FLINDERS RESOURCES LIMITED

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

This discussion and analysis of financial position and results of operation is prepared as at March 30, 2016 and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three months ended January 31, 2016 of Flinders Resources Limited ("Flinders" or the "Company"). The following disclosure and associated financial statements are presented in accordance with International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

Forward Looking Statements

Certain information on this MD&A may constitute forward-looking statements or forward-looking information within the meaning of applicable securities laws (collectively, "Forward-Looking Statements"). All statements, other than statements of historical fact, addressing activities, events or developments that the Company believes, expects or anticipates will or may occur in the future are Forward-Looking Statements. Forward-Looking Statements are often, but not always, identified by the use of words such as "seek," "anticipate," "believe," "plan," "estimate," "expect," and "intend" and statements that an event or result "may," "will," "can," "should," "could," or "might" occur or be achieved and other similar expressions. Forward-Looking Statements are based upon the opinions and expectations of the Company based on information currently available to the Company. Forward-Looking Statements are subject to a number of factors, risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the Forward-Looking Statements including, among other things, the Company has yet to generate a profit from its activities; there can be no guarantee that the estimates of quantities or qualities of minerals disclosed in Flinders' public record will be economically recoverable; uncertainties relating to the availability and costs of financing needed in the future; competition with other companies within the mining industry; the success of the Company is largely dependent upon the performance of its directors and officers and the Company's ability to attract and train key personnel; changes in world metal markets and equity markets beyond the Company's control; mineral reserves are, in the large part, estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized; production rates and capital and other costs may vary significantly from estimates; changes in corporate goals and strategies; the Company's preliminary economic assessment is no longer current or valid and the Company has no plans to complete a new preliminary economic assessment, a pre-feasibility or feasibility study on the project, as a result there is an increased risk of technical and economic failure for the Woxna graphite project; unexpected geological conditions; delays in obtaining or failure to obtain necessary permits and approvals from government authorities; all phases of a mining business present environmental and safety risks and hazards and are subject to environmental and safety regulation, and rehabilitation and restitution costs; the Company does not maintain insurance against environmental risks; and management of the Company have experience in mineral exploration but may lack all or some of the necessary technical training and experience to successfully develop and operate a mine. Although the Company believes that the expectations reflected in the Forward-Looking Statements, and the assumptions on which such Forward-Looking Statements are made, are reasonable, there can be no assurance that such expectations will prove to be correct. Readers are cautioned not to place undue reliance on Forward-Looking Statements, as there can be no assurance that the plans, intentions or expectations upon which the Forward-Looking Statements are based will occur. Forward-Looking Statements herein are made as at the date hereof, and unless otherwise required by law, the Company does not intend, or assume any obligation, to update these Forward-Looking Statements.

Company Overview

The Company was incorporated on October 27, 2010 under the *Business Corporations Act* (British Columbia) as Tasex Capital Limited. The Company's common shares began trading on the TSX Venture Exchange (the "TSXV") as a capital pool company on June 10, 2011. On February 22, 2012 the Company completed the acquisition of the Woxna Project and changed its name to Flinders Resources Limited. The Company's common shares trade on the TSXV as a Tier 1 mining issuer under the symbol "FDR". The Company's principal office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7.

The Company is currently engaged in the operation of its 100% owned Woxna Graphite Mine located in central Sweden. During fiscal 2014 technical feasibility and commercial viability of the extraction of mineral resources at the Woxna Graphite Mine was demonstrated, transitioning the Company to the development stage of mining. Effective August 1, 2015 the Company determined that the refurbishment and commissioning of the Woxna Graphite Mine was complete. The Company is now considered to be in the production stage. However, the Company has not sold any graphite concentrate due to low demand and the resultant poor pricing of graphite concentrates. The Woxna Graphite Mine is currently not operating and will not commence meaningful production until market conditions improve. The Company is currently reviewing opportunities to produce higher specialty products such as high purity graphite for battery and other specialty end uses.

Woxna Project

Location

The Woxna Project, which comprises four graphite deposits, is located some 8 kilometres ("km") WNW of the town of Edsbyn, Sweden, approximately 3.5 hour drive north of Stockholm. Access is via 10 km of all-weather forest road from Highway 301. The Woxna Project's flagship property is the Kringelgruvan concession.

Commissioning

The Company has determined that the commissioning of the Woxna plant was completed effective August 1, 2015. Due to current depressed graphite material conditions, no sales of graphite concentrate have been made since completing the commissioning phase of the project.

The Company has been working with a number of end users to negotiate supply contracts for the Woxna graphite but worldwide graphite pricing and demand are down so sales have been very difficult to achieve. The plant underwent a scheduled summer maintenance shutdown in July 2015, and will not commence meaningful production until market conditions improve. In the resource sector it is the norm to curtail production when commodity prices do not provide a reasonable rate of return. The Company will continue to run the Woxna operation on a "production-ready" basis to minimize costs.

The traditional graphite market is deflated due to the downturn in the steel sector and commodities in general. This reduction in demand of traditional grades of graphite has created an opportunity for the Company to consider supplying high purity natural graphite to customers that traditionally buy synthetic graphite. The Company has been working with end users and a technical specialist to transition production from sub 94% graphite to high purity graphite production. The high purity flow sheet has been the priority since putting the plant in production ready status. The Company has been working with a strategic partner in China to advance this as quickly as possible. In March 2016 the Company announced that the engineering team has defined a process to upgrade Woxna graphite through standard acid alkali chemical purification techniques to battery grade graphite. Work is now underway to produce a larger quantity of high purity spherical graphite to commercial specifications, for end users to internally test for suitability in their battery manufacturing processes. Meetings with these consumers will take place during the second quarter of 2016.

Flinders continues to work towards establishing a position as a supplier of choice in terms of price, supply security and quality to the European graphite market. The next phase of the production model being implemented is aimed at displacing the synthetic graphite market with high purity natural flake graphite market. This will enable the Company to expand its marketing of high value high purity product once the Company's production strategy is finalized.

Woxna was chosen as an industry partner within Svenskt Grafen ("Swedish Graphene"), a Swedish-government funded program to research and commercialize the production of graphene from Swedish-sourced graphite. The Swedish Graphene project completes the third link in our strategy to position Woxna as a leading supplier to the current and future graphite and graphene industries.

Restart of Production

In November 2013 the Board of Directors of the Company approved the staged production plan for commencing production of graphite from the Kringelgruvan concession. This staged plan was based on a preliminary economic assessment dated October 11, 2013, (the "PEA") that was superseded by a new technical report on March 24, 2015. (See "Technical Report"). The staged plan spreads the capital cost over four years as sales contracts are established and allows for lower production levels and costs until the sales warrant capacity expansion.

Procurement of equipment (new and used) and design work commenced in late 2013. Site works commenced in earnest in January 2014. The Company purchased floatation cells in January 2014 and, in February 2014, placed orders for a number of short lead time and key items, such as vertical regrind mills and process control hardware. The processing plant equipment refurbishment work was completed in July 2014. The tailings storage facility refurbishment work was completed in August 2014 and the Company began operating the Woxna plant facility at limited levels. During the initial months of operations, the Company completed progressive process improvements to ensure the plant met design specifications and that the graphite products produced fulfilled customer expectations. During this commissioning period, the quantity of graphite produced was limited to 100's of tonnes a month, and the grade was variable due to the ongoing plant refinements. The Company sold all of the 2014 production in January 2015. The Company conducted mining operations in March and April and has built up a stockpile of graphitic material which can be processed through the plant. A total of 37,100 tonnes were mined with 27,600 tonnes being waste and 9,500 tonnes being graphitic material. The waste to graphitic material ratio was high during this program as the Company just initiated a new open pit which will be the site of future mining operations.

History of Project

The Woxna Project produced flake graphite from 1996 to 2001, when it closed due to depressed graphite prices. The Woxna Project was acquired in August 2011 and since then the Company has been working to bring the property back to the production stage. The Woxna Project comprises four exploitation (mining) concessions located in the vicinity of the town of Edsbyn, northwest of the city of Gavle in Central Sweden. The Woxna Project comprises a partially depleted open pit and associated processing facility on the Kringelgruvan concession which had been in production from 1996 to 2001. The other three concessions remain undeveloped. Graphite is developed in distinct zones in silicified metasedimentary and metavolcanic rocks. This type of mineralisation is particularly suited to discovery by electromagnetic geophysical methods. The Woxna Project area is well placed in terms of infrastructure with access to water and connections to power grid. The site has good roads in place which give good access to European graphite markets as well as surrounding regional facilities and infrastructure.

The Woxna processing facility was refurbished and upgraded with new equipment in the first half of 2014 after which the processing plant commenced operation by feeding stockpiled graphitic material into the plant during July 2014. The plant was operated until the end of 2014 on stockpiled graphitic rock and mining of graphitic rock commenced in Q1 2015. The freshly mined graphitic rock was fed into the Woxna processing facility and operated at normal design capacity producing graphite concentrate inventory. This inventory was stockpiled instead of sold due to declining global flake graphite demand during 2015 that has pushed prices to a four year low. As previously disclosed, given these weakening conditions, the Board of Flinders has chosen to reduce production at Woxna and only supply larger volumes when improved graphite prices return thus conserving working capital.

Technical Report

The Company commissioned Reed Leyton Consulting ("Reed Leyton") to prepare a technical report (the "Technical Report") in accordance with Canadian National Instrument 43-101 ("NI 43-101") for the Kringelgruven graphite deposit ("Kringelgruven"), Gropabo graphite deposit ("Gropabo"), Mattsmyra graphite deposit ("Mattsmyra") and Månsberg graphite deposit ("Månsberg") that forms part of the Company's 100% owned Woxna graphite plant. The Technical Report is dated with an effective date of March 24, 2015 and was prepared in accordance with NI 43-101 Standards of Disclosure for Mineral Projects. The Qualified Person responsible for the Technical Report is Mr. Geoff Reed, consulting geologist for Reed Leyton.

Mineral Resources

Woxna Graphite AB ("Woxna"), Flinders' 100% owned Swedish subsidiary, owns four mining concessions over graphite deposits (Kringelgruvan, Gropabo, Mattsmyra and Månsberg - the Woxna Project) located along a 40km trend in central Sweden. The partially mined Kringelgruvan deposit lies adjacent to the processing plant, tailings dam and related infrastructure.

Table 1: Total Measured and Indicated Mineral Resources at the Woxna Graphite Project, Sweden.
Effective date March 24, 2015

Mining Lease	Classification	Tonnes x 1,000,000 (Mt)	Graphite ("Cg") %
Gropabo	Indicated	1.5	8.8
Mattsmyra	Indicated	3.4	8.4
Kringelgruven*	Measured	1.0	10.7
Kringelgruven*	Indicated	1.8	10.7
TOTAL	**Measured + Indicated**	**7.7**	**9.3**

**Previously reported, refer to Company's press release September 3, 2013 and November 5, 2013 with an effective date of October 11, 2013*

Table 2: Total Inferred Mineral Resources at the Woxna Graphite Project, Sweden.
Effective date March 24, 2015

Mining Lease	Classification	Tonnes (Mt)	Cg %
Gropabo	Inferred	0.7	8.7
Mattsmyra	Inferred	1.2	8.4
TOTAL	**Inferred**	**1.9**	**8.5**

Cautionary Note: Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.

In addition to the Kringelgruvan, Gropabo, and Mattsmyra, the Månsberg flake graphite deposit contains historic resources. Månsberg will continue to be classified as historic resources.

Readers are encouraged to read the entire Technical Report which is available for download on the Company's website at www.flindersresources.com or under the Company's Profile on SEDAR at www.sedar.com

As a result of the new estimated mineral resources for the Woxna Project, effective March 24, 2015, there is no longer a current PEA for the Woxna Project and the previous PEA released by the Company in 2013 is no longer current or valid as it does not consider these additional mineral resources. The Company cautions that it has no plans to complete a new preliminary economic assessment, a pre-feasibility or feasibility study at this time on the Woxna Project, as a result, there is an increased risk of technical and economic failure for the Woxna Project.

The decision to recommence mining at Woxna was not based on a feasibility study of mineral reserves demonstrating economic and technical viability as the Company is of the view that the establishment of mineral reserves is not necessary. There is increased uncertainty and risk of economic and technical failure associated with such production decisions. Mineral resources that are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, socio-political, marketing or other relevant issues.

The Board of Flinders is of the view that the costs of undertaking a feasibility study for a brownfield project of this type and scale is cost prohibitive. Therefore, the Company determined it was the most responsible utilization of financial resources to restart the mine and processing plant to establish itself in the graphite market as quickly as possible to develop credible sales and marketing presence. The Company acknowledges that there is increased uncertainty and risk of economic and technical failure associated with such production decisions not supported by pre-feasibility and feasibility studies that are structured for a large greenfield project. With the cost of this brownfield project, Flinders believes its financial decision to restart the Woxna mine was justified without the contribution from an extensive series of studies.

It is noteworthy that the Woxna mine and processing facility currently has all environmental, permitting, legal, title, sociopolitical approvals in place and is in operation. It was concluded that the risk of restarting the plant was manageable which is demonstrated in the cost effective manner the facility was refurbished and restarted for a low capital cost and rapidly integrated into the graphite market. The Company has determined that, effective August 1, 2015, the commissioning of the Woxna plant was completed. As previously mentioned the graphite market is at a four year low so the decision was made to operate the plant on a production ready status until the graphite market conditions improve. The Woxna plant remains on a production ready status and can be restarted in a matter of days once viable economics return to the graphite market.

Qualified Person

The qualified person for the Company's project, Mr. Blair Way B.S. (Geology) M.B.A., a Fellow of the Australasian Institute of Mining and Metallurgy, the Company's President and CEO, has reviewed and verified the contents of this document.

Selected Financial Data

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

	Fiscal 2016	**Fiscal 2015**				**Fiscal 2014**		
Three Months Ended	**January 31, 2016 $**	**October 31, 2015 $**	**July 31, 2015 $**	**April 30, 2015 $**	**January 31, 2015 $**	**October 31, 2014 $**	**July 31, 2014 $**	**April 30, 2014 $**
Operations								
Expenses	(593,077)	(632,295)	(691,550)	(740,739)	(789,525)	(855,274)	(594,671)	(767,754)
Other items	19,143	16,807	13,728	26,743	8,681	(120,409)	28,043	20,824
Net loss	(573,934)	(615,488)	(677,822)	(713,996)	(780,844)	(975,683)	(566,628)	(746,930)
Basic and diluted loss per share	(0.01)	(0.01)	(0.01)	(0.02)	(0.02)	(0.02)	(0.01)	(0.02)
Dividends per share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Financial Position								
Working capital	2,723,864	3,233,642	3,693,198	4,336,528	5,291,824	6,246,646	7,215,788	8,802,420
Total assets	19,340,291	19,005,386	19,153,275	20,122,699	20,670,066	21,177,698	21,550,631	21,967,272
Total non-current liabilities	(7,068,777)	(6,151,407)	(5,676,407)	(5,792,906)	(5,602,133)	(5,199,894)	(5,001,587)	(4,882,060)

Results of Operations

Three Months Ended January 31, 2016 Compared to Three Months Ended October 31, 2015

During the three months ended January 31, 2016 (the "Q1/2016") the Company reported a net loss of $573,934 compared to a net loss of $615,488 for the three months ended October 31, 2015 (the "Q4/2015"), for a decrease in loss of $41,554. The decrease in loss is mainly attributed to a decrease in depreciation of $106,864 from $130,230 in Q4/2015 to $23,366 in Q1/2016. During Q1/2016 the Company suspended operations at the Woxna Graphite Mine due to low demand and resultant poor pricing of graphite concentrates. In addition, the Company received a grant from the Swedish government of $21,030 as an award for the Company's research on the production and marketing of graphite.

The decrease in loss was partially offset against:

(i) an increase in consulting fees of $57,877 from $105,952 in Q4/2015 to $163,829 in Q1/2016. During Q1/2016 the Company paid engineering consultants to refine the existing process to upgrade to a high purity spherical graphite; and

(ii) the recognition of audit fees of $31,515 in Q1/2016 compared to $80 in Q4/2015 due to the completion of the year-end audit.

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

During the three months ended January 31, 2016 (the "2016 period") the Company reported a net loss of $573,934 ($0.01 per share), compared to a net loss of $780,844 ($0.02 per share) for the three months ended January 31, 2015 (the "2015 period"), a decrease in loss of $206,910. The decrease in loss is primarily attributable to:

(i) the general decrease in overall expenses in the 2016 period compared to the 2015 period as the Company was focused on the refurbishment and commencement of operations at the Woxna Graphite plant in the 2015 period; and
(ii) the reimbursement of relocation costs of $64,111 to the President of the Company during the 2015 period.

The decrease in loss was partially offset against the increase in consulting fees of $87,620 from $76,209 in the 2015 period to $163,829 in the 2016 period. During the 2016 period the Company paid engineering consultants to refine the existing process to upgrade to a high purity spherical graphite.

General and administrative expenses decreased by $196,448 from $789,525 during the 2015 period to $593,077 during the 2016 period. Specific general and administrative expenses of note during the 2016 period are as follows:

(i) during the 2015 period the Company recognized $17,000 share-based compensation on the vesting of share options;
(ii) incurred consulting fees of $163,829 (2015 - $76,209) of which $116,975 (2015 - $16,871) was paid to consultants for mine advisory services to refine the existing process to upgrade to a high purity spherical graphite. In addition, $16,954 (2015 - $26,838) was paid to consultants in Canada for financial advisory services and $29,900 (2015 - $32,500) was incurred by directors of the Company in their capacity as directors and officers. See also "Related Party Transactions and Balances";
(iii) incurred $49,998 (2015 - $49,998) for management fees charged by the Company's President and CEO. In addition, during the 2015 period the Company reimbursed its President $64,111 for relocation costs incurred. See also "Related Party Transactions and Balances";
(iv) incurred $9,189 (2015 - $22,246) for equipment rentals, $9,760 (2015 - $13,577) for plant maintenance, $12,425 (2015 - $51,409) for fuel, electricity and utilities, and $8,258 (2015 - $26,106) for plant supplies and consumables to facilitate the refurbishment and start-up of the Woxna Graphite plant;
(v) incurred salaries, compensation and benefits expense of $184,170 (2015 - $255,501) for staff in the mining office in Sweden. During the 2015 period the Company increased staffing and casual labour hires specifically to facilitate the refurbishment of and commencement of operations at the Woxna Graphite plant;
(vi) during the 2015 period the Company paid $14,400 for investor relations. The arrangement with Albis Capital Corp was mutually terminated effective May 31, 2015; and
(vii) legal fees decreased by $12,650 from $13,433 in 2015 to $783 in 2016. During the 2015 period the Company investigated other potential acquisitions.

Interest and other income is primarily generated from cash on deposit with the Bank of Montreal. During the 2016 period the Company reported interest of $6,957, a decrease of $12,476, compared to $19,433 during the 2015 period, reflecting the lower levels of cash held and lower yields obtained during the 2016 period.

No equity financings were conducted in either the 2016 period or the 2015 period.

Property, Plant and Equipment

Cost:	**Vehicles** $	**Equipment and Tools** $	**Building** $	**Manufacturing and Processing Facility** $	**Mineral Property Acquisition and Development Costs** $	**Total** $
Balance - October 31, 2014	122,251	250,117	340,300	7,399,891	6,304,557	14,417,116
Additions	40,882	14,582	3,839	167,987	224,933	452,223
Preproduction costs, net of sales recoveries	-	-	-	-	107,664	107,664
Adjustment to site restoration	-	-	-	-	815,207	815,207
Balance - October 31, 2015	163,133	264,699	344,139	7,567,878	7,452,361	15,792,210
Additions						
Preproduction costs net of sales recoveries	-	-	-	-	16,401	16,401
Adjustment to site restoration	-	-	-	-	847,796	847,796
Balance - January 31, 2016	163,133	264,699	344,139	7,567,878	8,316,558	16,656,407
Accumulated Depreciation:						
Balance - October 31, 2014	(57,864)	(51,003)	(5,470)	(59,939)	-	(168,806)
Depreciation	(26,958)	(131,152)	-	(19,950)	-	(183,530)
Balance - October 31, 2015	(84,822)	(182,155)	(5,470)	(79,889)	-	(352,336)
Depreciation	(6,778)	(6,070)	(5,502)	(5,016)	-	(23,366)
Balance - January 31, 2016	(91,600)	(188,225)	(10,972)	(84,905)	-	(375,702)
Carrying Value:						
Balance - October 31, 2015	78,311	82,544	338,669	7,487,989	7,452,361	15,439,874
Balance - January 31, 2016	71,533	76,474	333,167	7,482,973	8,316,558	16,280,705

During the 2016 period the Company recorded total additions of $16,401 (2015 - $222,064) to property, plant and equipment. The Company also recorded $nil (2015 - $23,364) for pre-production costs, net of sales recoveries, incurred during the commissioning stage and $847,796 (2015 - $336,994) increase to the provision for site restoration for the Kringelgruven concession. See also "Woxna Project - Production Plan".

Financial Condition / Capital Resources

As at January 31, 2016 the Company had cash resources of $2,646,716 a decrease of $567,469 from $3,214,185 as at October 31, 2015. The decrease in cash resources is mainly attributed to the use of cash in operating activities during the 2016 period.

During the 2016 period the Company recorded a net loss of $573,934 and, as at January 31, 2016, the Company had an accumulated deficit of $16,867,051 and working capital of $2,723,864. The Company has implemented cost reduction procedures at its Woxna Graphite Mine on a "production-ready" basis to minimize costs. Although the Company has sufficient funding to meet anticipated levels of corporate administration and overheads for the ensuing twelve months it anticipates that it may need additional capital to recommence operations at the Woxna Graphite Mine and/or upgrade the plant to produce value added production. There is no assurance such additional capital will be available to the Company on acceptable terms or at all. In the longer term the recoverability of the carrying value of the Company's long-lived assets is dependent upon the Company's ability to preserve its interest in the underlying mineral property interests, the discovery of economically recoverable reserves, the achievement of profitable operations and the ability of the Company to obtain financing to support its ongoing exploration programs and mining operations. Whether the Company can generate positive cash flow and, ultimately, achieve profitability is uncertain. These uncertainties cast doubt upon the Company's ability to continue as a going concern.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

There are no proposed transactions.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Examples of significant estimates made by management include estimating the fair values of financial instruments, valuation allowances for deferred income tax assets and assumptions used for share-based compensation. Actual results may differ from those estimates.

A detailed summary of all the Company's significant accounting policies is included in Note 3 to the October 31, 2015 audited annual consolidated financial statements.

Changes in Accounting Policies

There are no changes in accounting policies.

Related Party Transactions and Balances

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the reporting period.

(a) *Transactions with Key Management Personnel*

During the 2016 and 2015 period the following amounts were incurred with respect to the Company's President and CEO (Mr. Blair Way), and the Company's CFO (Mr. Nick DeMare):

	2016 **$**	**2015** **$**
Management fees - Mr. Way	49,998	49,998
Consulting fees - Mr. DeMare	10,500	14,500
Relocation reimbursement costs - Mr. Way	-	64,111
	60,498	128,609

As at January 31, 2016, $nil (2015 - $7,000) remained unpaid.

The Company has a management agreement with Mr. Way which provides that in the event Mr. Way's services are terminated without cause or upon a change of control of the Company, a termination payment of one year of compensation, at $16,666 per month, is payable. If the termination had occurred on January 31, 2016, the amount payable under the agreement would be $199,992.

(b) *Transactions with other Related Parties*

(i) During the 2016 and 2015 period the following amounts were incurred with respect to non-management directors (Messrs. Michael Hudson, Mark Saxon and Robert Atkinson) of the Company:

	2016 $	2015 $
Consulting fees - Mr. Hudson	6,000	6,000
Consulting fees - Mr. Saxon	6,000	6,000
Consulting fees - Mr. Atkinson	6,000	6,000
	18,000	18,000

As at January 31, 2016, $12,000 (2015 - $18,000) remained unpaid.

(ii) During the 2016 period the Company incurred $7,500 (2015 - $9,500) to Chase Management Ltd. ("Chase"), a private corporation owned by Mr. DeMare, for accounting and administrative services provided by Chase personnel, exclusive of Mr. DeMare, and $1,005 (2015 - $1,005) for rent. As at January 31, 2016, $5,335 (2015 - $3,335) remained unpaid.

(iii) During the 2016 period the Company incurred $1,400 (2015 - $2,564) for shared administration costs with Tasman Metals Ltd., and Mawson Resources Limited, public companies with common directors and officers. As at January 31, 2016, $1,063 (2015 - $2,136) remained unpaid.

Outstanding Share Data

The Company's authorized share capital is unlimited common shares without par value. As at March 30, 2016, there were 46,820,730 issued and outstanding common shares and 1,750,000 share options outstanding at an exercise prices ranging from $0.10 to $0.65 per share.