WPC RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED NOVEMBER 30, 2015

As at March 22, 2015

1. INTRODUCTION

The following management's discussion and analysis ("MD&A") of WPC Resources Inc. has been prepared as of March 22, 2016. This MD&A should be read in conjunction with the audited consolidated financial statements ("Financial Statements") of WPC Resources Inc. and the notes thereto for the year ended November 30, 2015, which have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS"). The Financial Statements have been prepared using the accrual basis of accounting except for cash flow information. All figures are expressed in Canadian dollars except where otherwise indicated.

Management is responsible for the preparation and integrity of the Financial Statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the financial statements and MD&A, is complete and reliable.

Description of Business

WPC Resources Inc. (the "Company" or "WPC") was incorporated on April 13, 2007 pursuant to the Business Corporations Act of British Columbia as Northern Shield Minerals Ltd. The Company changed its name to WPC Resources Inc. on January 24, 2008. On February 12, 2010, the Company filed its final prospectus with the TSX Venture Exchange (the "TSXV") and on April 20, 2010, the Company's common shares began trading on the TSXV under the symbol WPQ.

The Company's principal business activity is acquiring, exploring and evaluating mineral properties, and following evaluation, joint venturing or developing these properties further or disposing of them. At November 30, 2015, the Company was in the exploration and evaluation stage of activity on its owned and optioned mineral properties in Nunavut.

2. HIGHLIGHTS & SIGNIFICANT EVENTS

On November 30, 2015, the Company reported net assets of $1,326,521, including current assets of $126,670, and current liabilities of $661,298.

On September 23, 2015, WPC announced a private placement of up to 30 million units ("Units") at a price of $0.05 per Unit for gross proceeds of $1,500,000. Each Unit consisting of one common share of the Company and one half a non-transferable common share purchase warrant. One full warrant will entitle the holder to purchase one common share of the Company at a price of $0.10 per share for a period of 24 months following the close of the private placement.

On April 1, 2015, the Company closed a non-brokered private placement having received subscriptions for 12,543,000 units at a price of $0.05 per unit for gross proceeds of $627,150. WPC issued 12,543,000 common shares and 12,543,000 warrants convertible into 6,271,500 common shares, at a price of $0.10 per share, for a period of 2 years from closing. WPC paid Finders' fees of $16,786 and issued 335,720 Broker's Warrants to purchase up to 335,720 common shares at a price of $0.10 at any time prior to April 1, 2016 in conjunction with the Placement.

Corporate Highlights for the Year Ended November 30, 2015

On January 19, 2015, WPC announced the signing of a non-binding letter of intent (the "LOI") with Mandalay Resources Corporation ("Mandalay") to acquire its 100% owned subsidiary Lupin Mines Incorporated, whose principal assets include the past producing Lupin Gold Mine ("Lupin") and associated mill and mine infrastructure as well as the Ulu Gold Property ("Ulu"). Under the terms of the LOI, consideration to Mandalay will consist of a $3 million cash payment at closing, a total of 18 million common shares of the Company, issued over a 24-month period, and a convertible note in the amount of $1.6 million. In the event the Company reopens Lupin, Mandalay will receive the cash equivalent of 10,000 ounces of refined gold paid in 12 quarterly instalments and beginning the quarter after receipt of the final gold instalment payment a 1% net smelter returns royalty on production from Lupin. The transaction is expected to close following the completion of due diligence and satisfaction of certain corporate requirements.

On April 14, 2015, the Company released an updated mineral resource estimate for the Flood and Gnu zones on the Ulu Gold Property. The estimated resources were 605,000 gold ounces in the Measured and Indicated category and 226,000 gold ounces in the Inferred category using a 4 gram per tonne ("g/t") cut-off grade. On July 14, 2015, WPC filed an amended technical report on Ulu.

Corporate Highlights Post November 30, 2015

On January 7, 2016, WPC reported that it had retained Tetra Tech Inc. of Vancouver, British Columbia to perform an independent technical evaluation of Ulu. The technical evaluation will focus on evaluating the mining and milling of the known Ulu mineral resources as per WPC's April 2015 resource estimate.

3. EXPLORATION AND EVALUATION ASSETS

The ZPG Project

On January 25, 2011, the Company entered into an option agreement with Genesis Gold Corp. ("GGC") to obtain an exclusive option to acquire a 100% undivided interest in 96 unpatented mining claims known as the ZPG Claims located in Lander County, Nevada. Under the option agreement, the Company made option payments, incurred exploration expenses and issued 1.6 million shares.

The claims underlying the option agreement lapsed during fiscal 2013 prior to the Company fulfilling all requirements under the option. At November 30, 2013 and the Company recognized an impairment of $1,139,019 and the property value was written down to $nil.

Following the lapse of the ZPG Claims, Steamship Copper and Gold ("Steamship"), a related party to GGC, staked 44 unpatented mining claims (the "New ZPG Claims") covering part of the original ZPG Claims. On May 9, 2014, the Company entered into an exclusive option agreement with Steamship to acquire a 100% undivided interest in the New ZPG Claims. The claims are subject to a 3% NSR upon commencement of commercial production. In order to earn a 100% undivided interest in the New ZPG Claims the Company must incur exploration expenditures, or make cash payments to the vendor in lieu thereof, totaling USD $660,000 on or before April 7, 2016.

On May 13, 2014, the Company entered into an option agreement with Shoshoni Gold Corp. ("Shoshoni") by which Shoshoni could earn a 60% interest in the New ZPG Claims. Pursuant to the Shoshoni option agreement, prior to December 31, 2015, Shoshoni was required to make payments and incur exploration expenditures as follows:

a) Make a cash payment to WPC of $25,000 within 24 hours of signing the option agreement (paid);
b) Make a cash payment to WPC of $50,000 no later than five business days prior to the commencement of drilling a second drill hole over 300 metres in length on the property; and
c) Undertake a full work program, based on WPC's past work, with a minimum expenditure of CAD $500,000 on the property. This work program must include no less than 2 drill holes over 300 metres in length.

The Company and Shoshoni agreed to fund exploration costs, on a 60% Shoshoni and 40% WPC basis once the terms of the option agreement had been fulfilled and a Formal Joint Venture Agreement had been completed. Both parties were required to spend on exploration, the difference between Shoshoni's expenditures to earn its interest and the USD $660,000 to fully acquire the property.

As at November 30, 2015, the Company had funded the following expenditures on the New ZPG claims:

		30-Nov-15	**30-Nov-14**
Site & project expenditures			
Camp		-	186
Claim maintenance & filing fees		5,734	12,666
Geology		-	18,090
Legal, licenses, permits & taxes		-	3,746
Operations funded	$	5,734	34,688
Option payment from Shoshoni		-	(25,000)
Operations funded (net)	$	**5,734**	**9,688**

Shoshoni did not make the minimum expenditures under the option agreement prior to December 31, 2015, and therefore failed to earn a 60% interest in the property. The Company does not currently anticipate additional expenditures on the New ZPG claims prior to April 7, 2016 and does not plan to exercise its option. Future expenditures on the New ZPG claims will be limited to taxes and claim maintenance fees for the period up to April 7, 2017. It is estimated future costs relating to the ZPG Project will be less than $7,500.

At November 30, 2015 the Company recognized an impairment of $15,442 relating to the ZPG Project and the value of the property was written down to $nil.

Hood River Property

On May 15, 2014, the Company, subject to TSXV and NTI approvals and the completion of a definitive agreement (the "Definitive Agreement"), entered into a letter of intent (the "LOI") with Inukshuk Exploration Inc. to acquire 100% of Inukshuk. Inukshuk owns a 100% interest in the Hood River Property which covers 8,015 hectares in Nunavut through a 20 year renewable MEA dated June 1, 2013, issued by the NTI. The Hood River Property is located approximately 530 kilometres north-northeast of Yellowknife and 125 kilometres west of Bathurst Inlet.

Pursuant to the LOI terms the Company acquired 100% of the outstanding shares of Inukshuk by issuing Inukshuk shareholders (the "Vendor") and their assigns 8,000,000 common shares of the Company upon receipt of TSXV approval (received September 18, 2014) for the transaction. In addition to the share payment WPC is obligated to fulfil the following commitments:

a) Enter into a 3% net smelter returns ("NSR") royalty agreement (the "Royalty") with the Vendor on the terms outlined below;
b) Complete a technical report, prepared in accordance with NI 43-101 *Standards of Disclosure for Mineral Projects*, on the Hood River Property (complete);
c) Pay all costs incurred to complete the transaction contemplated in the LOI;
d) Maintain the property in good standing for the period the LOI is in effect and ensure that in the event the transaction is terminated prior to a Definitive Agreement the Hood River Property is returned to the Vendor with at least two years of assessments filed and 2 years, calculated from the next anniversary date, of NTI payments in place; and
e) Engage one of the Vendors as Project Manager on the Hood River Property while the LOI is in effect.

Under the terms of the Royalty agreement the Company agrees to the following:

a) Pay a 3% NSR from the sale or disposition of all minerals produced from the Hood River Property or any properties acquired by the Company within a defined area of interest;
b) Make advance royalty payments of $500,000 in accordance with the following schedule:
    a. $25,000 (paid) within 25 business days of TSXV approval of the transaction;
    b. $75,000 (payable) on or before October 16, 2015 (12 months following the initial payment);
    c. $100,000 on or before October 16, 2016 (24 months following the initial payment; and
    d. $300,000 on or before October 16, 2017 (36 months following the initial payment).
c) Offer the Vendor a right of first refusal in event the Company plans to sell, option or abandon the Hood River Property; and
d) Maintain the Hood River Property in good standing while the right of first refusal is in effect.

Prior to the commencement of commercial production on the Hood River Property the Company has the option to acquire up to 2% of the Royalty for $8,000,000 under the following terms:

a) Purchase an initial 0.5% of the NSR for $1,000,000;
b) Purchase an additional 0.5% of the NSR for an additional $1,500,000;
c) Purchase an additional 0.5% of the NSR for an additional $2,500,000; and
d) Purchase an additional 0.5% of the NSR for an additional $3,000,000.

As at November 30, 2015 the Definitive Agreement had not been finalized. The Company does not believe the final terms of the Definitive Agreement will differ significantly from those outlined herein.

As at November 30, 2015, the Company had funded the following expenditures on the Hood River Property:

		30-Nov-15		30-Nov-14
Site & project expenditures				
Acquisition costs	$	75,000	$	585,000
Assays		1,891		7,602
Camp		-		25,486
Claim maintenance		-		29,945
Consulting		4,000		89,703
Equipment		-		7,166
Geological		-		28,335
Legal fees		-		3,934
Logistics		-		65,347
Permits		22,418		25,783
Personnel		(2,750)		30,558
Travel		-		13,207
Total operations funded	**$**	**100,559**	**$**	**912,066**

During 2015 the Company, due to budgetary constraints, did not conduct field work on the Hood River property. Expenditures during the year were limited to costs related to keeping the Property in good standing. The 2016 program for the Hood River Property, contingent on financing, will focus on defining and expanding on the mineral occurrences identified in prior programs.

<u>The Ulu Gold Property</u>

On September 18, 2014, the TSXV approved (the "Approval Date") an option agreement (the "Option Agreement") between the Company, and Elgin Mining Inc. and Bonito Capital Corp. (collectively "Elgin"), to acquire an 80% undivided interest in the Ulu Gold Property. Ulu is a renewable 21-year property lease covering roughly 947 hectares located contiguous to the Hood River Property in the High Lake greenstone belt. The current lease expires on November 18, 2017. There is a 5% net proceeds of production royalty payable to Royal Gold on gold production from Ulu in excess of 675,000 ounces and BHP Billiton retains the Ulu diamond rights.

Pursuant to the Option Agreement, in order to earn a 70% interest in Ulu, the Company is required to issue to Elgin a total of 20 million common shares of the Company (the "Shares") and make payments to Elgin totalling $500,000, of which $125,000 is a firm commitment, in accordance to the following schedule:

a) Issue 2 million shares on the Approval Date (issued, FV $140,000) and pay $25,000 (paid);
b) Issue a further 3 million shares (issued, FV $180,000) and pay and additional $100,000 (paid) on or before November 18, 2015;
c) Issue a further 5 million shares and pay an additional $125,000 on or before September 18, 2016;
d) Issue a further 5 million shares and pay an additional$125,000 on or before September 18, 2017; and
e) Issue a further 5 million shares and pay an additional $125,000 on or before September 18, 2018.

Additionally, the Company is required to incur total expenditures on Ulu of $3,000,000 according to the following schedule:

a) Incur $300,000 in property expenditures on or before September 18, 2015;
b) Incur a total of $1,000,000 in property expenditures on or before September 18, 2016;
c) Incur a total of $2,000,000 in property expenditures on or before September 18, 2017; and
d) Incur a total of $3,000,000 in property expenditures on or before September 18, 2018.

After earning a 70% interest in Ulu, the Company has 60 days to advise Elgin of its intent to exercise an option to acquire an additional 10% property interest. To earn an 80% interest in Ulu, WPC must complete a feasibility study on Ulu within 18 months of earning the 70% interest, and replace 80% of the environmental security bond (currently $1,685,210) held by Elgin on the Ulu.

As at November 30, 2015, the Company had funded the following expenditures on Ulu:

		30-Nov-15		30-Nov-14
Site & project expenditures				
Acquisition costs	$	280,000	$	165,000
Assays		9,943		4,309
Camp & supplies		582		33,374
Claim maintenance		2,341		8,841
Consulting		148,771		28,475
Drafting & geological		7,150		27,475
Equipment rental		25		1,602
Logistics		8,769		55,598
Permits		4,016		-
Personnel		1,510		27,700
Travel		-		12,414
Total operations funded	**$**	**463,107**	**$**	**364,788**

The Ulu mineral resource as reported as reported on April 14, 2015, was estimated by independent consultants using a 4 gram per tonne of gold cut-off value as follows:

	Classification	Gold	Tonnage	Gold Grade	Gold Contained
		Cut-off (g/t)	*Tonnes*	*g/t*	*Oz*
Flood Zone					
	Measured	> **4.0**	1,000,000	8.48	272,000
	Indicated	> **4.0**	1,500,000	6.90	333,000
	Measured & Indicated	> **4.0**	2,500,000	7.53	605,000
	Inferred	> **4.0**	891,000	5.57	160,000
Gnu Zone					
	Inferred	> **4.0**	370,000	5.57	66,000
Total - Flood and Gnu Zones					
	Measured & Indicated	> **4.0**	2,500,000	7.53	605,000
	Inferred	> **4.0**	1,261,000	5.57	226,000

Work during 2015 on the Ulu Gold Property focused on updating the geologic database as well as, remodeling and reinterpretation this data prior to issuing an updated technical report on the project. Additional expenditures were incurred to maintain the property in good standing.

The 2016 program for the Ulu Property includes a technical evaluation, which will focus on evaluating the mining and milling of the known Ulu mineral resources as per WPC's April 2015 resource estimate. Special consideration will be given to evaluate partial or complete use of milling equipment from Lupin as well as assess the geological model for Ulu, further investigate metallurgical performances, develop a new processing flow sheet and advise on further drilling campaigns.

Exploration Property Expenditures

The following table presents the Company's expenditures relating to mineral properties on a property-by-property basis for the two most recent financial years.

	Hood	New ZPG	Ulu	Total
Balance, November 30, 2013	$ -	-	-	-
Acquisition costs	585,000	-	165,000	750,000
Exploration expenditures	327,066	9,688	199,788	536,542
Total additions during year	912,066	9,688	-	1,286,542
Balance, November 30, 2014	**$ 912,066**	**$ 9,688**	**$ 364,788**	**$ 1,286,542**
Acquisition costs	75,000	-	280,000	355,000
Exploration expenditures	25,559	5,734	183,107	214,400
Total expenditures during year	100,559	5,734	463,107	569,400
Impairment	-	(15,422)	-	(15,422)
Balance, November 30, 2015	**$ 1,012,625**	**$ -**	**$ 827,895**	**$ 1,840,520**

Warren Robb, P.Geo., has reviewed and approved the Exploration and Evaluation Assets descriptions in this Management's Discussion and Analysis.

4. SELECTED ANNUAL INFORMATION

The following table summarizes selected financial information for the Company for each of its most recently completed financial years. The information set forth below should be read in conjunction with the audited financial statements. All information was prepared in accordance with IFRS.

	Year ended Nov 30, 2015 $	Year ended Nov 30, 2014 $	Year ended Nov 30, 2013 $
Total revenue	Nil	Nil	Nil
Net income (loss)	(1,108,890)	(467,200)	(1,754,038)
Basic and fully diluted income (loss) per share	(0.02)	(0.01)	(0.06)
Total assets	1,987,819	1,454,359	52,580
Total long term liabilities	Nil	Nil	Nil
Dividends declared	Nil	Nil	Nil

The Company's net loss of $1,108,890 for the year ended November 30, 2015 was attributable to administrative expenditures of $967,410, share-based payments of $125,887 and asset impairment of $15,422 related to the New ZPG property. Losses for the year ended November 30, 2014 primarily consisted of administrative expenditures of $276,472, share based payments of $181,365 and the write down of a promissory note in the amount of $50,000. WPC's net loss for the year ended November 30, 2013 of $1,754,038 was mostly attributable to general operating expenses of $211,730 and the write down of evaluation and exploration assets totalling $1,542,169 relating to the ZPG Claims ($1,139,019) and the Toiyabe property ($403,150).

5. SUMMARY OF QUARTERLY RESULTS

The table below present's selected financial data for the Company's eight most recently completed quarters, all information was prepared in accordance with IFRS.

	Nov 30, 2015 $	Aug 31, 2015 $	May 31, 2015 $	Feb 28, 2015 $	Nov 30, 2014 $	Aug 31, 2014 $	May 31, 2014 $	Feb 28, 2014 $
Financial results								
Net loss for period	328,531	265,244	306,602	208,513	265,121	104,902	51,792	45,385
Basic & diluted loss per share	0.01	0.005	0.005	0.00	0.01	0.005	0.001	0.001
Exploration expenditures	494,066	10,378	54,811	10,145	256,244	154,025	12,939	-
Statement of Financial Position								
Cash	85,105	1,820	98,777	104,691	43,807	112,919	817	3,994
Exploration & evaluation assets	1,840,520	1,361,876	1,351,498	1,296,687	1,286,542	134,464	12,939	-
Total assets	1,987,819	1,425,725	1,537,884	1,510,235	1,454,359	318,497	3,519	40,985
Shareholders' equity	1,326,521	1,041,844	1,299,136	1,106,701	1,209,160	318,497	(466,695)	(414,903)

During periods prior to the period ended August 31, 2014, the Company was relatively inactive and results for these periods reflect low corporate activity levels. During the period ended August 31, 2014, WPC increased activities with the acquisition of the Hood and Ulu properties. Beginning with the period ended November 30, 2014, the quarterly results reflect the costs associated with the increased corporate activities as the Company advances the Hood and Ulu properties and pursues the Lupin transaction. It is anticipated the Company will continue to experience similar losses during fiscal 2016. During the period ended November 30, 2014, the Company wrote down the carrying value of a $50,000 promissory note to $nil.

6. DISCUSSION OF OPERATIONS

The following information is accounted for in accordance with IFRS, as issued by IASB. The reader is encouraged to refer to the notes of the Company's audited consolidated financial statements for the year ended November 30, 2015, for WPC's summary of significant accounting policies.

Three Month Period Ended November 30, 2015
The Company's loss for the three months ended November 30, 2015, was $328,531, or $0.01 per share, as compared to a loss of $265,121, or $0.01 per share for the three months ended November 30, 2014. During the final quarter of the fiscal year the Company experienced similar administrative costs compared to prior quarters during the year or the comparative period of fiscal 2014. During the period ended November 30, 2015 the Company's main costs included: amortization, $657; insurance, $2,500, investor relations, $17,467; office and administrative costs, $1,577; professional fees, $16,886; property investigation, $17,648; regulatory and transfer agent fees, $1,719; rent, $28,318; salaries, $107,242; share based payments, $113,209, and travel, $5,757.

The Year Ended November 30, 2015
The Company's loss for the year ended November 30, 2015, was $1,108,890 or $0.02 per share, as compared to a loss of $467,200 or $0.01 per share for the year ended November 30, 2014. The loss was the result of general and administrative expenses of $865,365, property investigation expenses of $102,216 and share-based payments of $125,887 and a $15,422 asset write off relating to the New ZPG Claims. General and administrative expenses during the year ended November 30, 2014 totalled $276,472. General and administrative expenses consisted of amortization, $1,457 (2014: $nil), consulting fees, $48,434 (2014: $26,248), insurance, $10,454 (2014: $1,263), investor and shareholder relations, $126,874 (2014: $24,450), management fees, $118,875 (2014: $87,710), office services and miscellaneous expenses, $11,517 (2014: $17,179), professional fees, $124,095 (2014: $10,247), property investigation expenses, $102,216 (2014: $42,670), regulatory and transfer agent fees, $29,797 (2014: $29,715), rent, $66,812 (2014: $16,500), salaries, $280,768 (2014: $nil) and travel related expenses, $46,107 (2014: $57,160).

The Company used $363,773 in cash for operations and $515,293 in cash related to exploration and evaluation investments, received net proceeds of $920,364 from financing activities and recorded a net increase in cash of $41,298 during the year ended November 30, 2015.

6. LIQUIDITY AND CAPITAL RESOURCES

Liquidity

As at November 30, 2015, the Company had $85,105 in cash. The Company does not have cash flow from operations due to it being an exploration stage company; therefore, financings have been the sole source of funds. At November 30, 2015, the Company had working capital deficit of $534,628 and an accumulated deficit of $5,785,061. Subsequent to November 30, 2015, on September 23, 2015, the Company announced a private placement for anticipated gross proceeds of up to $1,500,000. The Company anticipates closing all or part of this private placement as soon as practical and subject to final TSXV approval.

In the opinion of management, the working capital is insufficient to support the Company's near term general administrative and corporate operating requirements on an on-going basis. In order to complete the anticipated Lupin transaction, fund the required work expenditures under the Option Agreement and fund administrative costs, further funds will be required and the Company is likely to raise such funds from the issuances of units and shares.

Liquidity Outlook

At present, the Company's operations do not generate cash inflows and its cash position is highly dependent on the ability to raise cash through financings and the timing of expenditures on exploration programs. In order to finance the Company's evaluation and exploration programs and to cover administrative and other expenses, the Company raises money through equity sales, from the exercise of convertible securities and from optioning its exploration and evaluation assets. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities.

Additional funds will be required to fulfil obligations under option agreements and cover general administrative and corporate operating requirements. Given volatility in equity markets, global uncertainty in economic conditions, cost pressures and results of exploration activities there can be no certainty equity funding will be available to the Company or if available funding will be on acceptable terms. Management believes it will be able to raise equity capital as required, but recognizes that there will be risks which may be beyond its control

Capital Resources

The Company does not have sufficient capital at this time to fulfil its obligations under the LOI and Option Agreement or to meet its administrative overhead expenses for the next twelve months and does not have any alternative funding arrangements in place. If the Company is unable to raise required capital it will not fulfil obligations under the LOI and Option Agreement or continue to operate at its current level of activity.

Going Concern

The Financial Statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Several material uncertainties may cast a significant doubt on the entity's ability to continue as a going concern. The Company continues to incur operating losses, has limited financial resources, no source of operating cash flow, and no assurances that sufficient funding, including adequate financing, will be available to conduct further exploration and development of its exploration and evaluation asset projects. The Company's ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to complete its mineral projects by issuance of share capital or through joint ventures, and to realize future profitable production or proceeds from the disposition of its exploration and evaluation assets. As at November 30, 2015, the Company had an accumulated deficit of $5,785,061 and had negative working capital of $534,628. In the opinion of management current working capital is insufficient to support the Company's general administrative and corporate operating requirements on an on-going basis for the next 12 months. Until additional funds are secured, the Company does not have resources to fund further exploration expenditures. Management plans to secure the necessary financing through the issuance of new equity instruments and/or entering into joint venture arrangements. However, there is no assurance that the Company will be successful in these actions.

If the going concern assumption was not appropriate for the Financial Statements, adjustments would be necessary in the carrying values of assets, liabilities, reported income and expenses and the statement financial position classifications used. Such adjustments could be material.

7. TRANSACTIONS WITH RELATED PARTIES

The Company's related parties at November 30, 2015 consist of 7 officers and directors (and their related companies).

Name of Related Party	Position at Nov 30, 2015	Nature of transaction
Allan J. Fabbro	Director	Director / consulting
Ian Graham	Director	Director
Robert Metcalfe	Director	Director
Wayne Moorhouse	CFO / Director	Director / officer
Stephen Wilkinson / Western Resource Funds Ltd	President / Director	Director / officer
Ken Yurichuk	Director	Director
W.K.C Clarke / TTM Resources Inc	Director (until May 2015)	Director / officer

The following amounts were incurred or paid to related parties and/or their related companies during the years ended November 30, 2015 and 2014:

Nature of Expenditure	Year ended Nov 30, 2015	Year ended Nov 30, 2014
Accounting	$1,000	$12,000
Administration	$1,000	$12,000
Director fees	-	$6,000
Exploration & evaluation asset expenditures	$18,731	$23,667
Management fees	$118,875	$58,000
Rent	$1,000	$16,500
Salaries	$160,000	nil
Share-based payments	$94,963	147,824
Total	**$395,569**	**$275,991**

On September 11, 2014, the Company issued 700,000 common shares to two directors at $0.06 per share (for a total value of $42,000) for the settlement of $120,000 in debt resulting in a gain of $78,000 on settlement.

Included on the consolidated statement of financial position at November 30, 2015 is $351,960 (November 30, 2014 - $16,559) due to officers, directors or companies with a director in common for cash advances, unpaid geological consulting fees, unpaid wages and unpaid expenses, and $nil due from related parties (November 30, 2014 - $47,563).

During the year-ended November 30, 2015, the Company received $25,000 for a portion of the outstanding receivable from a related party at November 30, 2014.

On March 24, 2015 the Company entered into a Settlement Agreement with a Director of the Company and a company related through the Director. The related company agreed to settle the $72,563 outstanding at November 30, 2014 by a cash payment of $3,660, transferring assets valued at $4,607 to the Company; assume full liability for outstanding current and future financial obligations of $14,256 as at November 30, 2014 from the Company to the Director; and issue a senior secured promissory note in the amount of $50,000 to the Company. The note matures on March 24, 2017, and has a one-time interest charge of 12% due on maturity.

As the collectability of the promissory note is uncertain as at the date of this MD&A, the carrying value of the note was written down to $nil in the Company's Financial Statements.

8. KEY MANAGEMENT COMPENSATION

Key management of the Company consists of executive directors and senior management. Key management remuneration during the year ended November 30, 2015 was as follows:

	Year ended Nov 30, 2015	Year ended Nov 30, 2014
Remuneration & short-term benefits	$326,875	$58,000
Share-based payment compensation	$85,638	$147,824
	$412,513	**$205,824**

9. FINANCIAL INSTRUMENTS AND RELATED RISKS

The Board, through the Audit Committee, is responsible for identifying the principal risks facing the Company and ensuring that appropriate risk management systems are developed and implemented. The Company manages its exposure to financial risks, including liquidity risk, foreign exchange rate risk, interest rate risk and credit risk in accordance with its risk management framework.

Financial Instruments (refer to Note 6 to the audited consolidated financial statements for the year ended November 30, 2015).

The carrying value of receivables, accounts payable and accrued liabilities, and amounts due to related parties approximated their fair value because of the short-term nature of these instruments. Financial instruments measured at fair value on the statement of financial position, as at November 30, 2015, are summarized in levels of fair value hierarchy as follows:

November 30, 2015	Level 1	Level 2	Level 3	Total
Assets held for trading				
Cash	$ 85,105	$ -	$ -	**$ 85,105**
November 30, 2014				
Assets held for trading				
Cash	$ 43,807	$ -	$ -	**$ 43,807**

Related Risks

Liquidity Risk – Liquidity risk is the risk the Company cannot meet its financial obligations. The Company attempts to manage liquidity risk by maintaining sufficient cash balances or through additional financings to ensure there is sufficient capital to meet short term obligations. As at November 30, 2015, the Company had a cash balance of $85,105 (November 30, 2014 - $43,807) to settle current liabilities of $661,298 (November 30, 2014 - $245,199). The Company's current working capital is insufficient to support the Company's near term general administrative and corporate operating requirements on an on-going basis.

Interest rate risk - The Company has non-material exposure at November 30, 2015 and 2014 to interest rate risk through its financial instruments.

Currency Risk - As at November 30, 2015 and 2014, all of the Company's cash was held in Canadian dollars, the Company's functional and reporting currency.

Credit risk - Concentration of credit risk exists with respect to the Company's cash, as substantially all amounts are held at major financial institutions. The credit risk associated with cash is minimized by ensuring that these financial assets are placed with financial institutions with investment-grade ratings by a primary ratings agency

Sensitivity analysis - Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a year:

- Cash includes deposits, which are at variable interest rates. Sensitivity to a plus or minus 1% change in rates would not materially affect the net loss;
- The Company does not hold significant balances in foreign currencies to give rise to exposure to foreign exchange risk.

Finance Risk - The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required. Although the Company has been successful in the past in obtaining financing through the sale of equity securities or joint ventures, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

10. RISKS AND UNCERTAINTIES

WPC's business is the exploration and development of mineral properties. As a result, the Company's operations are speculative. The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

Whether a mineral deposit will be commercially viable depends on a number of factors, which include, receipt of adequate financing; correct interpretation of geological data; feasibility and other studies; the particular nature of the mineral deposit, such as size grade, metallurgy and physical structure; expected and real metal recoveries; proximity to infrastructure and labour; the cost of water and power; climactic conditions; metal prices; fluctuations in currency exchange rates and metal prices; timely granting of necessary permits; government regulations and taxes; and environmental protection and regulations. The effect of these factors cannot accurately be predicted, but in combination these risk factors may adversely affect WPC's business.

The risks and uncertainties described in this section are not inclusive of all risks and uncertainties to which the Company may be subject. Furthermore, the Company may face additional risks and uncertainties not presently known to WPC and its management or risks currently seen as immaterial may impair the Company's business in the future.

Early Stage – Need for Additional Funds - The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

Location - The Company's property interests are located in remote, undeveloped areas and the availability of infrastructure such as surface access, skilled labour, fuel and power at an economic cost, cannot be assured. These are integral requirements for exploration, development and production facilities on exploration and evaluation assets.

Exploration and Development Risks - Resource property acquisition, exploration, development, and operation is a highly speculative business that involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of precious metals and other minerals may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish economically viable mineral deposits, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the acquisition, exploration or development programs planned by the Company will result in a profitable commercial mining operation. The potential for any project to eventually become an economically viable operation depends on numerous factors including: the quantity and quality of the minerals discovered if any, the proximity to infrastructure, metal and mineral prices (which vary considerably over time) and government regulations. The exact effect these factors can have on any given exploration property cannot accurately be predicted but the effect can be materially adverse.

Environmental Risk – Current or future environmental laws and regulations may affect the operations of WPC. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. Furthermore, the permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damages caused by previous owners of acquired properties or non-compliance with environmental laws or regulations. The Company intends to minimize these risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to international environmental standards.

Metal Prices - The market price of precious metals and other minerals is volatile and cannot be controlled.

Conflicts - The Company's directors and officers serve as directors or officers, or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction.

Dependence on Key Personnel - The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

Competition - The mineral industry is intensely competitive in all its phases. The Company competes with many other mineral exploration companies who have greater financial resources and technical capacity.

Political Risk - The Company's operations and investments may be affected by local political and economic developments including: expropriation; nationalization; invalidation of governmental orders; permits or agreements pertaining to property rights; failure to enforce existing laws; failure to uphold property rights; political unrest; labour disputes; inability to obtain or delays in obtaining necessary mining permits; opposition to mining from local, environmental or other non-governmental organizations; government participation; royalties, duties, rates of exchange, high rates of inflation, price controls, exchange controls, currency fluctuations; taxation and changes in laws, regulations or policies; as well as by laws and policies of Canada affecting foreign trade, investment and taxation.

11. PROPOSED TRANSACTIONS

On January 19, 2015, WPC announced the signing of a non-binding LOI with Mandalay to acquire its 100% owned subsidiary Lupin Mines Incorporated and the Ulu Gold Property. Mandalay assumed ownership of Ulu when it acquired Elgin Mining in 2014 transferring WPC's ultimate obligations under the Ulu Property Option Agreement to Mandalay. In the event the LOI does not ultimately leed to the 100% acquisition of Lupin and Ulu the Ulu Option Agreement will remain in effect. The proposed terms of the LOI are summarized in *Section 2. Highlights and Significant Events* of this MD&A.

WPC does not currently have any proposed transactions; however, the Company will continue to review potential property acquisitions in addition to conducting exploration work on its own properties. The Company will release appropriate public disclosure regarding any future acquisitions or other business transactions.

12. OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

13. COMMITMENTS

Other than obligations relating to the Agreement disclosed in the Financial Statements and elsewhere this MD&A the Company does not have any commitments.

14. DISCLOSURE OF OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of shares without par value.

The table below presents the Company's common share data as of March 22, 2016.

	Price	Expiry date	Mar 22, 2016
Common shares, issued and outstanding			**68,500,304**
Securities convertible into common shares:			
Stock Options	$0.10	April 30, 2018	350,000
	$0.10	September 1, 2019	1,725,000
	$0.10	August 19, 2020	3,575,000
Total Options			5,650,000
Warrants	$0.10	September 18, 2016	23,722,250
Warrants*	$0.10	April 1, 2017	12,543,000
Broker Warrants	$0.10	September 14, 2015	335,720
Total Warrants			36,600,970
Total options & warrants outstanding			**42,250,970**
Total potential shares issuable on exercise			**35,979,470**

*Two whole warrants entitle the holder to purchase one common share of the Company at a price of $0.10 prior to expiration date

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

15. CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements requires the Company to select from possible alternative accounting principles, and to make estimates and assumptions that determine the reported amounts of assets and liabilities at the balance sheet date and reported costs and expenditures during the reporting period. Estimates and assumptions may be revised as new information is obtained, and are subject to change. The Company's accounting policies and estimates used in the preparation of the financial statements are considered appropriate in the circumstances, but are subject to judgments and uncertainties inherent in the financial reporting process.

Property acquisition costs and related direct exploration costs may be deferred until the properties are placed into production, sold, abandoned, or written down, where appropriate. The Company's accounting policy to capitalize exploration costs is consistent with IFRS and applicable guidelines for exploration stage companies. The policy is consistent with other junior exploration companies that have not established mineral reserves. An alternative policy would be to expense exploration costs until sufficient work has been done to determine that there is a probability a mineral reserve can be established; or alternatively, to expense such costs until a mineral reserve has been objectively established. Management is of the view that its current policy is appropriate for the Company at this time. Based on annual impairment reviews made by management, or earlier reviews if circumstances warrant, in the event that the long-term expectation is the net carrying amount of capitalized exploration costs will not be recovered, then the carrying amount is written down accordingly and the write-down charged to operations. A write-down may be warranted in situations where a property is to be sold or abandoned; or exploration activity ceases on a property due to unsatisfactory results or insufficient available funding.

16. DIVIDENDS

WPC has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and. Any future determination to pay dividends will be at the discretion of the Board of Directors of WPC and will depend on Company's financial condition, results of operations, capital requirements and such other factors as the Board of Directors deem relevant.

17. ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS

Additional disclosure concerning WPC's general and administrative expenses and exploration and evaluation assets expenditures is provided in the Company's Financial Statements as at and for the period ended November 30, 2015. These Financial Statements are available on SEDAR at www.sedar.com.

18. DISCLOSURE CONTROLS AND PROCEDURES

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures "(DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109, in particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

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

ii. a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

19. APPROVAL

The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the financial statements and related financial reporting and internal control matters before the financial statements are approved by the Board of Directors and submitted to the shareholders of the Company. The Board of Directors of WPC has approved the financial statements and the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

20. FORWARD LOOKING INFORMATION

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of operations, environmental risks, permitting risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of resources; possible variations in mineral resources, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; as well as those factors detailed from time to time in the Company's interim and annual financial statements which are filed and available for review on SEDAR at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.