



# **SANDY LAKE GOLD INC.**

**"Interim Management's Discussion and Analysis"**

## **First Quarter Report 2018**

For the three months ended August 31, 2017

## **Introduction**

The following interim Management's Discussion & Analysis ("Interim MD&A") of Sandy Lake Gold Inc. ("Sandy Lake" or the "Company") for the three months ended August 31, 2017 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management's discussion & analysis, being the Management's Discussion & Analysis ("Annual MD&A") for the fiscal year ended May 31, 2017. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since the date of the Annual MD&A.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's Annual MD&A, audited annual financial statements for the years ended May 31, 2017 and May 31, 2016, together with the notes thereto, and unaudited condensed interim financial statements for the three months ended August 31, 2017, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed interim financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of October 24, 2017, unless otherwise indicated.

For the purposes of preparing this Interim MD&A, management, in conjunction with the Board of Directors (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Sandy Lake common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Additional information relating to the Company is available free of charge on the System for Electronic Document Analysis and Retrieval (SEDAR) website at [www.sedar.com](http://www.sedar.com).

## **Description of Business**

Sandy Lake was incorporated as 7177411 Canada Corporation on May 21, 2009 under the laws of Canada. The Company is a Canadian based exploration company focused on the acquisition of mineral exploration projects. On July 21, 2016, the Company filed articles of amendment to change its name from "Lago Dourado Minerals Ltd." to "Sandy Lake Gold Inc.". The common shares are publicly traded on the TSX Venture Exchange ("TSX-V") under the symbol SLAU.

The head office, principal address and records office of the Company are located at 141 Adelaide Street West, Suite 1205, Toronto, Ontario, Canada, M5H 3L5.

At August 31, 2017, the Company had a working capital of \$674,007 (May 31, 2017 – \$242,552). The Company had accumulated losses of \$31,948,181 (May 31, 2017 - \$31,818,291) and expects to incur further losses in the development of its business.

While the Company has been successful in securing financing, there is no assurance that it will be able to do so in the future. The Company will require additional financing in order to complete its planned work programs on mineral properties, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. Accordingly, the financial statements do not reflect the adjustments to the carrying

values of assets and liabilities and the reported expenses and financial position classifications that would be necessary were the going concern assumption inappropriate.

## **Operational Highlights**

### **Corporate**

During the three months ended August 31, 2017, the Company earned no revenue and reported a loss of \$129,890 with basic and diluted loss per share of \$0.00. On an ongoing basis, the Company will review and evaluate new opportunities to acquire other mineral properties.

On July 19, 2017, the Company closed a non-brokered private placement pursuant to which it issued an aggregate of 7,500,000 units ("Units") and 7,500,000 special warrants ("Special Warrants") at a price of \$0.05 per Unit and \$0.05 per Special Warrant to raise aggregate gross proceeds of \$750,000.

Each Unit consists of one common share of the Company and one share purchase warrant (a "Warrant"), with each Warrant entitling the holder thereof to acquire one additional share at an exercise price of \$0.10 for a period of 24 months.

Mr. Patrick Sheridan purchased 7,500,000 Special Warrants in the private placement. Each Special Warrant will automatically convert into one Unit without any additional payment or action by the holder on the date upon which the Company receives shareholder approval for Mr. Sheridan and his associates to become "control persons" of the Company (within the meaning of the regulations of the TSX-V). The Company proposes to seek such shareholder approval at its next annual meeting of shareholders, by ordinary resolution of the disinterested shareholders. In the event that such shareholder approval is not approved at the Company's next annual shareholders meeting, the Special Warrants shall automatically convert into a loan repayable to Mr. Sheridan on demand, bearing interest at a rate of 8% per annum.

All of the securities issued and issuable in the non-brokered private placement are subject to a statutory hold period expiring on November 20, 2017.

### **Exploration Update for Mining Interests**

Future exploration expenditure on the Company's Weebigee Project will be carried out in a manner consistent with the order of the Arbitration panel as described in the Company's press release dated September 20, 2017, the successful determination or resolution of the remaining issues in the arbitration which is the subject of the Notice (as defined below) and upon successful ongoing consultation with the First Nations, as required.

### **Outlook**

Moving forward, Sandy Lake will continue to focus on advancing its Sandy Lake Project. In July 2016, Sandy Lake declared an event of force majeure under the terms of the option agreement between GPM Metals Inc. and Sandy Lake ("Option Agreement") dated as of April 15, 2015 with Goldeye Exploration Limited ("Goldeye") in respect of the Sandy Lake Project. The event of force majeure resulted from the positions taken by local First Nations and discussions with the Government of Ontario, which rendered it necessary for Sandy Lake to cease all work on the Sandy Lake Project until such time as appropriate consultation with the First Nations Bands in the region could be completed.

On or about September 14, 2016, Goldeye served Sandy Lake with a notice of arbitration (the "Notice"). Sandy Lake disputes the allegations made by Goldeye contained in the notice of arbitration and has defended, and intends to continue to defend, its position accordingly. The arbitration has been

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bifurcated into two hearings: (i) one which commenced on May 8, 2017, to deal only with the declaration of force majeure; and (ii) the other which is currently scheduled to commence in December 2017 to deal with all other issues, including whether Goldeye met the conditions necessary to exercise the option on the additional interest, which consist of a 100% interest in the 1,421 contiguous claim units known as the East Block, and whether Sandy Lake incurred the required minimum expenditures under the Option Agreement. For each of the aforesaid two hearings, the arbitral tribunal has set a schedule and the arbitration is moving forward as scheduled.

The Arbitrators made an award with regard to the May 8, 2017 hearing as disclosed in the press release dated September 20, 2017. The Arbitral decision found that:

- (a) A force majeure event under the Option Agreement occurred and was declared on July 27, 2016;
- (b) The force majeure event existed continuously, without change, until June 7, 2017;
- (c) The force majeure event was not with the control of Sandy Lake; and,
- (d) The failure of Sandy Lake to comply with its obligations under the Option Agreement to incur the required exploration work expenditures of \$1,000,000 by April 15, 2017 was caused by or arose out of the force majeure event.

There were a number of findings in the reasons for the award that will assist the Company as it manages its operations, including that (a) Sandy Lake can unilaterally communicate and manage the issues on site with the First Nations; and (b) Goldeye has no basis under the Option Agreement to control or direct any of Sandy Lake's exploration work.

### **Trends**

Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. In 2017, equity markets in the junior resource sector, particularly the TSX-V, showed signs of improvement, with mining equity values increasing significantly during this period. Strong equity markets generally provide favourable conditions for completing a public merger, financing or acquisition transaction.

Apart from these and the risk factors noted under the heading "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

### **Financial Highlights**

The Company's net loss totaled \$129,890 for the three months ended August 31, 2017, with basic and diluted loss per share of \$0.00. This compares with a net loss of \$105,407 with basic and diluted loss per share of \$0.00 for the three months ended August 31, 2016. The increase in net loss of \$24,483 was principally due to the following:

- Professional fees decreased to \$8,123 for the three months ended August 31, 2017 (three months ended August 31, 2016 - \$62,816). The decrease was primarily due to decreased need for professional fees.
- Unrealized loss on marketable securities increased to \$654 during the three months ended August 31, 2017 (three months ended August 31, 2016 – gain of \$7,424). The 500,000 Crusader Resources Limited ("Crusader") shares were valued at \$60,240 using the closing share price on May 31, 2017 and were written down to \$59,586 to reflect a decrease in Crusader's share price as at August 31, 2017.
- During the three months ended August 31, 2017, wages and employee benefits increased to \$15,187 compared to \$7,736 for the comparable period. The increase of \$7,451 was primarily due

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to director fees paid to five directors during the current period compared to three directors in the comparative period. In addition, it also includes salary paid to an employee during the current period. There was no employee in the comparative period.

- During the three months ended August 31, 2017, share-based compensation increased by \$57,594 compared to the three months ended August 31, 2016. The increase is a result of the vesting of the 3,800,000 stock options granted on October 19, 2016.
- Consulting fees increased to \$18,806 for the three months ended August 31, 2017 (three months ended August 31, 2016 - \$nil). The increase was primarily due to increased in services provided by consultants.
- Transfer agent and filing fees decreased to \$7,898 for the three months ended August 31, 2017 (three months ended August 31, 2016 - \$19,359). The decrease was primarily due to decreased need for transfer agent and filing fees for the dispute with Goldeye.
- All other expenses related to general working capital.

As at August 31, 2017, the Company had assets of \$7,690,526 and a net equity position of \$7,629,328. This compares with assets of \$7,225,945 and a net equity position of \$6,952,624 at May 31, 2017. At August 31, 2017, the Company had \$61,198 of current liabilities (May 31, 2017 - \$273,321).

At August 31, 2017, the Company had working capital of \$674,007 (May 31, 2017 – working capital of \$242,552). The Company had cash of \$557,025 at August 31, 2017 (May 31, 2017 - \$364,834). The increase in working capital of \$431,455 from May 31, 2017 to August 31, 2017, is primarily due to proceeds from the private placement of \$750,000 which was offset by operating and administration costs.

#### **Cash Flow**

At August 31, 2017, the Company had cash of \$557,025. The increase in cash of \$192,191 from the May 31, 2017 cash balance of \$364,834 was a result of cash outflow in operating activities of \$311,560, cash outflow in investing activity of \$245,249 and cash inflow from financing activities of \$749,000. Operating activities were affected by adjustments of share-based compensation of \$57,594, unrealized loss on marketable securities of \$654 and net change in non-cash working capital balances of \$239,918 because of an increase in amounts receivable of \$21,843, an increase in prepaid expenses and deposits of \$5,952 and a decrease in accounts payable and accrued liabilities of \$212,123. Investing activity consisted of mining interests expenditures of \$245,249. Financing activities consisted of the proceeds of \$750,000 from the non-brokered private placement which was offset by share issue costs of \$1,000.

#### **Liquidity and Financial Position**

The activities of the Company, principally the acquisition, exploration, and development of properties prospective for base and precious minerals, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants. The Company completed a private placement of \$750,000 on July 19, 2017. No options or warrants were exercised during the three months ended August 31, 2017. There is no assurance that future equity capital will be available to the Company in the amounts or at the times desired by the Company or on terms that are acceptable to it, if at all. See "Cautionary Note Regarding Forward-Looking Statements" and "Risk Factors".

As at August 31, 2017, the Company had a working capital of \$674,007 (May 31, 2017 – working capital of \$242,552). The Company's continuing operations are dependent on its ability to secure equity and/or debt financing, with which it intends to identify, evaluate and acquire interests in mineral properties. The circumstances that could affect the Company's ability to secure equity and/or debt financing that are reasonably likely to occur are, without limitation, as follows:

- the state of capital markets generally;
- the prevailing market prices for base and precious minerals;

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- changes in laws, regulations and political conditions.

Future exploration expenditure on the Company's Weebigee Project will be carried out in a manner consistent with the order of the Arbitration panel as described in the Company's press release dated September 20, 2017, the successful determination or resolution of the remaining issues in the arbitration which is the subject of the Notice and upon successful ongoing consultation with the First Nations, as required.

The Company's primary source of funding is through the issuance of share capital. When the capital markets are depressed, the Company's activity level would typically be expected to decline accordingly. When capital markets strengthen and the Company is able to secure equity financing with favourable terms, the Company's activity levels and size and scope of planned exploration projects will also increase.

### **Related Party Transactions**

(a) The Company entered into the following transactions with related parties:

	<b>Three Months Ended August 31, 2017 (\$)</b>	<b>Three Months Ended August 31, 2016 (\$)</b>
Marrelli Support Services Inc. ("Marrelli Support") (i)	4,556	7,755
	<b>4,556</b>	<b>7,755</b>

(i) On July 8, 2015, the Company entered into an accounting support services agreement with Marrelli Support wherein Marrelli Support provided, beginning July 8, 2015, certain accounting support services to the Company. On July 8, 2015, in connection with such agreement with Marrelli Support, the Company retained Ms. Marie-Josée Audet, a senior employee of Marrelli Support, as its Chief Financial Officer ("CFO"). As at August 31, 2017, Marrelli Support was owed \$1,716 (May 31, 2017 - \$1,695). These amounts are included in accounts payable and accrued liabilities.

(ii) In connection with the non-brokered private placement completed on July 19, 2017, the following transactions occurred:

- Michele McCarthy, Chair of the Company, subscribed for 500,000 Units;
- Daniel Noone, Chief Executive Officer ("CEO") and director of the Company, subscribed for 1,000,000 Units;
- Jon Douglas, director of the Company, subscribed for 100,000 Units; and
- Patrick Sheridan subscribed for 7,500,000 Special Warrants.

(b) The Company has identified its directors and certain senior officers as its key management personnel. The compensation cost for key management personnel is as follows:

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	<b>Three Months Ended August 31, 2017 (\$)</b>	<b>Three Months Ended August 31, 2016 (\$)</b>
<b>Salaries and fees</b>		
Michele McCarthy, Chair	2,500	2,500
Alexander Po, Director	2,500	nil
Bruce Rosenberg, Director	2,500	nil
Daniel Noone, CEO and Director	2,500	2,500
Jon Douglas, Director	2,500	2,500
	<b>12,500</b>	<b>7,500</b>

	<b>Three Months Ended August 31, 2017 (\$)</b>	<b>Three Months Ended August 31, 2016 (\$)</b>
<b>Share-based compensation</b>		
Michele McCarthy, Chair	8,336	nil
Daniel Noone, CEO and Director	9,094	nil
Jon Douglas, Director	8,336	nil
Alexander Po, Director	4,547	nil
Bruce Rosenberg, Director	4,547	nil
Marie-Josée Audet, CFO	1,515	nil
	<b>36,375</b>	<b>nil</b>

(c) Major shareholder

To the knowledge of the directors and senior officers of the Company, as at August 31, 2017, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all common shares of the Company other than as set out below:

	<b>Number of common shares</b>	<b>Percentage of outstanding common shares</b>
Patrick Sheridan	7,968,148	11.56%

### **Risk Factors**

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk Factors" in the Company's Annual MD&A for the fiscal year ended May 31, 2017, available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **Disclosure Controls**

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the unaudited condensed interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed interim financial statements; and (ii) the unaudited condensed interim financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Company uses the Venture Issuer Basic Certificate, which 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 generally accepted accounting principles (IFRS). The Company'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.

## **Cautionary Note Regarding Forward-Looking Statements**

This Interim 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 statements 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 Interim MD&A speak only as of the date of this Interim MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this Interim MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

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Forward-looking statements	Assumptions	Risk factors
<p>Potential of the Company's properties to contain economic deposits of any mineral discovered</p>	<p>Financing will be available for future exploration and development of the Company's properties; the actual results of the Company's exploration and development activities will be favourable; operating, exploration and development costs will not exceed the Company's expectations; the Company will be able to retain and attract skilled staff; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company, and applicable political and economic conditions are favourable to the Company; the price of applicable minerals and applicable interest and exchange rates will be favourable to the Company; no title disputes exist with to the Company's properties</p>	<p>Price volatility of any mineral discovered; uncertainties involved in interpreting geological data and confirming title to, and interests in, properties; the possibility that future exploration results will not be consistent with the Company's expectations; availability of financing for and actual results of the Company's exploration and development activities; 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; the Company's ability to retain and attract skilled staff; availability of permits</p>
<p>While the Company has no source of revenue, it believes that it has sufficient cash resources to meet its expected general and administrative expenses for the twelve months, starting from August 31, 2017, depending on future events</p> <p>The Company expects to incur further losses in the development of its business</p>	<p>The operating activities of the Company for the next twelve months and beyond, starting from August 31, 2017, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Company</p>	<p>Changes in debt and equity markets; timing and availability of external financing on acceptable terms; changes in the operations currently planned for 2018; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions</p>
<p>The Company's ability to carry out anticipated exploration and maintenance on its property interests and its anticipated use of cash</p>	<p>The exploration and maintenance activities of the Company for the nine months ended May 31, 2018, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Company; satisfactory resolution of force majeure and arbitration matters concerning the Weebgee Project</p>	<p>Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; changes in the operations currently planned for 2018; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions; receipt of applicable permits; uncertainties relating to applicable First Nations matters</p>

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		and arbitration concerning the Weebigee Project
Plans, costs, timing and capital for future exploration and development of the Company's property interests, including the costs and potential impact of complying with existing and proposed laws and regulations	Financing will be available for the Company's exploration and development activities and the results thereof will be favourable; actual operating and exploration costs will be consistent with the Company's current expectations; the Company will be able to retain and attract skilled staff; all applicable regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company; the Company will not be adversely affected by market competition; debt and equity markets, exchange and interest rates and other applicable economic and political conditions are favourable to the Company; the price of any applicable mineral will be favourable to the Company; no title disputes exist with respect to the Company's properties; satisfactory resolution of force majeure and arbitration matters concerning the Weebigee Project	Price volatility of any mineral discovered, 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 acquired properties; the possibility that future exploration results will not be consistent with the Company'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; the Company's ability to retain and attract skilled staff; availability of permits; market competition; uncertainties relating to applicable First Nations matters and arbitration concerning the Weebigee Project
Management's outlook regarding future trends, including the future price of any mineral discovered and availability of future financing	Financing will be available for the Company's exploration and operating activities; the price of applicable minerals will be favourable to the Company	Price volatility of any mineral discovered; changes in debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions; availability of financing
Prices and price volatility for any mineral discovered	The price of any mineral discovered will be favourable; debt and equity markets, interest and exchange rates and other economic factors which may impact the price of any mineral discovered will be favourable	Changes in debt and equity markets and the spot price of any mineral discovered, if available; interest rate and exchange rate fluctuations; changes in economic and political conditions
Consultations with local First Nations for the Weebigee Project	The Company will engage appropriate consultation with local First Nations and with the Government of Ontario which will result in the Company resuming work on the Weebigee Project	Consultations with local First Nations may not result in the Company resuming work on the Weebigee Project or may result in significant additional costs to resume work on the Weebigee Project

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Inherent in forward-looking statements are risks, uncertainties and other factors beyond Sandy Lake's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section above. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. 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 Interim MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Sandy Lake'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.