RIZAL RESOURCES CORPORATION

(formerly Cadan Resources Corporation)

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE THREE AND SIX MONTH PERIODS ENDED JUNE 30, 2016

This Management Discussion and Analysis ("MD&A") of the financial condition and results of operations has been prepared as at October 11, 2016, and should be read in conjunction with Rizal Resources Corporation's (formerly Cadan Resources Corporation) (the "Company" or "Rizal") amended and restated condensed consolidated interim financial statements for the three and six month period ended June 30, 2016, and audited financial statements for the year ended December 31, 2015. The amended and restated condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of condensed consolidated interim financial statements, including IAS 34, Interim Financial Reporting. The amended and restated condensed consolidated interim financial statements of the Company are presented on a consolidated basis with the Company's 40% owned Philippine affiliates, Batoto Resources Corporation ("BRC") and TMC Tribal Mining Corporation ("TMC") and a wholly owned subsidiary, and Tribal Processing Corporation, (collectively, the "Philippine Companies"), in accordance with IFRS. Except as otherwise disclosed, all dollar figures included therein, and in this MD&A, are reported in Canadian dollars.

The Company is a reporting issuer in the provinces of British Columbia and Alberta in Canada, and is listed on the TSX Venture Exchange under the trading symbol CXD, and on the Frankfurt Stock Exchange under the symbol A12F37.

To assist shareholders and potential investors to learn more about Rizal and its mineral projects, the Company maintains a website that provides information regarding its Philippine gold-silver and gold stockworks, and porphyry skarn copper-gold and gold projects. Readers are encouraged to visit the site at (www.cadanresources.com) as well as review the Company's press releases and other public filings available on SEDAR (www.sedar.com).

1. Forward Looking Statements

Certain information included in this MD&A, including management's assessment of the Company's future plans, constitutes forward-looking statements. Forward-looking statements are based on current expectations and entail various risks and uncertainties, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, environmental risks, competition from other industry participants, the lack of availability of qualified personnel or management, stock market volatility and ability to access sufficient capital from internal and external sources. These risks and uncertainties could cause or contribute to actual results that are materially different from those expressed or implied. The Company disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except as required by applicable law.

2. Disclosure of Technical Information on Mineral Projects

References in this MD&A to mineral resources are estimates prepared pursuant to the requirements of National Instrument 43-101, *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators ("NI 43-101") as in effect on the date of the estimates. The definitions of the terms "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" are defined in, and are required to be disclosed by, NI 43-101.

Technical aspects of this MD&A were approved by Howard Lahti, BSc Geology, MSc Geochemistry, PhD Litho-Geochemistry, Registered Professional Geoscientist of New Brunswick, who is a Qualified Person as defined by NI 43-101.

3. Company Overview

The Company is engaged in mine development and exploration at its T'Boli gold mine and exploration of precious and base metals at its other project areas located in the Philippines. Its immediate corporate objective is to bring the T'Boli mine into profitable production and provide, from cash flow, an adequate budget for the systematic exploration of its other project areas.

The Company's management and resources are currently focused on development, exploration and production activities at the T'Boli gold-silver mine which is located in south-central Mindanao, Philippines. The project's development activities include underground mine development, diamond drilling, mineralized rock production from development and stoping and processing of mineralized rock produced through the Company's facility at T'Boli. Surface exploration at the Batoto-Tarale gold prospect, located in East Mindanao, remains at minimum levels of expenditure and there has been no expenditure required at the Comval project which is subject to the commercial arrangement with Metallum Limited (ASX: MNE) ("Metallum").

4. Directors & Management

Mr. Peter Main	Director, Chief Executive Officer and Chief Operating Officer
Mr. Steve Woods	Director
Mr. Ryan Sanders	Director
Ms. Richelle L. Singson Michael	Director
Mr. Derick Sinclair, CPA, CA	Chief Financial Officer

5. Corporate Activity

Rizal continues its advance toward the restructure of Rizal both corporate and operational. The main objective in 2016 is to see Rizal's T'Boli project begin to realize its true potential. During the June quarter and through to the end of July 2016 Rizal drew down an additional US$980,000 (Cdn$1,220,416) from its debt facility. In addition it raised $888,100 in new equity and a further reduction in debt of $400,000. The company continues to work toward restructuring the balance sheet and ensuring Rizal is appropriately funded going forward. Rizal has continued to advance its T'Boli operation over the last six months albeit at moderately slower pace due at times to ongoing financial constraints. Key milestones achieved for the 3 months up to June 30, 2016:

- Almost completed 2 year corporate and operational rebuild
- Rizal has drawn down $2,226,233 (US$1,589,000) from its debt facility for the year to-date. The majority of those funds almost 80% has been directed toward capital works at T'Boli
- Rizal filed it 2015 accounts on 30th April 2016

6. Direction

Since the granting of the Declaration of Mining Project Feasibility ("DMPF") by the Philippine government, on October 10, 2012, the Company has advanced capital mine development, on-lode strike development, diamond drilling and establishment of stoping operations, utilizing small scale narrow vein mining methods.

However, the Company was forced to change direction primarily due to mis-management from the operations through to corporate, resulting in Rizal struggling to source the required funding to keep the operation moving forward. The focus over the last 2 years has been to get Rizal back on track from what can only be described as a near death experience. The current management team took the hard decision to restructure the Company which included a plan to restructure the debt and develop an operational plan at T'Boli that could be achieved. This has involved rebuilding trust and credibility with the T'Boli community and establishing relationships with the Governor and Congressman of the region. Historically these relationships were virtually non-existent.

Operationally, the focus over the last 18 months has been directed toward the development of an operational plan to recommence operations at T'Boli. Rizal announced toward the end of the year it had recommenced operations with the plant commencing commissioning in September 2015. First gold was delivered by the end of 2015, with the construction of the Portal and commencement of the mine decline only commencing early in 2016. Going forward into 2016 the primary goal is to progressively ramp up the T'Boli project toward full production from the mine at a rate in excess of 200 tonnes per day ("tpd"). And corporately complete the financial reconstruction of the Company.

7. Mineral Properties

The Company's material mineral properties are the T'Boli gold-silver deposit, the Batoto-Tarale gold prospect and its 20% interest in the Comval copper-gold deposits, all located on the Island of Mindanao in the Philippines. Currently, the Company's main focus is on recommencing development of the T'Boli epithermal gold-silver project. The Company plans to recommence gold and silver production along with restarting development and stoping activities underground.

T'Boli Gold-Silver Project

The T'Boli project is situated approximately 130 km southwest of Davao City, and 40 km west-northwest of General Santos City, in the Province of South Cotabato, Mindanao Island, Republic of the Philippines at 6.13' N latitude & 124.49' W longitude. TMC is the legal owner of licences covering the T'Boli project, and the Company holds rights in the project pursuant to a mineral processing option agreement with TMC under which it has an exclusive right to process mineralized rock from the TMC mineral areas consisting of 84.98 hectares MPSA No. 090-97-X1 and 2,908.24 hectares APSA No. 51-X1.

The T'Boli project consists of a historical underground mine, a new processing plant, accommodation complex and an assay laboratory constructed by the Company. Work on the project, by the Company, has included the rehabilitation of an underground mining tunnel known as the Beehive Adit and development of a decline to access mineralized rock on horizons below the adit. To date, only a small portion of the north vein systems have been developed. Prior to shutting the mine down, decline development had advanced toward the South Vein's Golden Beam lode and the first cross cut had been developed into the vein. The whole mining operation was suspended in July 2014 and consequently flooded to prevent access to the mine. The mine remained closed for the whole of 2015 year with work commencing on a new decline access early in 2016. Rizal expects to commence accessing ore late in 2016.

2016 June Quarter Activity

- Effective at the opening on October 7, 2016, the Company changes it name and the common shares of Rizal Resources Corporation commenced trading on TSX Venture Exchange, trading symbol RZL, and the common shares of Cadan Resources Corporation trading symbol CXD was delisted.
- The new decline (Minion Decline) development advanced 124m during the June quarter. By the end of June the total advance was 172m plus 39m for the portal access. As the decline will be the main access to the mine going forward the whole declined has been rock bolted, meshed and shot creted.
- During July development in the Minion Decline advanced a further 61m for a total advance of 232m, including the portal the total development since commencement of the decline is 271m. Total distance to reconnect the underground is between 320m and 330m.
- During the quarter commenced dewatering the underground, the mine is expected to be dewatered down to the 100m level (which is where previous mining had taken place) by the end of September 2016.
- Construction of a new tailings pond (Tailings Pond 3) was completed during the quarter and it has been commissioned. Tailings pond 3 has a life of 10 to 12 months at production rate of 200tpd. Planning is ongoing for tailings Dam 4 which is expected to provide an additional 2 years capacity.
- Engaged independent consulting group CSA Global to prepare a detailed mine plan for 200tpd and 400tpd this plan is expected to be completed early in September 2016.
- As of the end of June the T'Boli processing plant continues to perform well operating at or above design 200tpd. Processing of low-grade stockpiles and tailings has continued albeit it at lower grades as both stockpiles come to an end. Rizal expects to conclude the processing of low-grade stockpiles and tailings around the end of August 2016
- The T'Boli processing plant has processed 755oz of gold for the first 6 months of 2016 and received \$1.17m in revenue.

PRODUCTION AND SALES SUMMARY

Metal sales for the six-month period ended June 30, 2015.

PRODUCTION AND SALES SUMMARY - GOLD
for the year 2016

				Ave.grade	Total Proceeds	
	Grams	oz.	Tons Milled	(grams/ton)	Php	CDN($)
April	7,209.30	231.78	6,332.00	1.36	13,232,990.26	355,064.09
May	1,549.77	49.83	6,576.00	0.97	2,905,014.43	81,029.77
June	2,779.58	89.37	5,595.00	0.72	5,289,685.38	145,635.50
Total	11,538.65	370.98	18,503.00	1.03	21,427,690.07	581,729.36

Metal sales in Philippine Pesos and converted to Canadian dollars for Financial year to date June 30, 2016:

PRODUCTION AND SALES SUMMARY - GOLD
for the year 2016

	Grams	oz.	Tons Milled	Ave.grade (grams/ton)	Total Proceeds Php	CDN($)
Beg Inventory	-	-	-	-	-	-
January	7,237.09	232.68	3,126.00	1.85	11,866,084.58	348,094.37
February	2,088.79	67.16	4,262.00	1.65	3,823,939.67	108,680.04
March	2,638.44	84.83	6,271.00	1.49	4,834,398.68	135,895.44
April	7,209.30	231.78	6,332.00	1.36	13,232,990.26	355,064.09
May	1,549.77	49.83	6,576.00	0.97	2,905,014.43	81,029.77
June	2,779.58	89.37	5,595.00	0.72	5,289,685.38	145,635.50
Total	23,502.97	755.65	32,162.00	1.28	41,952,113.00	1,174,399.21

The Batoto Gold Prospect

The Batoto prospect is situated approximately 90 km northeast of Davao City, in the Compostela Valley, East Mindanao, Philippines and is contiguous with the Comval project. The mining and exploration permits for Batoto are held by BRC and, in January 2012, Rizal granted Metallum Limited (formerly Mining Group Ltd.) ("Metallum") an option to acquire an 80% interest in the Batoto prospect, however, this option expired unexercised and the project continues to be owned 100% by BRC as disclosed in the Company's news release dated October 29, 2012.

The Project, consisting of APSA No. 246 of 648 hectares & EPA 000109-X1 of 4,018.19 hectares, is a stockwork of quartz veins associated with locally intense quartz pyrite-sericite-argillic alteration cropping out around the spur of a mountain ridge between elevations 400m and 800m above sea level. Gold mineralization occurs within a west-southwest trending zone known as the Clark Mineralized Zone ("CMZ"). Workings of artisanal miners within the CMZ are exposed over about 1km in a west-southwesterly direction from the northeastern point of the spur, but the mineralization may extend at further1km to the west-southwest and link with the Santa Fe gold prospect.

Identified in 1980 by Sabena Mining Corporation, it was explored by 787 rock chip samples from some 7,000m of road cuts, systematic trenches and 400m of adits, drifts and cross cuts, reportedly averaging 1.6g/t Au and giving rise to a number of historic estimates. In 1981, one estimate by FC Gervasio & Associates, geological consultants, amounted to 39 million tonnes at 1.8g/t Au, for 2.1 million ounces of gold, based on 3,945m of trenching, 232m of aditting, 328m of diamond drilling, and 2,600m of access road construction and pit development.

It should also be noted that the foregoing historic estimate was not prepared in accordance with CIM standards. Further, a qualified person has not done sufficient work to classify the historical estimate as current mineral resources or mineral reserves. The Company is not treating the historical estimate as current mineral resources or mineral reserves as defined in sections 1.2 and 1.3 of NI 43-101, and the historical estimate should not be relied upon. The foregoing historical estimate provides only an indication to the Company of mineralization potential.

In 1981, Sabena Mining Corporation constructed a 500tpd gold processing plant and mined and processed approximately 80,000t from a small open cut on the Batoto prospect. These historical assays have not been verified and are not NI 43-101 compliant.

Drilling at Batoto has now advanced to a stage where interpretation has identified a number of discrete higher grade flat plunging zones within the overall stockwork system. Future drilling will be designed to accommodate this new interpretation.

Comval Copper-Gold Project 20% Rizal via Agusan Metals Corporation ("Agusan")

On January 17, 2012, the Company completed the sale of 80% of the Company's interest in Agusan to Metallum. The Company retains a 20% equity interest in Agusan, which holds the exploration permits on the Comval copper-gold project located in the Compostela Valley, East Mindanao, Philippines and is contiguous with the Batoto project. The Project consists of EP No. 00001-XI & EP No. 00002-XI, totaling 4,314.14 hectares.

Pursuant to a shareholders' agreement, Metallum has an obligation to fund AU $48,000,000 in exploration activity in Agusan as follows:

Exploration Expenditures	Annual amount (AU $)	Cumulative amount (AU $)
Year 1	5,000,000	nil
Year 2	5,000,000	nil
Year 3	5,000,000	15,000,000
Year 4	15,000,000	30,000,000
Year 5	18,000,000	48,000,000

The annual amounts in the table above are the expected schedule of expenditures; the cumulative amount is the funding requirement schedule. Should Metallum not meet the funding requirements, the agreement contains dilution provisions.

Metallum announced in its 2014 Annual Report that it had carried out no field work on the Comval Project. Rizal is evaluating its options under the agreement with respect to:

1. Metallum's spending shortfall at the end of year 3,
2. Metallum's steady decline in spending on the project, and
3. Metallum announcement in their Annual Report of their change in focus "from the Comval copper gold project in the Philippines to the El Roble copper project in Chile".

Metallum had previously announced a Joint Ore Reserves Committee ("JORC") compliant 'Inferred Resource' prepared by independent consulting firm Cube Consulting Pty Ltd of 32,675,000 tonnes at 0.42% Cu and 0.13 g/t Au including four (4) prospects; Maangob, Kalamatan, Tagpura West and Tagpura East (see Metallum Australian Stock Exchange release dated October 10, 2012). Rizal subsequently commissioned the same independent consultants to prepare a National Instrument 43-101 technical report, which stated the same Inferred Resource of 32,675,000 tonnes at 0.42% Cu and 0.13 g/t Au over the same area (see Company news release dated March 18, 2013).

This estimate was calculated using a lower cutoff grade of 0.3% Cu and prepared in separate technical reports in accordance with the 2004 Edition of the "Australian Code for Reporting of Mineral Resources and Ore Reserves" and "CIM Standards of Disclosure for Mineral Resources and Mineral Reserves 2010", the latter of which was filed on SEDAR as a NI 43-101 technical report on April 3, 2013.

Metallum exploration has included outcrop sampling, underground adit sampling, trench sampling, diamond drilling and mapping. The results are published on the Metallum website, including quoted high-grade intercepts of gold and broad porphyry style copper intercepts, which are considered to be encouraging.

Previous exploration has prioritized several new discoveries including the Taub, Tagpura North and Tandawan prospects. The Taub prospect is considered to be a gold bearing epithermal vein mapped and sampled over 300m along strike. The Tagpura North prospect is a copper-gold skarn with an approximate area of 500m by 300m and the Tandawan prospect, located 1km west of the Bayag Bayag prospect, is considered to be a gold bearing epithermal vein with 150m of strike and up to 7m in true width.

Financial Data

The following selected financial information for the eight previous quarters is derived from the unaudited condensed consolidated interim financial statements of the Company prepared in accordance with IFRS.

	Three Months Ended June 30, 2016	Three Months Ended March 31, 2016	Three Months Ended December 31, 2015	Three Months Ended September 30, 2015
Total assets	6,448	5,639	5,140	4,883
Working Capital (deficiency)	(15,539)	(15,789)	(15,192)	(12,607)
Net Income (loss)	(572)	(1,385)	(3,476)	(1,603)
Comprehensive Income (loss)	n/a	n/a	n/a	n/a
Basic earnings/(loss) per share	(0.00)	(0.01)	(0.05)	(0.02)
Diluted earnings/(loss) per share	n/a	n/a	n/a	n/a

	Three Months Ended June 30, 2015	Three Months Ended March 31, 2015	Three Months Ended December 31, 2014	Three Months Ended September 30, 2014
Total assets	4,162	3,906	4,016	6,984
Working Capital (deficiency)	(15,227)	(16,083)	(14,867)	(12,829)
Net Income (loss)	(852)	(1,345)	(3,097)	(1,389)
Comprehensive Income (loss)	n/a	n/a	(3,097)	(1,451)
Basic earnings/(loss) per share	(0.04)	(0.07)	(0.19)	(0.08)
Diluted earnings/(loss) per share	n/a	n/a	n/a	n/a

Results of Operations, for the six months ended June 30, 2016, compared with the six months ended June 30, 2015.

For the six months ended June 30, 2016, the Company reported consolidated net loss of $1,017,689 (June 30, 2015 - $2,197,234) a favourable variance of $1,179,545. The favourable variance is primarily the result of incidental revenues from the processing of developmental ore and tailings and favourable FX rates partially offset by higher interest costs related to new borrowing and a general increase in costs due to increased activity. Further explanations of the variances are detailed below.

*Operating expenses favourable variance $*1,179,545

- Incidental revenues $1,090,849 (2015 - $nil) from the processing of developmental ore stockpiles and tailings.
- Foreign exchange gains $1,125,039 (2015 – losses $597,629) a favourable variance of $1,722,668 resulting from the strengthening of the Philippine peso and Canadian dollar against the US dollar during the quarter.
- Exploration and evaluation expenses a credit of $14,522 (2015 – expense $190,968) a favourable variance of $205,490. At June 30, 2016, the Company had determined that the T'Boli project had entered the development phase. As such, acquisition costs were transferred to construction in process. As such, the exploration balance for the project is now $nil. In addition the Company recovered fees related to 2015.
- Other operating costs $640,407 (2015 - $759,199) a favourable variance of $118,792 primarily due to decreased administrative costs including reductions in travel.

Partially offset by:

- Repairs and Maintenance $825,456 (2015 - $nil) an unfavourable variance of $825,456. At June 30, 2016, the Company had determined that the T'Boli project had entered the development phase. The repairs and maintenance were for the T'Boli processing plant which produced the Incidental revenues described above.

- Bank Charges and interest $1,012,211 (2015 - $409,733) an unfavourable variance of $602,476 primarily due to additional debt. During the six months ended June 30, 2016 the Company entered into an agreement with Claymore Capital Pty Ltd. for a three-year US$6.4 million debt facility and issued 5,800,000 five year $0.10 finders warrants and upon receipt of the first US$1,200,000 (Cdn$1,892,341) the Company issued 24,211,538 three year $0.065 warrants.
- Consulting fees $604,702 (2015 - $239,705) an unfavourable variance of $364,997 primarily due to the addition of consultants to bring the T'Boli mine into profitable production as described in the Corporate Activity section 5 above.
- Share based payments for the period ended June 30, 2016 $150,000 (2015 - $nil). During the quarter the Company issued 3,000,000 shares to its CEO in accordance with his contract. The shares were valued at $150,000 the trading price at the time of issue.
- Royalties on metal sales $15,323 (2015 - $nil). At June 30, 2016, the Company had determined that the T'Boli project had entered the development phase. The royalties relate to the Incidental revenues described above

Liquidity and Capital Resources

At June 30, 2016, the Company a working capital deficit of $15,539,165 (December 31, 2015 - $15,192,263), consisting of cash of $348,944 (December 31, 2015 - $185,581), amounts and advances receivable of $824,955 (December 31, 2015 - $836,752), prepaid expenses and other assets of $762,230 (December 31, 2015 - $559,650), accounts payable and accrued liabilities, due within three months, of $5,736,195 (December 31, 2015 - $6,264,740), loans payable of $1,949,155 (December 31, 2015 - $705,365), convertible notes of $2,964,103 (December 31, 2015 - $2,571,607), deferred income tax liability of $1,521,530 (December 31, 2015 - $1,627,338) and due to related parties of $5,398,851 (June 30, 2015 - $5,605,196).

Due to related parties are advances from Mighty River International Ltd. ("Mighty River"), a related party, being a company that owns over 10% of the issued and outstanding shares of Rizal. On May 2, 2013, the Company entered into an agreement with Mighty River who at the time the agreement was entered into was a related party, being a company that had a director in common with Rizal and who owned over 10% of the issued and outstanding shares of Rizal. Mighty River agreed to provide the Company with up to a US$5 million loan facility. Amounts drawn bear interest at a rate of 8% per annum and were repayable in 12 months from the draw date. In connection with the loan agreement, Rizal provided Mighty River with security over all its assets and Rizal, Mighty River and Rizal's Philippine affiliate, TMC, entered into royalty agreements pursuant to which Mighty River is entitled to receive a 1% production royalty on the T'Boli mine located in the Philippines for each US$1 million advanced to Rizal. On May 27, 2014, the Company and Mighty River amended the agreement extending the Final Maturity Date and Repayment Date to December 31, 2015. On November 27, 2015, the Company reached an agreement with Mighty River to extend the maturity date of the note to June 30, 2016 and refinance $904,000 (US$800,000), being a portion of the amounts owed on the Credit Facility for interest and royalties and issued 18,080,000 units at $0.05 each with each unit consisting of a common share and a warrant to purchase a common share for 12 months at $0.10. At June 30, 2016, the Company had total principal, interest and royalties owing to Mighty River of $5,398,851 (US$4,142,706) (December 31, 2015 - $5,605,196 (US$4,142,706).

On January 11, 2016 the Company entered into an agreement with Claymore Capital Pty Ltd. for a three-year US$6.4 million debt facility. Amounts drawn bear interest at a rate of 12%. The funds are to be provided in stages as follows: Stage 1 – US$600,000 within 6 weeks of signing the Binding Term Sheet. Completed February 24, 2016; Stage 2 – US$600,000 – confirmation of sustainable production at 200 tonnes per day (tpd). Completed March 18, 2016; Stage 3 – US$1.1m – subject to confirmation of planned increase in production to 400 tpd; Stage 4 – US$4.25m – subject to confirmation of maintainable production at 400 tpd. The funds will be used for working capital for both the corporate and mine operations, repayment of a portion of existing notes, Capital to expand the T'Boli project to 400 tpd and grow/develop the existing asset base. As at June 30, 2016 the Company had received US$1,465,000 million and owed principal and interest totaling US$1,465,000 (Cdn$1,892,341) (December 31, 2015 - US$126,000 (Cdn$174,384)).

The Company will require significant cash funding to conduct its exploration programs, meet its administrative overhead costs, repay the convertible notes, and maintain its resource interests over the next twelve months. This will require the Company to obtain additional financing. The Company invests surplus cash in guaranteed investment certificates with Bank of Montreal and faces no known liquidity issues.

Financial Instruments

The Company has classified its cash as Fair value through profit or loss “FVTPL”; loan to Agusan, as available-for-sale “AFS”; amounts and advances receivable (excluding GST receivable), as loans and receivables; and accounts payable and accrued liabilities, loans payable, convertible notes and due to related parties, as other financial liabilities.

The carrying values of cash, amounts and advances receivable (excluding GST receivable), accounts payable and accrued liabilities, and secured loans, approximate their fair values due to the short terms to maturity of these financial instruments. The carrying values of amounts due to related parties, excluding convertible notes due to related parties described below, approximate their fair value, as they are non-interest-bearing and due on demand.

The carrying values of convertible notes were determined, in accordance with Level 2 of the fair value hierarchy, by discounting the face value of the notes over the terms of each note by a discount rate of 60%, and accreting the discount over the respective term to the anticipated conversion date of the notes.

During the year ended December 31, 2014, uncertainty around the collection schedule for the Agusan loan resulted from Metallum Limited (“Metallum”) putting the project on care and maintenance status. Metallum continues to have the project on care and maintenance and as a result, at June 30, 2016, the carrying value of the loan to Agusan continues to be impaired, in accordance with Level 3 of the fair value hierarchy.

Credit risk

The Company is exposed to credit risk with respect to its cash. Cash has been placed on deposit with major Canadian and Philippine financial institutions. The risk arises from the non-performance of counterparties of contractual financial obligations.

The Company manages credit risk, in respect of cash, by maintaining deposits at major financial institutions with strong investment-grade ratings.

Concentration of credit risk exists with respect to the Company’s cash, as the majority of the amounts are held with only a few Canadian and Philippine financial institutions. The Company’s concentration of credit risk and maximum exposure thereto, is as follows:

		June 30, 2016		December 31, 2015
Canadian dollar equivalent				
Canadian dollar	$	137,384	$	133,178
Philippine peso		211,560		52,403
Total cash	$	348,944	$	185,581

The Company is also exposed to credit risk with respect to its amounts and advances receivable and loan to Agusan. The Company maintains an equity investment in Agusan and receives periodic financial information from Metallum and Agusan with respect to that investment. The Company actively monitors the financial status of Agusan and Metallum to minimize the credit risk related to this loan. Other amounts receivable relate to input tax credits and advances to suppliers.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk

Interest rate risk consists of two components:

(a) To the extent that payments made or received on the Company’s monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.

(b) To the extent that changes in prevailing market rates differ from the interest rate in the Company’s monetary assets and liabilities, the Company is exposed to interest rate price risk.

The Company's cash is held in bank accounts. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on their estimated fair values as of June 30, 2016 and December 31, 2015. Future cash flows from interest income on cash will not be material. The Company manages interest rate risk by investing in highly liquid investments with maturities of one year or less.

The Company's convertible notes and credit facilities are at fixed rates of interest.

(ii) Foreign currency risk

The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars.

The Company is exposed to foreign currency risk with respect to cash, accounts payable and accrued liabilities, and amounts due to related parties, as a portion of these amounts are denominated in Philippine pesos, Australian dollars and US dollars as follows:

	June 30, 2016	December 31, 2015
:anadian dollar equivalent		
Philippine Pesos		
Cash	$ 211,560	$ 52,403
Accounts payable and accrued liabilities	(3,419,855)	(3,522,077)
AUD$		
Accounts payable and accrued liabilities	(1,144,738)	(1,224,919)
US$		
Accounts payable and accrued liabilities	(327,346)	(299,137)
Loans	(1,479,168)	(315,378)
Due to related parties (note 11)	(5,398,851)	(5,605,196)
:t exposure		
:anadian dollar equivalent	$ (11,558,398)	$ (10,914,304)

The Company manages foreign currency risk by only holding funds in foreign currencies for short-term requirements. The Company has not entered into any foreign currency contracts and does not utilize derivatives to mitigate this risk.

A 1% fluctuation in the value of the Philippine peso, Australian dollar and US dollar at June 30, 2016, would result in a change to net loss and comprehensive loss of approximately $116,000 (2015 - $109,000).

(ii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows required for operations and anticipated investing and financing activities. Accounts payable are all due within thirty days and amounts due to related parties, excluding convertible notes due to related parties and excluding amounts due under the credit facilities, are without specific terms of repayment, however, they are expected to be repaid within one year.

The Company will require significant cash funding to conduct its exploration programs, meet its administrative overhead costs, meet its repayment obligations, maintain its resource interests and bring its T'Boli gold processing operation to full production capacity. This will require the Company to obtain additional financing.

Financial Condition and Capital Resources

During the quarter ended June 30, 2016, the Company continued to provide financial support to the Philippine companies, in particular, its partially-owned affiliates, BRC in the Comval in eastern Mindanao and in T'Boli, in southwestern Mindanao.

At June 30, 2016, the working capital deficit was $15,539,165 (December 31, 2015 - $15,192,263), which includes the convertible notes of $2,964,103 (December 31, 2015 - $2,571,607), advances against the credit facility due to related parties $5,398,851 (December 31, 2015 - $5,605,196) and advances against the debt facility totaling $1,479,168 (December 31, 2015 - $174,384).

Exploration and Evaluation

Through its subsidiaries and the Philippine affiliates, the Company has interests in certain permits and licences to explore and develop mineral properties located in the Philippines. At June 30, 2016, the Company had determined that the T'Boli project had entered the development phase. As such, acquisition costs were transferred to construction in process. As such, the exploration balance for the project is now $nil (December 31, 2015 - $1,094,881). To date, the Company has spent, net of recoveries from metal sales, developing the Philippine properties as detailed below:

	Six months ended June 30, 2016			Six Months June 30, 2015
	Batoto	**TMC**	**Total**	**Total**
Cumulative exploration and evaluation expenses				
Incurred during year				
Exploration	$ 25,478	$ (40,000)	$ (14,522)	$ 156,903
Mill Site	-	-	-	34,065
Net exploration and evaluation expenses	**$ 25,478**	**$ (40,000)**	**$ (14,522)**	**$ 190,968**

Related Party Transactions and Balances

At June 30, 2016, the Company owed $6,156,244 (December 31, 2015 - $6,400,196) to related parties, of which amounts owed to officers and directors included in accounts payable, are as follows:

	June 30, 2016	**December 31, 2015**
Officers and directors for:		
Consulting and directors fees	$ 648,152	$ 681,352
Reimburse expenses	4,635	14,372
Convertible notes (note 10)	104,606	99,172
Due to related parties	5,398,851	5,605,196
	$6,156,244	$ 6,400,092

At June 30, 2016, the Company was committed to pay termination payments to officers of the Company, in the event of termination without cause, of between two and three years of annual salary. If all termination payments are triggered the Company would be required to pay $1,092,000 (December 31, 2015 - $1,020,000).

Significant Accounting Policies and Estimates

The Company's condensed consolidated condensed consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB").The accounting policies have been applied consistently by the Company and its subsidiaries.

Non-controlling interest in the net assets of consolidated partially-owned Philippine companies are identified separately from the Company's equity. Non-controlling interest consists of the non-controlling interest at the date of the original business combination plus the non-controlling interest's share of changes in equity since the date of acquisition.

Investments in and Expenditures on Resource Properties

Once a permit or licence to explore an area has been secured, acquisition costs are capitalized on a property-by-property basis. Exploration expenditures, related to the initial search for deposits with economic potential and to detailed assessments of deposits or other projects that have been identified as having economic potential, are expensed as incurred. Any incidental pre-production revenue is net against exploration and evaluation expenditures, until the property is in commercial production.

Management reviews the carrying value of capitalized costs at least annually. In the case of undeveloped projects, there may be only inferred resources to form a basis for the impairment review. The review is based on a status report regarding the Company's intentions for development of the undeveloped property.

Once an economically viable reserve has been determined for an area and the decision to proceed with development has been approved, exploration and evaluation assets attributable to that area are first tested for impairment and then reclassified to mine development assets, which is a component of property, plant and equipment.

The Company considers a project to be in commercial production following a reasonable period of testing of the production processes, and when the mine and processing plant are in the location and condition necessary to operate at their anticipated full capacity.

Subsequent recovery of the carrying value of exploration and evaluation assets depends on successful development or sale of the undeveloped project. If a project does not prove viable, all capitalized costs associated with the project, net of any impairment provisions, are written off.

Retirement Benefit Obligation

The Company has a legislated obligation to provide a retirement payment to employees in the Philippines equal to 22.5 days pay for every year of credited service at attainment of a retirement age of 60. The Company completes an actuarial valuation of the present value of the obligation annually. The last actuarial valuation of the present value of the obligation was carried out at March 11, 2016 based on obligations at December 31, 2015. The present value of the obligation, and the related current service cost and past service cost, were measured using the Projected Unit Credit Method. The current and past service costs at June 30, 2016 were $114,387 (year ended December 31, 2015 - $119,655).

Provision for Reclamation Liability

The Company is subject to laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation.

Future obligations to retire an asset, including dismantling, remediation and ongoing treatment and monitoring of the site related to normal operations, are initially recognized and recorded as a liability based on estimated future cash flows discounted at a credit-adjusted risk-free rate.

The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Principles of consolidation

The condensed consolidated interim financial statements include the accounts of the Company (the ultimate parent company), its wholly-owned subsidiaries, Exploradora La Esperanza S.A. (a Colombian company); Sabena Limited and its subsidiaries (Australian companies); Tribal Holdings Inc., Batoto Holdings Inc., and Philco Holdings Inc. (Canadian companies), and Tribal Processing Corporation ("Tribal Processing") (Philippine company); and the accounts of its partially-owned (40%) Philippine affiliates, Batoto Resources Corporation ("BRC") and TMC Tribal Mining Corporation ("TMC"), referred to throughout the condensed consolidated interim financial statements as the "Philippine companies". The Company owns 40% of each of the Philippine companies, which have been consolidated as they meet the criteria under IFRS 10: Condensed Consolidated Interim Financial Statements. The Company's ownership percentage in the Philippine companies is a result of Philippine laws restricting foreign ownership, but the Company is acting as operator of the Philippine companies.

The remaining 60% ownership of each of the Philippine companies is owned by the two respective presidents of those companies. Each president has signed an option agreement allowing the Company to acquire control in certain circumstances. All significant intercompany balances and transactions have been eliminated on consolidation.

The Company has a 20% interest in Agusan and is able to exert significant influence over Agusan as a result. Agusan is considered to be an associate as at June 30, 2016 and December 31, 2015, and for three and six months then ended.

Non-controlling interest in the net assets of consolidated partially-owned Philippine companies are identified separately from the Company's equity. Non-controlling interest consists of the non-controlling interest at the date of the original business combination plus the non-controlling interest's share of changes in equity since the date of acquisition.

Share-based payments

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods using the graded vesting method. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. Non-vesting conditions are considered in making the assumption about the number of awards that are expected to vest. The offset to the recorded cost is to share-based payments reserve. Consideration received on the exercise of stock options is recorded as share capital and the recorded value in share-based payments reserve is transferred to share capital. Upon expiry, forfeiture or cancellation, the recorded value is transferred to deficit.

8. Risks and Uncertainties

Mining and exploration involves a high degree of risk, and there can be no assurance that current exploration programs will result in profitable mining operations. The Company has significant cash requirements to conduct its planned explorations, meet its administrative overhead and maintain its resource interests.

The Company's ability to continue as a going concern is dependent on its ability to bring the Tribal Processing T'Boli gold processing plant to full production, and secure additional financing to fund the remaining development of the T'Boli mine and gold processing plant and planned exploration and development, and fund its ongoing administrative expenditures. While it has been successful in doing so in the past, there can be no assurance that it will be able to do so in the future.

The recoverability of the Company's investment in, and expenditures on, resource properties is dependent on several factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties, and future profitable production or proceeds from disposition of resource interests.

The Company is in compliance with all material regulations applicable to its exploration activities. Existing and possible future environmental legislation, regulations, and actions, could cause additional expense, capital expenditures, restrictions, and delays in the activities of the Company, the extent of which cannot be predicted. The Company, as noted in item 5 above has made significant changes to address the underperformance of the milling and mining operations at T'Boli and with the cooperation of two new cornerstone investors it is implementing a plan that is expected will result in the T'Boli project recommencing operations in the second half of 2015. At BRC, we will continue the exploration and development of the projects in the Comval in eastern Mindanao at levels to ensure compliance with Philippine requirements to keep the permits in good standing. The Company must obtain approvals and or comply with regulatory and environmental regulations and there is no assurance that such approvals can be obtained on a timely basis. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations.

The Company's resource properties are located in the Philippines and, consequently, are subject to certain risks, including currency fluctuations and possible political and economic instability which may result in the impairment or loss of mining title or other mineral rights, and mineral exploration and mining activities may be affected in varying degrees by political stability and governmental regulations to the mining industry.

9. Shareholder information

Common Shares

The Company has authorized an unlimited number of common shares without par value, and, at June 30, 2016, had 161,840,712 (June 30, 2015 – 19,811,182) common shares outstanding.

On April 11, 2016 the Company reached agreement with trade creditors to convert $215,450 in outstanding debts and issued 4,309,000 Units at a deemed value of $0.05 per Unit. Each unit consists of one common share of the Company and one common share purchase warrant, with each warrant exercisable into one common share of the Company for a period of one year from closing at an exercise price of $0.10.

On April 11, 2016 the Company reached agreement with insiders to convert $179,800 in outstanding debts and issued 3,596,000 shares a deemed value of $0.05 per share.

On May 27, 2016 the Company reached agreement with trade creditors to convert $224,625 in debt and issued 4,492,500 Units at a deemed value of $0.05 per Unit. Each unit consists of one common share of the Company and one common share purchase warrant, with each warrant exercisable into one common share of the Company for a period of one year from closing at an exercise price of $0.10.

On May 18, 2016 the Company issued 11,750,000 three year $0.065 warrants after receiving Stage 2 funding of US$600,000 under the terms of the debt facility agreement with Claymore Capital Pty Ltd. The warrants were valued using the Black Scholes pricing model at $890,650.

On March 15, 2016 the Company issued 12,461,538 three year $0.065 warrants after receiving Stage 1 funding of US$600,000 under the terms of the debt facility agreement with Claymore Capital Pty Ltd. The warrants were valued using the Black Scholes pricing model at $579,586.

On March 15, 2016 the Company issued 5,800,000 five year $0.10 warrants under the terms of the debt facility agreement with Claymore Capital Pty Ltd. The warrants were valued using the Black Scholes pricing model at $283,620.

On March 11, 2016 the Company issued 3,000,000 shares with a deemed value of $0.05 per share to its CEO in accordance with his employment contract.

Stock Options

The Company has a stock option plan whereby the Board of Directors is authorized to grant options to a rolling ceiling of 10% of the issued and outstanding common shares of the Company. Options to purchase common shares have been granted to directors, employees and consultants at exercise prices determined by reference to the market value on the date of the grant. The terms of the option and the option price are fixed by the directors at the time of grant subject to restrictions imposed by the TSX-V. Stock options awarded have a maximum term of ten years. The vesting terms of the options are determined by the directors, however, options granted to investor relations consultants are subject to a minimum twelve-month vesting schedule, whereby no more than 25% vest in any three-month period. Stock options held by officers, directors, employees or consultants of the Company expire one year following their departure from the Company.

During the six months ended June 30, 2016 the Company did not issue any options. During the year ended December 31, 2015, the Company issued 12,000,000 five-year options to purchase common shares of the Company at $0.05 per share. During six months ended June 30, 2016, no options expired. At June 30, 2016 the Company had 12,386,738 (December 31, 2015 – 12,386,738) incentive stock options outstanding and exercisable. The options outstanding and exercisable at June 30, 2016 and December 31, 2015, have weighted average remaining contractual lives of 4.62 and 4.87 years, respectively.

Warrants

During the six months ended June 30, 2016 the Company granted 38,813,038 warrants that expire between March 15, 2019 and March 15, 2021 with exercise prices between $0.065 and $0.10. At June 30, 2016 the Company had 188,204,222 (December 31, 2015 – 149,391,184) share purchase warrants outstanding.

EVENTS AFTER THE REPORTING DATE

On July 29, 2016 the Company issues 15,067,846 three year $0.065 warrants after receiving a portion of Stage 3 funding of US$750,000 under the terms of the debt facility Claymore Capital Pty Ltd. The warrants were valued using the Black Scholes pricing model at $703,668.

On July 29, 2016 the Company announced the closing of the first tranche of a non-brokered Private Placement offering of units at a price of $0.05 per unit (the “Unit”). Each Unit consists of one common share of the Company and one common share purchase warrant (a "Warrant"), with each Warrant exercisable into one common share of the Company for a period of 1 year from closing at an exercise price of $0.10. The Company completed the sale of 16,750,000 units for gross proceeds of $837,500. The issuance of the units is subject to the approval of the TSX Venture Exchange (the "Exchange") and subject to a 4-month hold period. The Company will issue the units once the issuance has been approved by the Exchange. A finder’s fee of 115,000 Finders Units may be paid on TSX approval.

On August 3, 2016, the Company paid $63,997 being the accrued interest owing to June 30, 2016 on the convertible notes that matured in December 1, 2015.

RESTATEMENT

The unaudited condensed interim consolidated financial statements for the six months ended June 30, 2016 have been restated to reflect the accounting for the T’Boli project entering the development phase. This correction resulted in $1,094,881 being reclassified from exploration and evaluation assets to property, plant and equipment, and $225,025 exploration and evaluation expenses being capitalized to property, plant and equipment. Net loss and comprehensive loss and deficit for the six month period ended June 30, 2016 decreased by $225,025.

The unaudited condensed interim consolidated financial statements for the six months ended June 30, 2016 have also been restated to reflect the accounting for the loan payable with Claymore Capital Pty Ltd. This correction resulted in the recording of interest and accretion expense of $93,502, the decrease in share-based payment expense of $1,753,856, decrease in foreign exchange gain of $9,154 and decrease in reserves of $985,920. Net loss and comprehensive loss and deficit for the six month period ended June 30, 2016 decreased by $1,651,200.