

**GOWEST GOLD LTD.  
MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE THREE AND SIX MONTHS ENDED APRIL 30, 2017**

This management's discussion and analysis ("MD&A") of the financial condition and results of operations of Gowest Gold Ltd. ("Gowest" or the "Company") describes the operating and financial results of the Company for the three and six months ended April 30, 2017. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. The MD&A supplements, but does not form part of the financial statements of the Company and should be read in conjunction with Gowest's audited financial statements for the years ended October 31, 2016 and 2015, together with the notes thereto. The Company prepares and files its financial statements in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in Canadian dollars unless otherwise noted and gold is measured in fine troy ounces ("ounces").

**Forward-looking Statements**

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. Specifically, this MD&A includes, but is not limited to, forward-looking statements regarding: the potential of Gowest's properties to contain economic precious and base metal deposits; the Company's ability to meet its working capital needs for the next twelve-month period, or the foreseeable future; the plans, costs, timing and capital for future exploration and evaluation of Gowest's property interests, including the costs and potential impact of complying with existing and proposed laws and regulations; management's outlook regarding future trends; sensitivity analysis on financial instruments, which may vary from amounts disclosed; prices and price volatility for precious and base metals; and general business and economic conditions.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond Gowest's ability to predict or control. These risks, uncertainties and other factors include, but are not limited to, precious and base metal deposits, price volatility, changes in debt and equity markets, timing and availability of external financing on acceptable terms, the uncertainties involved in interpreting geological data and confirming title to the Company's properties, the possibility that future exploration results will not be consistent with Gowest's expectations, increases in costs, environmental compliance and changes in environmental and other local legislation and regulation, interest rate and exchange rate fluctuations, changes in economic and political conditions and other risks involved in the precious and base metal exploration and evaluation, as well as those risk factors listed in the "Risks and Uncertainties" section below. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions that may prove to be incorrect, including, but not limited to, assumptions about the following: the availability of financing for Gowest's exploration and evaluation activities; operating and exploration costs; the Company's ability to retain and attract skilled staff; timing of the receipt of regulatory and governmental approvals for exploration projects and other operations; market competition; and general business and economic conditions.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Gowest's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should

not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

## **Date of MD&A**

This MD&A is dated June 29, 2017.

## **Description of the Business and Going Concern**

Gowest is in the business of exploring and evaluating properties that it believes contain mineralization that is, or will, in the future, be economically recoverable. The Company is focused on the exploration and evaluation of the North Timmins Gold Project ("NTGP"), which includes its wholly-owned Bradshaw gold deposit (formerly Frankfield East gold deposit). Gowest's 10,942-hectare (109 square kilometres) NTGP land package is located near Timmins, Ontario, in the Timmins Gold Camp, which since its discovery in the early 1900's, has produced almost half of all the gold mined in Canada.

The Company's primary objective is to advance its Bradshaw gold deposit to development and increase the resource through exploration in the NTGP. The Company also remains open to evaluating other potential opportunities to enhance shareholder value.

In addition to its focus on exploration and evaluation of its Bradshaw gold deposit, which represents approximately 50-hectare (0.5 square kilometre), the Company is exploring additional gold targets on the remainder of its land package. This land package generally surrounds, or is contiguous with, the Frankfield property and includes exploration interests along the largely undeveloped Pipestone Fault area of the Timmins Gold Camp, including a contiguous block of claims extending approximately 18 kilometres along the Pipestone Fault from the Bradshaw gold deposit southeast towards the Clavos deposit. The Company regularly evaluates the potential to increase its holdings in the vicinity of the Pipestone Fault, among other acquisition opportunities.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that planned exploration and evaluation programs will result in the development of a profitable mine. The recoverability of the amount shown for mineral properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete exploration and evaluation, and the subsequent development of a mine and upon future profitable production or proceeds from dispositions of such properties. Changes in future conditions could require material write-downs of the carrying amounts of mineral properties.

Although the Company has taken steps to verify title to its mineral property interests, in accordance with industry standards for the current stage of exploration of such property, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements, aboriginal claims, and noncompliance with regulatory and environmental requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions and political uncertainty.

The accompanying unaudited condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standard 34 (IAS 34) Interim Financial Reporting.

The accompanying financial statements have been prepared on the going concern assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Due to continuing operating losses, the Company's ability to continue as a going concern is dependent upon its ability to fund its working capital and exploration requirements and eventually to generate positive cash flows, either from operations or sale of property. These unaudited condensed interim financial statements should be read in conjunction with the audited financial statements for the year ended October 31, 2016.

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. The ability of the Company to continue operations is dependent upon obtaining the necessary financing to complete the development of a mineral property. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern.

Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements.

## **Q2 2017 Highlights**

- On February 1, 2017, the Company received the initial tranche of the Pre-Paid Forward Gold Purchase Agreement of US \$5,600,000 pursuant to the previously announced Agreement,
- During the second quarter of 2017, the Company initiated the advanced exploration program on the Bradshaw with extensive surface preparation work for the Bulk Sample Program.
- Ramp infill drilling and metallurgical test hole drilling commenced April 17, 2017.

## **Subsequent Events**

- Gowest started underground development at the Bradshaw mine site on May 11, 2017, when the first blast was executed at the portal, which is located at the east side of the outcrop. As of late June, the Company has already driven approximately the first 170 metres of the decline to the south in anticipation of reaching the first mineralized zone to begin the 30,000 tonne bulk sample by the end of the last quarter of the Company's fiscal year.. Crews have been working on the decline in two shifts since the middle of May 2017.
- Ongoing definition drilling on the Bradshaw project continues to identify promising zones above areas previously defined in the Pre-Feasibility Study. During May, nine holes were drilled totaling 761m. Logging is in progress and assay results are pending.
- On May 9, 2017, 400,000 options to acquire common shares expired unexercised.
- On May 18, 2017, the Company closed a non-brokered private placement of 10,423,684 "flow-through" common shares of the Corporation, at a price of \$0.19 per common share, for aggregate gross proceeds of \$1,980,500. In connection with the offering, the Corporation paid \$70,000 for finder's fees.
- On June 16, 2017, the Company entered into a definitive share purchase agreement with Northern Sun Mining Corp. pursuant to which Gowest will acquire a 50% interest in a joint-venture company that will own and operate the Redstone Mill. Upon completion of the transaction, each of the parties will hold a 50% interest in the joint venture company. The transaction was originally announced by Gowest on January 23, 2017. In order to effect the transaction, Northern Sun Mining will initially transfer to the joint venture corporation substantially all of the assets comprising the Redstone Mill and the joint venture corporation will assume obligations and liabilities relating to the Redstone Mill, in exchange for shares of the joint venture corporation having an aggregate deemed value of \$23 million. The assets will be transferred free and clear of all liens or encumbrances (other than certain permitted encumbrances).

Following the organization of the joint venture corporation by Northern Sun, Gowest will purchase a 50% interest for consideration equal to \$11.5 million. The purchase price will be paid by Gowest in two (2) installments as follows:

The first installment of the purchase price shall be due and payable on the closing of the Transaction by the issuance to Northern Sun of an aggregate of 38,590,604 units of Gowest (each a "Unit" and, collectively, "Units") having a deemed aggregate value equal to \$5.75 million. Each Unit will be comprised of one common share of Gowest and one-half of one common share purchase warrant, with each whole warrant entitling Northern Sun to acquire one additional common share of Gowest at an exercise price of \$0.165 for a period of 18 months following the Closing; and,

The second installment of the purchase price shall be due and payable on or before the date that is 12 months following the closing of the transaction and satisfied, at the option of Northern Sun, either in cash or by the issuance to Northern Sun of that number of common shares of Gowest having a deemed aggregate value equal to \$5.75 million. If Northern Sun elects to receive shares, the value per common share of Gowest will be equal to the market price per common share on the TSX Venture Exchange as at the date on which Northern Sun elects (or is deemed to have elected) to receive common shares, less a 25% discount, provided that the value per common share shall not be less than the deemed value per Unit at Closing.

### Selected quarterly information

The following tables set out certain financial performance highlights for the last eight quarters:

	<b>Second Quarter April 30, 2017</b>	<b>First Quarter January 31, 2017</b>	<b>Fourth Quarter October 31, 2016</b>	<b>Third Quarter July 31, 2016</b>
			\$	\$
General and administrative (expenses)	(1,186,628)	(281,540)	(312,483)	(589,479)
Interest income (expense)	7,256	2,577	871	1,274
Deferred income tax recovery	-	-	142,000	-
Net Comprehensive (loss)	(1,425,655)	(275,963)	(38,507)	(585,205)
Net (loss) per share, basic	(0.005)	(0.001)	(0.001)	(0.002)
Cash flow (used in) operations	99,594	(959,384)	(220,659)	(387,265)
Cash & cash equivalents, end of period	5,390,366	1,971,448	893,806	1,267,381
Assets	33,389,439	24,961,104	22,583,998	22,728,386
Deferred tax liabilities	1,573,000	1,274,000	1,274,000	1,416,000

	<b>Second Quarter April 30, 2016</b>	<b>First Quarter January 31, 2016</b>	<b>Fourth Quarter October 31, 2015</b>	<b>Third Quarter July 31, 2015</b>
	\$	\$	\$	\$
General and administrative expenses	(306,354)	(225,170)	(333,466)	(385,760)
Interest income (expense)	(694)	2,289	1,177	866
Deferred income tax expense	-	-	261,000	-
Net Comprehensive (loss)	(307,048)	(221,381)	(70,539)	(385,269)
Net (loss) per share, basic	(0.001)	(0.001)	(0.00)	(0.004)
Cash flow (used in) operations	(393,026)	(357,597)	(144,054)	(151,669)
Cash & cash equivalents, end of period	1,745,774	2,694,149	2,391,096	182,258
Assets	22,854,390	23,227,555	21,815,776	19,142,673
Deferred tax liabilities	1,416,000	1,416,000	1,416,000	1,608,000

The following is a summary of selected audited financial information for the fiscal years of:

	2016	2015	2014
	\$	\$	\$
General and administrative expenses	1,433,486	1,240,888	1,222,710
Interest, other income/(expense)	3,740	10,258	(109,524)
Net loss before income taxes	(1,429,746)	(1,230,630)	(1,332,234)
Future income taxes (expense) recovered	142,000	261,000	227,000
Net loss for the year	(1,155,141)	(969,630)	(1,105,234)
Net Comprehensive loss for the year	(1,152,141)	(970,755)	(1,000,984)
Net loss per share, basic and diluted	(0.004)	(0.004)	(0.01)
Cash flow from (used in) operations	(1,358,547)	(979,195)	(821,264)
Cash & cash equivalents, end of period	893,806	2,391,096	2,538,587
Assets	22,583,998	21,815,776	1,988,797
Deferred tax liabilities	1,274,000	1,416,000	1,608,000

### Results of Operations

The Company's activities during the three and six month period ended April 30, 2017, produced a net comprehensive loss of (\$1,425,655) and (\$1,704,618), respectively as compared to a net comprehensive loss of (\$307,048) and (\$528,429), respectively for the comparable prior year period.

The expenditures listing below is followed by a brief discussion of significant line items in expenses.

Expenses	Three months Ended April 30, 2017	Three Months Ended April 30, 2016	Six Months Ended April 30, 2017	Six Months Ended April 30, 2016
	\$	\$	\$	\$
General and administrative	313,615	264,264	536,181	457,878
Professional fees	13,573	8,782	23,835	11,096
Investor relations	19,676	26,497	25,926	32,544
Shareholder communications	5,887	3,272	11,442	16,070
Share-based payments	495,879	-	497,043	1,400
Transfer agent and exchange fees	16,818	1,437	49,410	8,934
Accretion on long-term debt	317,153	-	317,153	-

**General and Administrative Expenses** – The increase in the three and six month current period as compared to the prior year period reflects the additional costs for increased corporate activities and the Company entered into the Bulk Sample phase of exploration.

**Professional Fees** – The increase in professional fees during the three and six month current period reflect the cost for legal fees incurred associated with the start of the development for the Bulk Sample phase of exploration.

**Investor Relations** – The decrease in these expenses during the three and six month current period was reflective of a reduction in services provided and costs incurred as compared to the prior year period.

**Share-based compensation** – The share-based compensation expense for the three and six month current period as compared to the prior year period reflects the fair value of the stock options granted during the second quarter of 2017.

**Transfer agent & regulatory fees** – Transfer agent & regulatory fees for the three and six month current period reflects increased costs associated with exchange filing fees and shareholder management and reporting during the period.

**Accretion on long-term debt** - Accretion expense on long-term debt for the three and six month current period reflects the effective interest on the Prepaid Forward Gold Agreement.

### **Liquidity and Capital Resources**

The activities of the Company, which are primarily the acquisition, exploration and evaluation of mineral properties that it believes contain mineralization, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants. There is no assurance that equity capital will be available to the Company in the required amounts, with acceptable terms or at the time required. See “Risk Considerations” below.

As at April 30, 2017, and October 31, 2016, the Company reported a cash and cash equivalent position of \$5,390,366 and \$893,806 respectively, and working capital of \$4,866,640 and \$743,095 respectively.

The Company's use of cash in operations activities was \$859,860 for the six month period ended April 30, 2017 and is inclusive of the additional long term deposit posting of \$773,877 for the financial assurance bond totalling \$854,298. Cash used in investing activities was \$3,588,120 for the six month period ended April 30, 2017 reflecting; \$3,206,523 in costs attributed to the advanced exploration activities including; site preparation, engineering, planning and surface clearing at the Bradshaw, and ongoing consultation expenses, a \$332,507 deposit on processing equipment and \$49,090 for office equipment and vehicles

The Company's cash provided by financing activities was \$8,944,541 for the six months ended April 30, 2017, reflecting the net proceeds of \$2,383,766 from private placement financing in November 2016, \$2,375 from options exercised and CDN\$6,558,400 net proceeds from the initial tranche of the Prepaid Forward Gold Purchase Agreement.

The Company currently has sufficient working capital to meet its obligations for the next twelve months given the private placement financing completed in November 2016 and the Company's agreement under the Prepaid Forward Gold Purchase Agreement to finance the development of the Company's Bradshaw Gold Deposit. See Note 11 of the unaudited interim condensed financial statements for the six month period ending April 30, 2017.

The Company will assess its future funding requirements to advance on the development of the Bradshaw. The Company expects funding through completion of the development of the Bradshaw by the Prepaid Forward Gold Purchase Agreement, equity transactions such as equity offerings, exercise of stock options and warrants. The Company will continue to explore various alternative methods to continue the advancement of its projects.

### **Mineral Properties**

According to Gowest's Exploration and Evaluation Properties as at April 30, 2017, accumulated costs related to the Company's interest in mineral properties owned, leased, under consideration to be acquired or under option, were as follows:

	November 1, 2016 Opening Net Book Value	Expenditures For the Six Months Ended April 30, 2017	April 30, 2017 Closing Net Book Value
	\$	\$	\$
Frankfield Property	18,924,043	4,068,179	22,992,222
Pipestone Property	1,432,693	46,894	1,479,587
Tully Property	891,650	1,450	893,100
Whitney Property	114,475	-	114,475
	21,362,861	4,116,523	25,479,384

Exploration and Development Expenditures

	Frankfield Property		Pipestone Property		Tully Property		Whitney Property		Total	
	Six Months Ended Apr 30, 2017	Six Months Ended Apr 30, 2016	Six Months Ended Apr 30, 2017	Six Months Ended Apr 30, 2016	Six Months Ended Apr 30, 2017	Six Months Ended Apr 30, 2016	Six Months Ended Apr 30, 2017	Six Months Ended Apr 30, 2016	Six Months Ended Apr 30, 2017	Six Months Ended Apr 30, 2016
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Opening Balance, Beginning of period	18,924,043	17,126,596	1,432,693	1,098,294	891,650	888,275	114,475	109,259	21,362,861	19,222,424
Acquisition and holding costs	-	-	-	-	1,065	-	-	-	1,065	-
Property upgrades and site clearing	2,819,142	128,217	-	-	-	-	-	-	2,819,142	128,217
Asset retirement obligation	910,000	-	-	-	-	-	-	-	910,000	-
Office, Camp, Engineering, Study, Consultation and Permitting	232,084	382,702	-	145,789	-	-	-	426	232,084	528,917
Drilling and Geophysics	106,953	7,175	46,894	178,334	385	-	-	-	154,232	185,509
Royalty Purchase	-	800,000	-	-	-	-	-	-	-	800,000
Closing Balance, End of Period	22,992,222	18,444,690	1,479,587	1,422,417	893,100	882,275	114,475	109,685	25,479,384	20,865,067

Gowest's North Timmins Gold Project (NTGP) currently covers one patented mining claim, 11 mining leases and 56 unpatented mining claims over a total of 10,942 hectares (109 square kilometres) in

Evelyn, Gowan, Little, Prosser, Tully, and Wark Townships in the Timmins gold camp. This includes 26 unpatented mining claims (3,302 hectares) held under joint venture with Transition Metals Corp. (Transition). The project is comprised of three main properties: Frankfield, Tully and Pipestone.

The project is located approximately 32 km north-northeast of the City of Timmins, Ontario. Gowest owns a 100% interest in all of the claims that are not part of the Transition joint venture.

(i) Frankfield Property

The Frankfield Property covers an area of 837 hectares and is comprised of nine mining leases. The property hosts the Bradshaw deposit that currently contains approximately 422,059 ounces of gold in the indicated category (2.1 million t at a grade of 6.2 g/t) and 754,583 oz. Au in the inferred category (3.6 million t at a grade of 6.5 g/t Au).

In March, 2009, Gowest acquired a 100% interest in the Frankfield project in Ontario. In consideration for New Texmont Exploration Ltd.'s ("New Texmont") 50% interest in the Frankfield project, the Company issued 15,000,000 common shares to New Texmont and also granted New Texmont a sliding scale Net Smelter Royalty (the "NSR").

In December 2015, the Company purchased the NSR from New Texmont with one-time payment with the issuance of 10,000,000 common shares (estimated grant date fair value of \$800,000 based on the quoted market price of the Company's shares) at a deemed price of \$0.10.

In February, 2010, the Company completed an agreement with Goldcorp Canada Ltd. and Goldcorp Inc. (collectively "Goldcorp"), for the purchase of Goldcorp's properties in Tully Township adjacent to the Company's 100% owned Frankfield Project. Consideration for this acquisition included a 2% NSR derived from future production specifically from the Goldcorp leased claims, a 1% NSR derived from future production specifically from the Goldcorp unpatented claims and \$100,000 in cash (paid). The Company will maintain an NSR buyout option for both the Goldcorp leased claims and Goldcorp unpatented claims valued at \$500,000 for each 0.5% of the desired NSR. Goldcorp may elect not to sell the final 0.5% portion of its NSR.

In December, 2010, the Company completed its acquisition of a 100% interest of the Dowe property in Tully Township, Ontario adjacent to the Company's 100% owned Frankfield Gold Property. In consideration for this acquisition, the Company paid \$16,000 in cash, issued 70,000 common shares (estimated grant date fair value of \$18,200 based on the quoted market price of the Company's shares) of the Company and agreed to a 0.5% NSR at gold prices of less than US\$950 per ounce or 0.75% NSR at gold prices equal to or greater than US\$950 per ounce. The Company maintains an NSR buyout option valued at \$125,000 for each 0.25% of the NSR.

During the six month period ended April 30, 2017, the Company increased its previously placed financial assurance bond by \$773,877 for a total of \$854,298 with the Ministry of Northern Development and Mines for the Bradshaw project advanced exploration closure plan, which is refundable once certain conditions are met. During the second quarter of 2017, the Company initiated the advanced exploration program on the Bradshaw with extensive surface preparation work for the Bulk Sample Program. Subsequently, Gowest started underground development at the Bradshaw mine site on May 11, 2017, when the first blast was executed at the portal, which is located at the east side of the outcrop. As of late May, the Company has already driven approximately the first 170 metres of the decline to the south in anticipation of reaching the first mineralized zone to begin the 30,000 tonne bulk sample. Crews have been working on the decline in two shifts since middle of May 2017.

Ramp infill drilling and metallurgical test hole drilling commenced on April 17, 2017. A total of 761m were drilled with logging in progress and assay results pending.

#### Reclamation and Closure Cost Obligations

Pursuant to the Bradshaw Project Closure Plan, the Company is obligated to rehabilitate the Bradshaw site. Each period the Company reviews cost estimates and other assumptions used in the valuation of the obligations at each of its mining properties and development properties to reflect events, changes in circumstances and new information available. Changes in these cost estimates and assumptions have a corresponding impact on the fair value of the obligation. The fair values of the obligations are measured by discounting the expected cash flows using a discount factor that reflects the risk-free rate of interest. The Company prepares estimates of the timing and amount of expected cash flows when an obligation is incurred. Expected cash flows are updated to reflect changes in facts and circumstances. The principal factors that can cause expected cash flows to change are: the construction of new processing facilities; obligations realized through additional ore bodies mined; changes in the quantities of material in reserves and a corresponding change in the Life of Mine; changing ore characteristics that impact required environmental protection measures and related costs; changes in water quality that impact the extent of water treatment required; and changes in laws and regulations governing the protection of the environment. The present value of the future estimated obligation is recorded when it is incurred. Assumptions, including an inflation rate of 1.9% and a discount rate of 1.19% have been made, which management believes provide a reasonable basis upon which to estimate the future liability.

The present value of the future rehabilitation liability was estimated at \$910,000 as at April 30, 2017.

(i) Tully Property

The Tully Property consists of two claim blocks totalling 2,513 hectares in Tully Township. The North block is located 3 km northeast of the Bradshaw Gold deposit and is comprised of one mining lease and one unpatented claim totalling 228 hectares. The Tully East Property, which consists of one patented claim, one mining lease and six unpatented mining claims covering 2,285 hectares, is contiguous to and east of the Frankfield Property.

(ii) Pipestone Property

The Pipestone Property (7,577 hectares) is comprised of two blocks, namely the East Pipestone and the West Pipestone, both east and west of the Frankfield Property, respectively. The East Pipestone block consists of 21 wholly owned unpatented mining claims (4,274 hectares) and 12 unpatented mining claims (2,218 hectares), held by Gowest under a joint-venture agreement with Transition Metals Corp.

The Pipestone West Property consists of 15 unpatented mining claims (1,085 hectares), held by Gowest under a joint-venture agreement with Transition Metals Corp.

On April 26, 2011, the Company entered into an option and joint venture agreement (the "Option Agreement") with Transition Metals Corp. ("TMC") to explore and earn an interest in an additional 3,400 hectares in the Porcupine mining district in Ontario (the "Pipestone Property"). The Company completed its earn-in option for a 60% interest in the properties on April 26, 2016. Upon earning the 60% interest, as applicable, a joint venture automatically formed between Gowest and TMC, pursuant to which the companies will continue to explore and develop the Pipestone Property as warranted. Should either party's joint venture interest be diluted below 10%, its interest will be converted to a 2% NSR.

During the six month period ended April 30, 2017, the Company undertook an Induced Polarization (IP) survey on the Pipestone property, as part of the Transition JV work program. The Company is evaluating the results and developing the next steps for the program.

(iii) Whitney Property

The Gowest Whitney Property consists of nine patented claims (mining and surface rights) totalling approximately 144 hectares. It is located in the centre of the Timmins Gold Camp, 10 km west of downtown Timmins, Ontario and 25 km south of the Bradshaw gold deposit.

The Company had a historic interest in 5 patented claims and on July 22, 2015, the Company entered into an agreement to acquire a 100% interest in 4 additional patented claims from the Crown for shares and cash. In accordance with the terms of the agreement, the Company has paid \$25,000 in cash and issued 1,000,000 common shares (estimated grant date fair value of \$75,000 based on the quoted market price of the Company's shares) of the Company on August 25, 2015.

### **Next Steps**

The Company's primary objective is to advance its Bradshaw Gold Deposit to development; and to increase its resource through exploration in the NTGP. To that end, the Company has received all the necessary permits to begin the Advanced Exploration at the Bradshaw gold deposit from the Ministry of Northern Development and Mines and from the Ministry of Natural Resources and the Ministry of Environment and Climate Change. The Company continues to consult with the various communities about the development of the Bradshaw project.

The next major step in the mine's development is the continuation of the advanced exploration program aimed at producing the 30,000 tonne bulk sample from the primary gold zones in the underground mining area at Bradshaw.

In addition, the Company continues to review opportunities to increase the resource through exploration on the NTGP and other potential opportunities to enhance shareholder value.

On a quarterly and annual basis, the management of the Company reviews exploration costs to ensure deferred expenditures include only costs and projects that are eligible for capitalization.

### **Commitments and Contingencies**

The Company is party to a management and a consulting contract. The contract contains clauses requiring additional payments of up to \$582,000 be made upon the occurrence of certain events such as a change of control. As a triggering event has not taken place, the contingent payment has not been reflected in these financial statements.

On November 9, 2016, the Company received a total of \$2,445,000 in exchange for 12,225,000 flow-through shares and 325,000 non-flow-through shares. As at April 30, 2017, the Company had expended all of the related commitments to these flow-through funds. The Company has indemnified the subscribers of current and previous flow-through share offerings against any tax related amounts that become payable by the shareholder as a result of the Company not meeting its expenditure commitments.

On May 18, 2017, the Company received a total of \$1,980,500 in exchange for 10,423,684 flow-through shares. The Company has indemnified the subscribers of current and previous flow-through share offerings against any tax related amounts that become payable by the shareholder as a result of the Company not meeting its expenditure commitments.

The Company is committed to minimum amounts under two operating lease agreements for premises, which expire on July 31, 2018 and November 30, 2018. Minimum commitments remaining under this lease are approximately \$184,000, of which \$106,000 are due within one year.

The Company is committed to the purchase of equipment for use during the processing of the ore, which is expected to be delivered during the fourth quarter of the year. The total purchase price is US\$829,869 with an initial deposit being paid of US\$253,691 and the outstanding balance to be paid over a 10 month period, following delivery of the equipment.

The Company's exploration and evaluation activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

## Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

## Transactions with Related Parties

Related party transactions conducted in the normal course of operations are measured at the exchange value. The terms and conditions of the transactions with key management personnel and their related parties were no more favourable than those available, or which might reasonably be expected to be available, to similar transactions to non-key management personnel related entities on an arm's length basis.

The remuneration of directors and key management of the Company for the six month period ended April 30, is as follows:

	<u>2017</u>	<u>2016</u>
Aggregate cash compensation	\$ 255,380	\$ 253,600
Share based compensation	\$ 350,500	-

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

During the six month period ended April 30, 2017, officers, directors and insiders subscribed for 475,000 units in the private placement for proceeds of \$95,000 (April 30, 2016 – 500,000 units for proceeds of \$50,000). During the six month period ended April 30, 2017, \$16,680 was paid to Mr. Wu, a director who provided geological services to the Company (April 30, 2016 - \$32,400) and \$25,200 was paid to Mr. Yuanhui who provided Corporate Development services to the Company (April 30, 2016 - \$25,200). Included in accounts payable and accrued liabilities as at April 30, 2017 was \$110,000 (April 30, 2016 - \$75,500) owing to directors of the Company. These amounts are unsecured, non-interest bearing, and due on demand.

## Proposed Transactions

There are no material decisions by the board of directors of the Company with respect to any imminent or proposed transactions that have not been disclosed.

## Significant Accounting Judgements, Estimates

The preparation of these unaudited interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates that, by their nature, are uncertain. The impact of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the financial statements are: capitalization of exploration and evaluation expenditures, impairment of exploration and evaluation

properties, share-based payments, income taxes and recoverability of potential deferred tax assets and flow-through shares.

### **Change in Accounting Policy**

The basis of presentation, and accounting policies and methods of their application in the April 30, 2017 unaudited condensed interim financial statements are consistent with those used in the Company's annual financial statements for the year ended October 31, 2016.

The unaudited condensed interim financial statements for the three and six months ended April 30, 2017 and 2016 should be read in conjunction with the financial statements for the year ended December 31, 2016. During the period ended April 30, 2017, the Company adopted a number of new IFRS standards, interpretations, amendments and improvements of existing standards, including IAS 1. These new standards and changes did not have any materials impact on the Company's financial statements.

### **New accounting standards and interpretations effective in future periods**

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods beginning after January 1, 2017 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. For a discussion of future accounting policies that may impact the Company, refer to note 2(o) of the Company's unaudited condensed interim financial statements for the six month period ended April 30, 2017.

### **Capital Management**

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and evaluation of mineral properties. The Board of Directors does not establish a quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage with the Bradshaw moving into development stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed.

The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the six month period ended April 30, 2017. The Company is not subject to externally imposed capital requirements.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months

Refer to Note 3 in the condensed interim unaudited financial statements.

### **Risk Considerations**

Gowest's business of exploring for mineral resources involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry. The Company attempts to mitigate these risks and minimize their effects on its financial performance, but there is no guarantee that the Company will be profitable in the future, and Gowest common shares should be considered speculative.

For a discussion of certain risk exposures and the impact on the Company, refer to note 4 of the Company's unaudited condensed interim financial statements for the six month period ended April 30, 2017. In addition to the risk exposures and the impact to the Company the following are additional considerations for the Company.

### **Global Financial and Economic Conditions**

Current global financial and economic conditions remain extremely volatile. Several major international financial institutions and other large, international enterprises have either filed for bankruptcy or have had to be actively rescued by governmental intervention. Access to public and private capital and financing continues to be negatively impacted by many factors as a result of the recent global financial crisis and global recession. Such factors may impact the Company's ability to obtain financing in the future on favorable terms or obtain any financing at all. Additionally, global economic conditions may cause a long term decrease in asset values. If such global volatility, market turmoil and the global recession continue, the Company's operations and financial condition could be adversely impacted.

### **Exploration and Development Risks**

The Company's activities are directed towards the exploration and development of the Bradshaw project.

Resource exploration and mineral development is a highly speculative and extremely volatile business. The Company's exploration and initial development activities involve significant risks that cannot be eliminated or adequately mitigated, even with careful and prudent planning and evaluation, experience, knowledge and operational know-how. In general, the discovery of ore bodies may result in substantial rewards. However, few properties which are explored are ultimately developed into producing mines. Exploration for gold involves many risks and uncertainties and success in exploration is dependent on a number of factors, including the quality of management, quality and availability of geological expertise and the availability of exploration capital. Substantial expenditures are required to (i) establish mineral resources and mineral reserves (ii) complete drilling and to develop metallurgical processes to extract the minerals, (iii) develop mining and processing facilities and suitable infrastructure at any site chosen for mining, and (iv) establish commercial operations. Also, substantial expenses may be incurred on exploration projects which are subsequently abandoned due to poor exploration results or the inability to define reserves which can be mined economically. Even if an exploration program is successful and economically recoverable gold is found, it can take a number of years from the initial phases of drilling and identification of the mineralization until production is possible, during which time the economic feasibility of extraction may change and gold that was economically recoverable at the time of discovery ceases to be economically recoverable. There can be no assurance that gold recovered in small scale tests will be duplicated in large scale tests under on-site conditions or in production scale operations. The Company cannot ensure or provide any comfort that the exploration or development programs planned by the Company will result in a profitable commercial mining operation in respect of the Bradshaw Project.

The commercial viability of the Bradshaw Project depends upon on a number of factors, all of which are beyond the control of the Company, including: the particular attributes of a deposit, such as size, grade, metallurgy and proximity to infrastructure, market fluctuations in the price of metals (which are highly volatile), general and local labour market conditions, the proximity and capacity of milling facilities, and local, provincial, federal and international government regulation, including regulations relating to prices, taxes, royalties, land tenure, land use, and the importing and exporting of minerals and environmental protection. The effect of these factors, either alone or in combination, cannot be accurately predicted and their impact may result in the Company not being able to economically extract minerals from any identified mineral resource or mineral reserve which, in turn, could have a material and adverse impact on the Company's cash flows, earnings, results of operations and financial condition and prospects. The Company cannot provide any certainty that its planned expenditures will result in the successful operation of the Bradshaw Project.

Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permitting, social activism, weather, environmental factors, unforeseen technical

difficulties, unusual or unexpected geological formations and work interruptions. In addition, the quantity or grade of minerals ultimately extracted may differ from the quantity or grade indicated by drilling results. Short term factors relating to reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on results from operations. Any material changes in ore reserves, grades, stripping ratios or recovery rates may affect the economic viability of the Bradshaw Project, and as such, the viability of the Company may be negatively affected.

### **Obtaining and Renewing of Government Permits**

In the ordinary course of business, the Company is required to obtain or renew governmental permits for mineral exploration. Obtaining or renewing the necessary governmental permits is a complex and time-consuming process involving numerous agencies which can often involve public hearings and costly undertakings. The duration and success of the Company's efforts to obtain or renew permits are contingent upon many variables not within the Company's control, including the interpretation of applicable requirements implemented by the permitting authority or potential legal challenges from various stakeholders such as environmental groups, nongovernmental organizations, aboriginal groups or other claimant. The Company may not be able to obtain or renew permits that are necessary to its operations, or the cost to obtain or renew permits may exceed what the Company believes it can recover from the Bradshaw Project once in production. Any unexpected delays or costs associated with the permitting process could delay the development or impede the operation of a mine, which could have a material adverse effect on the Company's operations and profitability.

### **Employee Recruitment and Key Personnel**

Recruiting and retaining qualified personnel is critical to the success of the Company. The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, the Company will require additional key executive, financial, operational, administrative and mining personnel. There can be no assurance that the Company will be successful in attracting, training and retaining qualified personnel. If the Company is not successful in attracting and training qualified personnel, the efficiency of its operations could be affected, which could have a material adverse effect on the Company's results of operations and profitability. The Company's business involves a certain degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. As such, the Company's success is dependent on the services of its senior management. The loss of one or more of the Company's key employees could have a material adverse effect on the Company's operations and business prospects. In addition, the Company's future success depends on its ability to attract and retain skilled technical, management, sales and marketing personnel. There can be no assurance that the Company will be successful in attracting and retaining such personnel and the failure to do so could have a material adverse effect

### **Disclosure Controls and Procedures**

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Company's President and Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure.

As at April 30, 2017, Gowest management, with the participation of the President and Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures as required by Canadian securities laws. Based on that evaluation, the President and Chief Executive Officer and the Chief Financial Officer have concluded that, as of the end of the period covered by this management's discussion and analysis, the disclosure controls and procedures were effective to provide reasonable assurance that material information required to be disclosed in the Company's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to

management of the Company, including the President and Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

### **Internal Control Over Financial Reporting**

Management of the Company is responsible for designing internal control over financial reporting or causing it to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with IFRS.

There are inherent weaknesses in the systems of internal control due to the small size of the Company and its inability to segregate incompatible functions. The Company plans to remediate this weakness by expanding the number of individuals involved in the accounting function as the company incurs future growth.

### **Outstanding Share Data**

#### *Common Shares:*

The Company has authorized an unlimited number of common shares and 2,000,000 special shares, redeemable, voting and non-participating. The Company has 307,870,922 shares issued and outstanding as of the date hereof.

Gowest shares are traded on the TSX Venture Exchange under the symbol GWA.

#### *Share Purchase Warrants:*

As of the date hereof, the Company has 3,888,710 common share purchase warrants outstanding with an exercise price of \$0.15 expiring December 2017.

#### *Stock Options:*

As of the date hereof, the Company has 15,100,000 options outstanding under the Company's stock option plan for employees, directors, officers and directors with a weighted average exercise price of between \$0.11 and \$0.16 expiring from 2017 to 2022.

### **Additional Information**

Additional information relating to the Company is available on the Internet at the SEDAR website located at [www.sedar.com](http://www.sedar.com) and at <http://www.gowestgold.com/index.html>.