - $43,000), an increase of $45,000 from the third quarter of 2016 due to the payment of accounts payables using the proceeds from the equity financing which closed in early June 2017.

Cash from financing activities for the three months ended September 30, 2017 was $162,000 (2016 - Nil), reflecting shareholder loans made to the Company by Jipangu, the Company's largest shareholder.

Cash used in investing activities for the three months ended September 30, 2017 was $209,000 (2016 - $248,000) resulting from mineral property expenditures of $189,000 (2016 - $315,000) and the addition of property, plant and equipment of $20,000 (2016 - $18,000).

The following table discloses certain financial data for the eight most recently completed quarters, expressed in thousands of U.S. dollars (except basic per share data).

Quarter ended	Total Revenues (3)	General and Administrative Expenses	Net Loss (Income) (2)	Basic Loss (Income) Per Share	Fully Diluted Loss (Income) Per Share
September 30, 2017	-	247	*2,733* (1)	0.04	0.04
June 30, 2017	-	157	*1,769* (1)	0.04	0.04
March 31, 2017	-	92	*865* (1)	0.02	0.02
December 31, 2016	-	85	*(994)* (1)(4)	(0.03)	(0.02)
September 30, 2016	-	68	*(415)* (1)(4)	(0.01)	(0.01)
June 30, 2016	-	124	*753* (1)	0.02	0.01
March 31, 2016	-	67	*3,548* (1)	0.12	0.06
December 31, 2015	-	75	*(833)* (1)(4)	(0.03)	(0.02)

(1) No mineral costs were expensed.
(2) The Company has not incurred any losses arising from discontinued operations or extraordinary items in the last eight quarters.
(3) Since the Company is not in production, it does not generate any revenue.
(4) Net income in the fourth and third quarter of 2016 and the fourth quarter of 2015 arose from foreign exchange gains which primarily arose from the impact of the translation of intercompany loans by the Company to AGC.

The Company's net loss totaled $2,733,000 for the three months ended September 30, 2017, with both the basic and diluted loss per share being $0.04. This compares with a net income of $415,000 with basic income per share of $0.01 and diluted income per share of $0.01 for the three months ended September 30, 2016.

The change of $3,148,000 in net loss was principally due to the weakening, during the third quarter of 2017, of the U.S. dollar relative to the Canadian dollar compared with the third quarter of 2016. The Company had a foreign exchange loss of $1,914,000, most of which was derived from the translation of inter-company loans made by the Company to AGC, which are denominated in U.S. dollars, resulting in a net loss of $2,733,000. The financial statements are presented in U.S. dollars, so the Company's balances are translated from Canadian dollars to U.S. dollars. The translation of loans receivable from AGC to the Company from Canadian dollars into U.S. dollars has been recognized on the balance sheet in accumulated other comprehensive loss.

Capital Expenditures

Atlanta Project, Idaho, USA:

Capital expenditures in the third quarter of 2017 were $152,000 and included expenditures on project administration, equipment rental, property carrying costs, capitalized depreciation of exploration and evaluation assets and payment of rehabilitation provisions for the 900 Adit.

In comparison, expenditures in the third quarter of 2016 were $128,000 and included expenditures on project administration, equipment rental, property carrying costs, capitalized depreciation of exploration and evaluation assets and payment of rehabilitation provisions for the 900 Adit.

Exploration and evaluation expenditures for the Atlanta Project for the three months ended September 30, 2017 and 2016 are shown in the table below.

	For the three months ended	
	September 30, 2017	**September 30, 2016**
Opening Balance	$ 47,934,526	$ 47,202,679
Equipment rental	10,679	-
Field expenses	173	-
Salaries	58,197	52,281
Lab analysis	(329)	-
Project administration	81,057	18,903
Depreciation - field equipment	1,853	56,650
Total Increase During the Period(1)(2)	$ 151,630	$ 127,834
Closing Balance	$ 48,086,156	$ 47,330,513

(1) Additions in the three months ended September 30, 2017 include expenditures on project administration, equipment rental, property carrying costs, capitalized depreciation of exploration and evaluation assets and payment of rehabilitation provisions for the Adit.

(2) Additions in the three months ended September 30, 2016 include expenditures on project administration, equipment rental, property carrying costs, capitalized depreciation of exploration and evaluation assets and payment of rehabilitation provisions for the Adit.

Neal Property, Idaho, USA:
Capital expenditures in the third quarter of 2017 were $66,000 and included expenditures on project administration and equipment rental.

In comparison, expenditures in the third quarter of 2016 were $253,000 and included expenditures on project administration, excavation, equipment rental, lab analysis, geology/geophysics and others.

Exploration and evaluation expenditures for the Neal Property for the three months ended September 30, 2017 and 2016 are shown in the table below.

	For the three months ended	
	September 30, 2017	September 30, 2016
Opening Balance	$ 799,575	$ 351,601
Geology/Geophysics	-	3,100
Equipment rental	419	68,390
Salaries	-	-
Engineering	-	973
Lab analysis	-	5,245
Excavation	-	79,433
Drilling	-	15,382
Permitting	-	1,800
Project administration	65,777	78,324
Total Increase During the Period[(1)(2)]	$ 66,196	$ 252,647
Closing Balance	$ 865,771	$ 604,248

(1) Additions in the three months ended September 30, 2017 include expenditures on project administration and equipment rental.

(2) Additions in the three months ended September 30, 2016 include project administration, excavation, equipment rental, lab analysis, geology/geophysics and Reclamation Plan for process permitting.

Liquidity and Capital Resources

The mineral properties in which the Company currently has an interest are in the exploration stages and, consequently, the Company has no current source of operating revenue and is dependent on external financing to fund continued exploration and development of its mineral properties. The Company's principal sources of funding have been the issuance of equity securities for cash and by the completion of debt financings, and in respect of the Partnership, by means of the sale of limited partnership units.

The previous decline in gold prices and the challenging financial markets faced by companies in the gold sector have had a significant adverse affect on the Company's share price and on its ability to raise additional funds through equity financings in a timely manner. In addition, uncertainty arising from the environmental litigation involving AGC had adversely affected the Company's share price and financing efforts. In addition, delays experienced in obtaining financing and in obtaining the reclamation and operation permit at the Neal Property has resulted in operational delays.

The Company's cash position as at September 30, 2017 was $85,000 compared to $544,000 as at December 31, 2016. The Company's working capital deficiency as at September 30, 2017 was $15,377,000 compared to a deficiency of $13,297,000 as at December 31, 2016. The Company's working capital deficit as at the end of the third quarter of 2017 increased from that of December 31, 2016.

	As at	
	September, 2017	**December 31, 2016**
Cash and cash equivalents excluding restricted cash	$ 85,000	$ 544,000
Current assets	$ 127,000	$ 747,000
Current liabilities	(15,504,000)	(14,044,000)
Working capital (deficiency) (1)	$ (15,377,000)	$ (13,297,000)

(1) *Working capital (deficiency) is defined as current assets net of current liabilities, which is a non-GAAP measure. Non-GAAP financial measures do not have any standardized meanings prescribed by IFRS, and therefore cannot be comparable to similar measures presented by other issuers. Management believes that it is a useful measure when assessing the Company's liquidity.*

Under the terms of the Notes, twenty-five percent of the principal amount of the Notes (being $1,525,000) plus accrued and unpaid interest (being $610,000) became due on August 31, 2017 and remain unpaid. In addition, interest on the Debentures due April 1, 2017 in the amount of C$246,000 remains unpaid. The Company is reviewing financing alternatives and is also engaged in discussions with its lenders to, among other things, resolve the principal and interest payments on the Notes which became due on August 31, 2017. While the Company believes that agreements with its lenders will be reached, there can be no assurance that such agreements with its lenders or with third party financing sources will be entered into by the Company.

The significant working capital deficiency has resulted in the Company being in arrears in satisfying a number of its financial commitments. AGC is $925,000 in arrears in payments under the penalty imposed by the Court under the Clean Water Act in 2012 and in September 2017, the Court imposed additional penalties of between $251,000 and $502,000. Accordingly, as the Company is in the development stage and has no ongoing source of cash flow, additional funding by means of equity and/or debt financings is necessary in the immediate and longer terms.

To partially address its funding requirements, on June 1, 2017, the Company issued 26,390,000 common shares to Jipangu for aggregate consideration of C$2,375,100 (see news release of June 1, 2017). Under the terms of the financing, the Company repaid C$1,033,745 of indebtedness owed to Jipangu by the issuance of 11,486,052 common shares of the Company and Jipangu purchased 14,903,948 common shares for $1,341,355. The transaction was approved by shareholders of the Company, excluding the votes of shares owned, controlled or directed by Jipangu, at the Company's shareholders' meeting held on June 1, 2017. In addition, on June 2, 2017, the Company issued 10,010,374 common shares to the holders of its Debentures and Notes in satisfaction of C$770,799 of accrued and unpaid interest (see news release of June 2, 2017). The maturity date of the Notes was extended by one year to August 31, 2019 and the Notes are to be repayable in installments at the rate of

25%, 35% and 40% on August 31, 2017, 2018 and 2019, respectively. The Company's outstanding options to purchase 6,374.5 ounces of gold at $1,100 per ounce, previously issued with the Notes, have had their term extended by one year to August 31, 2019 and will vest at the rate of 25%, 35% and 40% on August 31, 2017, 2018 and 2019, respectively.

AGC previously formed Mineral Point, LLC, as the general partner of the Partnership as a means to finance and advance the Neal Property. The Partnership continues to seek to raise up to an additional $1,400,000. However, the financing efforts of the Partnership have been hindered by the delays experienced in obtaining the mine permit for the Neal Property. The permit was received in April 2017.

In the immediate term, the Company has relied upon funds from shareholder loans received from Jipangu and others, as described under "Transactions with Related Parties", in order to maintain essential operations. The Company continues to seek additional near-term financing in the range of C$3 to C$4 million. Successful completion of financings in the lower end of this range would address immediate operational requirements. There can be no assurance that the planned financings by the Company or the amendment of the repayment terms of the Company's secured indebtedness or the planned financing by the Partnership will be completed in a timely manner or at all. If completion of these transactions is delayed or the planned financings are not completed or are completed for reduced amounts, the Company will be required to further reduce or repurpose planned operational expenditures and/or rely on other sources of funds, if available, which may include additional shareholder loans. The Company may also consider the sale of non-core assets and direct investments by third parties in the Atlanta Project to assist it in meeting its ongoing capital requirements. The Company will require additional financing to assist AGC to meet its obligations under the Court penalties, to finance its exploration and development activities and to meet its debt servicing obligations. If AGC is unsuccessful in bringing the water treatment system into substantial compliance with its permit by August 30, 2018, the Court could impose additional penalties on AGC, which penalties could be significant. The inability to obtain additional funding on a timely basis, to complete the amendments of the repayment terms of its secured indebtedness or to resolve the environmental litigation will have a material adverse effect on the financial condition, business and operations of the Company and AGC.

Transactions with Related Parties

The Company's transactions with related parties are comprised of salary deferrals by the former President and CEO of the Company and of shareholder loans made by certain directors and shareholders of the Company. The remuneration of key management personnel during the three months ended September 30, 2017 was $88,818 (September 30, 2016 - $96,510). The Company had accrued $658,030 of the former CEO's salary including $600,000 of principal accrued for the period from 2013 to 2016 and $58,030 of outstanding interest. At December 31, 2016, $625,530 was accrued for one-half of the former CEO's salary including $600,000 of principal accrued for the period from 2013 to 2016 and $25,530 of outstanding interest. This amount is unsecured, has no fixed terms of repayment and bears interest at the rate 7% per annum. While the Company has accrued for what it believes to be the maximum liability to the former CEO, it is currently in discussions with the former CEO on the amount and terms of payment.

At September 30, 2017, aggregate shareholders' loans of $1,392,486 (December 31, 2016 -

$1,892,891) were payable to various shareholders of the Company, including to Allan Folk who is the Chair and a director of the Company. Of the total amount, $347,204 (December 31, 2016 - $332,806) was owed to Wm. Ernest Simmons, the former President and CEO of the Company, for the purchase of equipment and it is evidenced by demand promissory notes bearing interest of 7% per annum and is secured against the equipment purchased. The remaining shareholder loans of $1,045,282 (December 31, 2016 - $1,560,085) bear interest of 8% per annum and are repayable on demand.

Contingencies and Commitments

The Company has made commitments in respect of its head office leases, payments against the penalty levied by the Court, implementation of the SPOO, long-term debt, mineral properties and other leases as follows:
($ in 000's)

	Total	Payments Due by Period		
		Years 1 to 2	**Years 3 to 4**	**Beyond Year 4**
Head office	21	21		
Penalty, attorney fees and litigation costs	1,926	1,926	-	-
Shareholders' loans	1,392	1,392	-	-
Rehabilitation provisions - Atlanta gold property (1)	1,082	1,082	-	-
Rehabilitation provisions - Brodeur diamond property (2)	56	56	-	-
Convertible loan (3)	797	797	-	-
Convertible debentures (4)	1,938	1,938	-	-
Senior secured notes (5)	7,564	7,564	-	-
Operating leases	108	108	-	-
Other long-term obligations (6)	30	20	10	-
Total Contractual Obligations	14,914	14,904	10	-

(1) *This includes an estimate of the expenditures necessary to close the 900 level tunnel adit.*
(2) *The final phase of the restoration program at the Brodeur diamond property is expected to be completed within the next two years when funds are available.*
(3) *On June 11, 2014, the Company borrowed $600,000 by means of a convertible loan. The loan is unsecured and non-interest bearing and is to be repaid by delivery to the lender of 1,000 troy ounces of gold (or the cash equivalent thereof) payable in installments over an approximately 18-month period. The gold payments (1,000 troy ounces) were valued at $774,000.*
(4) *See the description of the debentures under "Debt Financing" in the Annual MD&A.*
(5) *$6.1 million principal amount are currently outstanding and are repayable in cash installments at the rate of 25%, 35% and 40% on August 31, 2017, 2018 and 2019, respectively. See the description above under "Liquidity and Capital Resources".*

Details and a discussion of the environmental litigation are included in the "Environmental Matters and Environmental Litigation" section above and in Note 16 Commitments and Contingencies to the Company's audited consolidated financial statements for the year ended December 31, 2016.

Additional Information

Additional information relating to the Company is available on SEDAR at www.sedar.com.

November 28, 2017