



**AQUILA  
RESOURCES**

**MANAGEMENT DISCUSSION & ANALYSIS**

**FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017**

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**AQUILA RESOURCES INC.**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**FOR THE SIX MONTHS ENDED JUNE 30, 2017**

**FORWARD-LOOKING STATEMENT**

This MD&A contains certain forward looking statements, such as statements regarding potential mineralization, resources and exploration results and future plans and objectives of the Company, that are subject to various risks and uncertainties. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Readers are cautioned not to place undue reliance on these forward-looking statements. Forward-looking statements contained are made as of the date of this MD&A and the Company disclaims, other than as required by law, any obligation to update any forward-looking statements whether as a result of new information, results, future events, circumstances, or if management's estimates or opinions should change, or otherwise.

**GENERAL**

The following management discussion and analysis ("**MD&A**") of financial results is dated August 10, 2017 and reviews the business of Aquila Resources Inc. (the "**Company**" or "**Aquila**") for the year ended December 31, 2016, and should be read in conjunction with the audited annual consolidated financial statements and related notes for the year ended December 31, 2016. This MD&A and the accompanying condensed interim consolidated financial statements and related notes for the quarter ended March 31, 2017 have been reviewed by the Company's Audit Committee and approved by the Company's Board of Directors.

The content of this MD&A has been read and approved by Tom Quigley, Vice President of Exploration and Senior Technical Advisor for the Back Forty Project. Mr. Quigley is a Qualified Person as defined by National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("**NI 43-101**").

This MD&A contains references to both United States dollars and Canadian dollars. All dollar amounts referenced, unless otherwise indicated, are expressed in United States dollars, and Canadian dollars are referred to as "**C\$**".

Mineral resources that are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues. The quantity and grade of reported inferred resources in this estimation are uncertain in nature and there has been insufficient exploration to define these inferred resources as an indicated or measured mineral resource and it is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category. The inclusion of inferred mineral resources are considered too speculative geologically to have the economic considerations applied to enable them to be categorized as mineral reserves. The mineral resources in this M&DA were reported using Canadian Institute of Mining, Metallurgy and Petroleum ("**CIM**") Standards.

The technical report, titled “Preliminary Economic Assessment of the Back Forty Project, Michigan, USA” prepared by Tetra Tech, Inc. (“**Tetra Tech**”), dated July 23, 2014 and filed on SEDAR on September 8, 2014 (the “**2014 PEA**”) should not be considered to be a prefeasibility or feasibility study, as the economics and technical viability of the Back Forty Project have not been demonstrated at this time. The 2014 PEA is preliminary in nature and includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves. Furthermore, there is no certainty that the conclusions or results as reported in the 2014 PEA will be realized. For full technical details, including the basis for the preliminary economic assessment therein and any qualifications and assumptions made in connection therewith, reference should be made to the complete text of the 2014 PEA. The 2014 PEA may be obtained online on the SEDAR website at [www.sedar.com](http://www.sedar.com).

Additional information regarding the Company, including the risks related to our business and those that are reasonably likely to affect our financial statements in the future, is contained in our continuous disclosure materials, including our most recent Annual Information Form (“**AIF**”), audited consolidated financial statements and Management Information Circular available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **SECOND QUARTER HIGHLIGHTS**

- Received the final National Pollutant Discharge Elimination Systems permit (“NPDES”) from the Michigan Department of Environmental Quality (“MDEQ”). The NPDES permit marks the third of four permits that Aquila requires to build and operate the Back Forty Mine.
- Released the first round of results from the Company’s 2017 10-hole drill program at the Back Forty project. The 10 holes were a combination of infill, step out and geotechnical drilling. The results included 11 meters of 20% zinc in hole GT-11 and 6.27 meters of 28.3 grams per tonne of gold in hole GT-12.
- Completed additional fieldwork to be included in the re-submission of the Company’s wetland protection permit covered under NREPA 1994 PA 451, as amended, Part 303 Wetlands, Part 301 Inland Lakes and Part 31 Floodplain. Aquila has been working on addressing all of the state regulators comments received under a correction request notice for the wetlands permit in January.
- Advanced with development of the Feasibility Study for the Back Forty Project. Key progress included completion of metallurgical test work, mill sizing, completion of definition drilling, and completion of an optimized process plant design and site layout.
- Named Dave Anderson as Director Permitting and Environment. Mr. Anderson brings 25 years of experience in environmental monitoring, impact assessment, regulatory affairs and permitting, and most recently served as the Director of Environment for Highland Copper’s Copperwood project where he was involved in the project from exploration, through completion of feasibility and permitting. Mr. Anderson also brings years of legislative and government affairs experience in mining regulation and mining tax reform. Mr. Anderson has served on numerous state, tribal and federal committees and worked with regional non-government organizations in shaping conservation policy, protection of water resources and environmental remediation. Mr. Anderson has a Bachelor of Science degree in Environmental Studies from Northland College with an emphasis in policy and law.
- Appointed Chantae Lessard as Director of Social Responsibility and Engagement. Ms. Lessard’s expertise is in emerging social performance developments. She has 20 years of experience in the mining industry, most recently as Manager Corporate Social Responsibility, providing support and

technical oversight to Lundin Mining operations in North America, Chile, Spain, Portugal, and Sweden on the relevant aspects of community relations, stakeholder engagement, and social responsibility. Ms. Lessard also played a critical role in successful permitting, construction, and operation of Eagle Mine. Previously, she worked at Rio Tinto's Kennecott Utah Copper mine. Ms. Lessard has an Associate of Arts degree in the Paralegal Field, a Bachelor of Science degree in Business Management, a Master of Professional Communication degree, and a Graduate Diploma in Community Relations. In addition, she completed a program at the University of Arizona on Rebuilding Native Nations.

- As at June 30, 2017, Aquila had cash of \$3.0 million and working capital of \$1.9 million. This compared to cash of \$1.4 million and working capital of \$0.6 million at December 31, 2016. The working capital increase was due to the private placement in February 2017 offset by the funding of the Company's permitting activities and development of the Feasibility Study.

### **POST QUARTER HIGHLIGHT**

- Named Jeff Lynott as Director of Exploration and the Company's Qualified Person. Mr. Lynott will be responsible for the continuing technical evaluation of the Back Forty Project as well as offsite mineral exploration and property acquisition. Mr. Lynott, has more than 30 years of mineral exploration experience, primarily focused on massive sulfide exploration and development in the Great Lakes region, including extensive experience working at Back Forty. He also has 10 years of experience with mine permitting. Mr. Lynott is a Professional Geologist with a Master of Science Degree from Michigan Technological University and a Bachelor of Science Degree from the University of Minnesota, Duluth. Mr. Lynott will succeed Tom Quigley who will be retiring from the Company. Mr. Quigley has worked on the Back Forty Project from its initial discovery back in 2001 and was Aquila's CEO from 2006 to 2013.

### **FEASIBILITY STUDY HIGHLIGHTS**

- Finalized metallurgical test work and mill sizing.
- Finalized definition drilling and geotechnical site investigation programs to support the Feasibility Study including additional resource drilling in select underground domains.
- Completed an optimized process plant design and site layout to align with the wetlands permit and improve environmental footprint and project constructability.
- Updated the contracting strategy and execution approach.
- Continued with design alignment and compliance with permitting requirements, and conditions.
- Continued with refinement of capital and operating expenditure.

### **OUTLOOK**

- The final required permit to operate and build the Back Forty mine is a Wetlands Protection permit covered under NREPA 1994 PA 451, as amended, Part 303 Wetlands, Part 301 Inland Lakes and Part 31 Floodplain. On January 13, 2017, the Company submitted its Wetland protection permit application to the MDEQ and after a prompt review the MDEQ sent a detailed "Correction Request" letter on January 26, 2017 requesting additional information and clarification/corrections in the permit application. A new wetlands delineation and mapping was requested by the MDEQ which was completed in June 2017 and the Company is currently working to provide all requested

information outlined in the correction request with a goal of submitting the information before the end of the third quarter. The Back Forty Feasibility study is expected to be completed in late 2017 to align with the final issuance of permits.

- The final results from the Company's 4,600 metre drill program announced on February 21, 2017 are expected in the third quarter.
- In 2017, the Company will continue discussions with prospective financial partners to secure required project capital to build the Back Forty Mine. The Company has retained the services of a financial advisor to help consider all available strategic and financial options to the Company and the project. In parallel, the Company is in discussions with several parties under Confidentiality Agreements who are currently reviewing information in its data room.
- In addition to recently filled positions, the Company will continue to add to its leadership team to prepare for the project execution phase of the Back Forty Mine.

### **COMPANY OVERVIEW AND GOING CONCERN**

Aquila Resources Inc. was incorporated in the Province of Ontario as 1223068 Ontario Limited by Articles of Incorporation dated February 17, 1997. The Company is listed on the Toronto Stock Exchange under the symbol "AQA". Substantially all of the efforts of the Company are devoted to the business activities of exploring for and developing mineral properties.

The principal asset of the Company is its 100% interest in the Back Forty Project located in Menominee County, Michigan. On September 8, 2014, the Company filed a new 2014 PEA for the Back Forty Project. The 2014 PEA includes the NI 43-101 Standards of Disclosure for Mineral Projects compliant resource estimate for the Back Forty Project that was completed on February 18, 2013 ("**the 2013 Resource Estimate**").

The new 2014 PEA, which incorporates a revised mine plan based on results from Aquila's 2013 resource update, was completed after considering various trade-off studies which looked at different mine and concentrator configurations to determine the optimal scenario for the project. The base case scenario indicates a pre-tax net present value ("**NPV**") of \$282.2 million, using a discount rate of 6%, with an internal rate of return ("**IRR**") of 38.8%, and post-tax NPV of \$210.8 million, using the same discount rate, with an IRR of 32.0%. Furthermore, the 2014 PEA describes an alternative low initial capital starter pit option that focuses on mining near-surface, high-grade zones by way of three small open pits in order to maximize capital return in the early years of production.

The 2014 PEA is preliminary in nature and includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves. Furthermore, there is no certainty that the conclusions or results as reported in the 2014 PEA will be realized.

The Company has three other exploration projects: Reef Gold Project located in Marathon County Wisconsin, Aquila Nickel located in the Upper Peninsula, Michigan and the Bend Project located in Taylor County, Wisconsin. Reef is a gold copper property and Bend is a volcanogenic massive sulfide occurrence containing copper and gold.

The Company is subject to the risks and challenges experienced by other companies at a comparable stage. These risks include, but are not limited to, continuing losses, dependence on key individuals and the



ability to secure adequate financing or to complete corporate transactions to meet the minimum capital required to successfully complete its projects and fund other operating expenses. Advancing the Company's projects through exploration and development to the production stage will require significant capital. Given the current economic climate, the ability to raise funds may prove difficult. Refer to the "Liquidity" and "Capital Resources" sections below, and "Risk Factors" in the Company's AIF for additional information.

None of the Company's projects have commenced commercial production and, accordingly, the Company is dependent upon debt and/or equity financings and the optioning and/or sale of resources or resource-related assets for its funding. The recoverability of the carrying value of exploration and evaluation projects, and ultimately the Company's ability to continue as a going concern, is dependent upon exploration results which indicate the potential for the discovery of economically recoverable reserves and resources, and the Company's ability to finance development and exploration of its projects through debt or equity financings and the optioning and/or sale of resource or resource-related assets such as royalty interests for its funding.

These conditions indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. Changes in future conditions could require a material write down of carrying values and meet its obligations as they fall due.

## OVERVIEW OF ACTIVE PROJECTS

### Back Forty Project

The Back Forty Project is a development stage volcanogenic massive sulfide (VMS) deposit containing zinc, gold, copper, lead, and silver, located in the Upper Peninsula of Michigan, USA and is the primary mineral property interest of the Company. The Back Forty Project is a high-grade, poly-metallic project, which contains approximately 1 billion pounds of zinc and 1 million ounces of gold in the M&I categories, with additional upside potential. The Back Forty Project is directly owned by the Back Forty Joint Venture LLC ("BFJV") which controls approximately 4,095 gross acres of surface and mineral rights which are owned or held under lease or option by BFJV. Some lands are subject to net smelter royalties varying from 1% to 3.5%, with certain lands subject to a 2% to 7% royalty, which includes state royalties, which under state law can be renegotiated.

#### New Preliminary Economic Assessments

On September 8, 2014, the Company filed the 2014 PEA for the Back Forty Project. The 2014 PEA includes the NI 43-101 compliant 2014 Resource Estimate.

The 2014 PEA, which incorporates a revised mine plan based on results from Aquila's 2013 resource update, was completed after considering various trade-off studies which looked at different mine and concentrator configurations to determine the optimal scenario for the project. The base case scenario indicates a pre-tax NPV of \$282.2 million, using a discount rate of 6%, with an IRR of 38.8%. The base case scenario reports an after-tax NPV of \$210.8 million, the same discount rate, with an IRR of 32.0%.

Furthermore, the 2014 PEA describes an alternative low initial capital starter pit option that focuses on mining near-surface, high-grade zones by way of three small open pits in order to maximize capital return in the early years of production.

Sensitivity Analysis

A sensitivity analysis was performed to test the economic viability of Back Forty against possible fluctuations in commodity prices. A table illustrating project sensitivity is presented below:

	<b>Base Case -15%</b>	<b>Base Case</b>	<b>Base Case + 15%</b>
Gold	\$1,099/oz	\$1,293/oz	\$1,487/oz
Silver	\$17.39/oz	\$20.46/oz	\$23.53/oz
Zinc	\$0.82/lb	\$0.96/lb	\$1.10/lb
Copper	\$2.70/lb	\$3.18/lb	\$3.66/lb
Lead	\$0.82/lb	\$0.96/lb	\$1.10/lb
<b>Pre-Tax</b>			
NPV @ 6%	\$122.3M	\$282.2M	\$440.6M
IRR	23.7%	38.8%	52.0%
Payback Period	2.8 years	1.4 years	0.9 year
<b>After-Tax</b>			
NPV @6%	\$95.2M	\$210.8M	\$324.8M
IRR	20.2%	32.0%	42.0%
Payback Period	3.1 years	1.8 years	1.2 years

The 2014 PEA is preliminary in nature and includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves. Furthermore, there is no certainty that the conclusions or results as reported in the 2014 PEA will be realized.

Project Potential

The optimized mine plan provides some flexibility in the development of the project including a lower CAPEX, and high-grade initial phase operation. This option would focus on mining near-surface, high-grade zones by way of three small open pits in order to maximize capital return in the early years of production. This approach has the potential to provide attractive economic returns, mitigate certain start-up risks, and allow for significant optionality in the long-term development of the project. This opportunity would be fully evaluated during the feasibility stage of project development and could be pursued depending on future macro-economic conditions.

Other opportunities for consideration include optimization of the underground mining approach, which was not completed as part of the 2014 PEA, improving processing performance, and defining the upside



potential, including further exploration and expansion of the underground resource, in-pit targets, and near-mine drill targets, which have the potential to extend mine life and improve project economics.

2013- Resource Estimate Update

The 2013 Resource Estimate for the Back Forty Project was as follows:

Open Pit†								Contained Metals				
Category	Tonnes	Gold (ppm)	Silver (ppm)	Copper (%)	Lead (%)	Zinc (%)	NSR (\$/tonne)	Gold (oz)	Silver (oz)	Copper (lbs)	Lead (lbs)	Zinc (lbs)
Measured	4,720,716	2.24	26.77	0.55	0.13	3.49	141.88	340,142	4,062,741	57,393,561	12,988,245	363,225,517
Indicated	4,926,783	1.9	18.3	0.14	0.21	1.49	92.41	300,521	2,899,139	14,875,002	23,236,294	162,317,020
Measured + Indicated	9,647,498	2.07	22.45	0.34	0.17	2.47	116.62	640,663	6,961,880	72,268,562	36,224,539	525,542,537
Inferred	152,488	2.76	34.56	0.19	0.39	2.86	143.31	13,534	169,456	623,620	1,302,241	9,625,371

Underground‡								Gold	Silver	Copper	Lead	Zinc
Category	Tonnes	Gold (ppm)	Silver (ppm)	Copper (%)	Lead (%)	Zinc (%)	NSR (\$/tonne)	(oz)	(oz)	(lbs)	(lbs)	(lbs)
Measured	1,982,087	1.97	28.56	0.29	0.31	5.04	141.22	125,365	1,819,853	12,542,412	13,568,164	220,076,983
Indicated	3,504,462	1.96	27.78	0.33	0.32	3.57	117.79	221,208	3,130,080	25,615,715	24,505,659	276,053,878
Measured + Indicated	5,486,549	1.97	28.06	0.32	0.32	4.1	126.27	346,572	4,949,933	38,158,127	38,073,823	496,130,862
Inferred	2,184,246	2.03	25.96	0.37	0.33	2.15	101.89	142,351	1,823,307	18,026,223	15,903,291	103,702,673

Global Resource								Gold	Silver	Copper	Lead	Zinc
Category	Tonnes	Gold (ppm)	Silver (ppm)	Copper (%)	Lead (%)	Zinc (%)	NSR (\$/tonne)	(oz)	(oz)	(lbs)	(lbs)	(lbs)
Measured	6,702,803	2.16	27.3	0.47	0.18	3.95	141.68	465,507	5,882,594	69,935,973	26,556,409	583,302,501
Indicated	8,431,244	1.92	22.24	0.22	0.26	2.36	102.96	521,729	6,029,219	40,490,717	47,741,953	438,370,899
Measured + Indicated	15,134,047	2.03	24.48	0.33	0.22	3.06	120.11	987,236	11,911,813	110,426,690	74,298,362	1,021,673,399
Inferred	2,336,734	2.07	26.53	0.36	0.33	2.2	104.6	155,885	1,992,763	18,649,843	17,205,532	113,328,043

\* Mineral resources that are not mineral reserves and do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues. The quantity and grade of reported inferred resources in this estimation are uncertain in nature and there has been insufficient exploration to define these inferred resources as an indicated or measured mineral resource and it is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category. The inclusion of inferred mineral resources are considered too speculative geologically to have the economic considerations applied to enable them to be categorized as mineral reserves. The mineral resources in this MD&A were reported using CIM Standards.



*Net smelter return ("NSR") cut-off values were based on metal price assumptions of US\$0.96 per pound zinc, US\$3.65 per pound copper, US\$1.01 per pound lead, US\$1456.36 per troy ounce gold and US\$27.78 per troy ounce silver. Metallurgical recoveries were determined and applied for each of the metallurgical domains determined for the deposit.*

*† Cut off values were determined for each of the metallurgical domains contained in the optimized open pit were based on NSR values. Average cut-off value for the open pit resource contained within an optimized pit shell was US\$27.75. "See Mineral Resource Estimate Disclosure."*

*‡ Cut off values were determined for each of the metallurgical domains based on NSR values. Average cut-off value for the underground resources outside of the optimized pit shell was US\$66.45. See "Mineral Resource Estimate Disclosure."*

The updated mineral resource estimate expanded on and incorporated parameters derived from an April 26, 2012 technical report, titled "Preliminary Economic Assessment Technical Report on the Back Forty Deposit, Menominee County, Michigan, USA" prepared by Brian Connolly, P. Eng., Douglas Maxwell, P. Eng., Gregory Greenough, P. Geo., Stephen Donohue, P.H. and Robert Carter, P. Eng. dated April 16, 2012, and filed on SEDAR on June 1, 2012, (the "2012 PEA") that utilized a 2010 mineral resource estimate.

The 2012 PEA is preliminary in nature and includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves and there is no certainty that the 2012 PEA assessment will be realized. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

#### Mineral Resource Estimate Disclosure:

- **Ordinary Kriging Estimation:** Ordinary kriging (OK) by Datamine® was used to estimate the Back Forty resources. The estimate was constrained to be within interpreted geologic domain wireframes. Specific gravity was assigned to lithologic zones by regression equations using sulfur and iron content. Gold, silver, lead and zinc values were capped at levels based on interpreted composite statistics and cumulative frequency plots. Variography was used to define anisotropy of mineralization and search parameters within each lithologic zone. Mineral classification of measured, indicated and inferred was defined by a strategy of three kriging passes using increasing search ranges.
- Mineralization offering reasonable prospects for economic extraction by open pit were determined using the Lerchs-Grossman optimizing algorithm which evaluates the profitability of each resource block based on its NSR value. Optimization parameters were based on cost parameters derived in the April PEA as well as updated metallurgical recoveries and updated metal prices. Metal grades were estimated using an ordinary kriging estimator for each mineral domain.
- Block model grade estimates were validated by comparison with nearest neighbor and inverse distance squared methodologies and visual comparison of composites and drill hole data with resource block data.
- **Open Pit Cut Off:** Cut off values based on metallurgical type for the open pit mineral resources were US\$25 for flotation and US\$39 for hydrometallurgical or leaching. Average cut off values for the open pit mineral resources were US\$27.75.
- **Outside of Pit (Underground) Cutoff:** Cut off values based on metallurgical type for the underground mineral resources were US\$65.50 for the flotation and US\$79.50 for the hydrometallurgical type. Average cut off values for an underground mining scenario were US\$66.45.
- **Net Smelter Return Estimation:** The Back Forty is a poly-metallic deposit with each metal contributing to the value of the mineralization. The mineral resources are therefore reported by

utilizing a calculated net smelter return (“NSR”). The NSR calculations were based on the metal grades and metallurgical type designation. Key inputs for the NSR estimation include metal prices, metallurgical parameters (process recovery and product specification by metallurgical type) and concentrate and doré terms (which took into account cost estimates including smelter terms, refining costs, penalties, transportation, insurance, and marketing).

- NSR values for the 2013 resource were calculated in a similar manner as they were in the PEA dated April 26, 2012. Notable changes in the NSR calculation include updated metal prices utilizing a three year trailing average, and updated metallurgical recoveries and concentrate/doré specs. The NSR Value takes into consideration values from lead as opposed to copper in two mineral domains (Tuff Zone massive sulfide and associated stringer zone) as well as value from copper in a mineral domain where only gold and silver were previously considered (Pinwheel Gossan).
- **Updated Metallurgical Recoveries:** Metallurgical recoveries were estimated for a total of 13 metallurgical domains. Six of these domains reflect sulfide-rich flotation ores and seven represent sulfur-poor, gold-silver leach ores. The estimated recoveries were developed utilizing both past and recent metallurgical testing and reflect the best estimate of recovered metals for each individual and discrete metallurgical domain. These recoveries do not take into account ‘blending’ certain metallurgical zones in an open pit mining scenario. However, the detailed metallurgical domaining of the deposit and associated recoveries allows for development of a more selective mining plan with respect to both open pit and underground mining scenarios.
- **Resource Disclosure:** Because the updated mineral resource estimate does not constitute a material change, a 43-101 technical report will not be completed. Additional details about the updated resource will be available on the Company’s website. Mineral resources for the deposit were classified according to the CIM Definition Standards for Mineral Resources and Mineral Reserves by Rex Bryan, Ph.D., an appropriate independent qualified person for the purpose of National Instrument 43-101.

### Exploration Activities

In 2017, the assay results have been completed for ten drill holes and the results presented below. The holes were targeting the Pinwheel, Deep Zone, and Main Zone massive sulfide outside of the proposed open pit, and were a combination of infill, step out, and geotechnical drilling.

Highlights from the drilling completed to date include:

- 1.3 grams/tonne (g/t) gold, 13 g/t silver, 0.66% copper, 9.9 % zinc over 4.99 meters\* in GT-09
- 0.74 g/t gold, 9.3% zinc over 9 meters\* and 1.6 g/t gold, 32 g/t silver, 1.6% copper over 20.9 meters\* in GT-10
- 3.6 g/t gold, 35 g/t silver, 10.07% zinc over 7.69 meters\* and 0.96 g/t gold, 29 g/t silver, 0.33% copper, and 20% zinc over 11.4 meters\* in GT-11
- 1.176 g/t gold, 5.19% zinc over 42.07 meters\* and 11.65 g/t gold, 50 g/t silver over 21.4 meters\* in GT-12
- 1.33 g/t gold, 15 g/t silver, 0.99% copper over 45 meters\* in LK-17-523

Significant intercepts from the first round of drilling are tabulated and described below.

Drill Hole GT-08	From m	To m	Interval* m	Gold g/t	Silver g/t	Copper %	Lead %	Zinc %
	19.64	24.50	4.86	1.88	214	1.12	0.20	0.03
	63.00	78.70	15.70	0.88	21	0.54	0.02	0.36

Drill Hole GT-09	From m	To m	Interval* m	Gold g/t	Silver g/t	Copper %	Lead %	Zinc %
	55.50	57.00	1.50	9.379	126	0.16	0.65	0.04
	59.51	64.50	4.99	1.319	13	0.66	0.17	9.99
	76.50	89.30	12.80	2.241	9	0.30	0.04	0.16

Drill Hole GT-10	From m	To m	Interval* m	Gold g/t	Silver g/t	Copper %	Lead %	Zinc %
Including	50.20	59.24	9.04	0.740	8	0.20	0.33	9.31
	76.68	78.75	2.07	2.905	38	0.14	0.30	0.03
Including	114.23	128.00	13.77	1.381	14	0.04	0.08	3.82
	114.23	117.70	3.47	1.651	13	0.07	0.05	6.93
Including	159.60	190.00	30.40	1.497	29	1.23	0.01	0.32
	159.60	180.50	20.90	1.605	32	1.58	0.01	0.37

Drill Hole GT-11	From m	To m	Interval* m	Gold g/t	Silver g/t	Copper %	Lead %	Zinc %
	42.31	50.00	7.69	3.627	35	0.12	0.12	10.07
	57.80	69.20	11.40	0.962	29	0.33	0.01	20.01
	80.50	82.57	2.07	6.643	15	0.10	0.22	0.08

Drill Hole GT-12	From m	To m	Interval* m	Gold g/t	Silver g/t	Copper %	Lead %	Zinc %
Including	337.00	379.07	42.07	1.176	15	0.17	0.05	5.19
	342.00	365.50	23.50	0.725	11	0.08	0.02	7.50
Including	378.00	399.40	21.40	11.655	50	0.44	0.41	1.29
	379.07	385.34	6.27	28.333	60	0.51	0.64	3.24

Drill Hole LK-17-521	From m	To m	Interval* m	Gold g/t	Silver g/t	Copper %	Lead %	Zinc %
	61.10	62.75	1.65	0.381	77	0.06	1.18	3.02
	68.52	74.49	5.97	0.719	53	0.18	0.37	2.21
	133.00	145.75	12.75	0.949	10	0.29	0.04	0.07

Drill Hole LK-17-522	From m	To m	Interval* m	Gold g/t	Silver g/t	Copper %	Lead %	Zinc %
	134.65	150.05	15.40	0.943	10	0.26	0.05	0.80
including	134.65	137.00	2.35	0.975	35	0.29	0.17	4.10

Drill Hole LK-17-523	From m	To m	Interval* m	Gold g/t	Silver g/t	Copper %	Lead %	Zinc %
	51.00	165.00	114.00	1.006	14	0.61	0.01	1.80
including	67.50	99.00	31.50	0.681	9	0.28	0.01	4.55
	120.00	165.00	45.00	1.333	15	0.99	0.01	0.39
including	133.00	137.50	4.50	2.126	22	2.07	0.00	0.24

Drill Hole LK-17-524	From m	To m	Interval* m	Gold g/t	Silver g/t	Copper %	Lead %	Zinc %
	45.50	100.58	55.08	1.304	13	0.49	0.04	0.29

Drill Hole LK-17-525	From m	To m	Interval* m	Gold g/t	Silver g/t	Copper %	Lead %	Zinc %
	142.88	143.55	0.67	0.838	32	0.04	0.46	22.42
	147.30	163.36	16.06	0.921	12	0.46	0.20	1.81
Including	147.30	154.50	7.20	0.766	19	0.59	0.43	3.62
	166.00	170.63	4.63	1.830	8	0.21	0.06	0.13

\*Interval is drilled thickness and does not represent true thickness. Estimated true thicknesses for individual holes are: GT-08 90%, GT-09 95%, GT-10 48% to 62%, GT-11 67%, GT-12 73%, LK-17-521 63%, LK-17-522 60%, LK-17-523 35%, LK-17-524 74%, LK-17-525 65%

Drill holes LK-17-521, LK-17-522, LK-17-523, LK-524, LK-17-525, GT-08, GT-09, GT-10, and GT-11 were testing the extension of the Pinwheel Zone massive sulfide to the west and southwest of the proposed open pit. The drilling was designed to infill and step out along the extension of the Pinwheel Zone (LK holes) as well as to assess the rock quality and stability of both the mineralized zones and host rocks (GT holes).



GT-12 was a geotechnical hole drilled southwest of the proposed open pit and was directed at rock quality assessment for potential underground development associated with the Main Zone massive sulfide and related stringer mineralization located approximately 200 meters below the open pit.

A total of ten drill holes were completed in 2016 with the goal of testing extensions of known mineralization and geophysical targets in proximity to the known resource at Back Forty. The 2016 drilling campaign identified new zinc rich massive and semi massive sulfide zones to the southwest of the Back Forty deposit. A discrete zone of massive sulfide in LK-16-515, 516 and 517 remains open along strike to the northeast and southwest as well as at depth. This new zone lies approximately 400 meters southwest of the proposed open pit, and may eventually prove to be continuous with underground resources extending southwest from the pit. Additionally, strong geophysical trends have identified targets for an additional 500 meters to the southwest.

Separate zinc and silver mineralized horizons were also encountered deeper in LK-16-515 as well as in LK-16-518. These horizons were hosted by siliceous, tuffaceous sediments similar to the Tuff zone and deeper mineralization under the Back Forty deposit. Future drilling will target extensions of these horizons and will test potential continuity with these zones.

Drill hole LK-16-515 was designed to test a gravity anomaly along the southwest trend of the Pinwheel zone and intersected a new lens of zinc-rich massive sulfide grading 4.9% Zn, 0.97g/t gold, and 13 g/t silver over 8.43 meters. Gold mineralization was also encountered in the hole directly above the massive sulfide consisting of 2.87 meters of 4.63 g/t gold and 39.28 g/t silver giving a total thickness of gold and zinc mineralization of 11.21 meters.

LK-16-515 also encountered an additional zone of gold mineralization at 25 meters and a deeper zone of zinc, lead, and silver mineralization at a depth of 156.5 meters in siliceous, tuffaceous sediments.

LK-16-516 was a follow up, undercut of LK-16-515 and intercepted the massive sulfide horizon approximately 25m below the LK-16-515 intercept. The massive and semi massive sulfide in LK-16-516 returned 13.02 meters of 4.92% zinc, 0.81 g/t gold, and 23.6 g/t silver in similar massive and semi massive sulfides.

Gold and silver mineralization was encountered in LK-16-514 at two separate horizons approximately 60 meters apart. The orientation of these intercepts is currently unknown, but the high grades, including visible gold in the lower interval, warrant follow up drilling. This area occupies an apparent gap between known Pinwheel massive sulfide mineralization and the newly discovered zone of mineralization in LK-16-515, 516 and 517.

Drill holes LK-16-511, 512, and 513 were step out holes testing the potential extension of the Pinwheel massive sulfide northeast of the proposed open pit. They encountered significant but narrow zones of precious metal mineralization, but no extensions of massive sulfide. LK-16-510 testing a geophysical target 325 meters northeast of the open pit, did not return significant values.

All of the ten holes from this drilling program, as well as strategic historic drill holes, were surveyed with downhole, pulse electromagnetic techniques.

Significant assays from the above drill holes are summarized in the table below.

	From	To	Interval*	Au	Ag	Cu	Pb	Zn
Drill Hole	m	m	m	g/t	g/t	%	%	%
<b>LK-16-516</b>	76.18	89.20	13.02	0.81	23.64	0.08	0.42	4.92
Including	77.5	86.85	9.35	0.84	10.70	0.09	0.10	6.70
Including	80	86.85	6.85	0.80	11.92	0.08	0.11	7.72
Including	83.15	86.85	3.70	0.60	10.71	0.06	0.11	9.79
<b>LK-16-517</b>	90.50	97.28	6.78	0.31	5.02	0.04	0.06	2.99
	127.90	128.40	0.50	0.59	304.00	0.06	4.71	0.01
<b>LK-16-518</b>	87.50	88.10	0.60	0.32	44.21	0.01	0.30	2.10
	172.00	187.68	15.68	0.10	18.61	0.01	0.26	0.76
Including	173.50	174.20	0.70	0.21	52.66	0.03	0.57	3.72
Including	183.10	184.00	0.90	0.11	72.58	<0.01	1.26	3.17
Including	187.00	187.68	0.68	0.08	91.74	0.05	1.45	3.27
<b>LK-16-519</b>			No Significant Values					

	From	To	Interval*	Au	Ag	Cu	Pb	Zn
Drill Hole	m	m	m	g/t	g/t	%	%	%
<b>LK-16-510</b>			No Significant Values					
<b>LK-16-511</b>	107.10	110.30	3.20	1.78	20.48	0.06	0.04	0.13
<b>LK-16-512</b>	56.00	57.20	1.20	2.29	2.93	0.01	0.01	0.004
	141.57	142.67	1.10	1.76	13.02	0.02	0.03	0.06
<b>LK-16-513</b>			No Significant Values					
<b>LK-16-514</b>	56.00	62.00	6.00	5.01	27.34	0.02	0.00	0.01
Including	60.70	62.00	1.30	14.62	87.70	0.09	0.01	0.01
	125.2	127.1	1.90	10.01	155.76	0.17	1.07	0.11
<b>LK-16-515</b>	25.00	27.50	2.50	2.94	6.87	0.03	0.03	0.01
	63.00	74.21	11.21	1.88	19.52	0.18	0.15	3.97
Including	63.00	65.78	2.78	4.63	39.28	0.17	0.37	1.14
Including	65.78	74.21	8.43	0.97	13.00	0.18	0.08	4.90
Including	72.34	74.21	1.87	0.45	8.32	0.11	0.06	9.73
	156.50	161.00	4.50	0.29	37.28	0.01	0.61	2.07

\*Interval is drilled thickness. True thickness is unknown, but is estimated to be approximately 80% of drilled thickness in LK-16-515, LK-16-516, and LK-16-517.



### Permitting Activities

The Company submitted its permit applications for Back Forty with the MDEQ in November 2015. The Company continued to use the services of Foth Infrastructure and Environment LLC based in Green Bay, WI. Consistent with Michigan's permitting process, Aquila's application requests specific permits for a Mining Permit, NPDES Permit, Wetlands Permit and Air Pollution Control ("Air Use Permit").

On September 2, 2016, the MDEQ provided public notice on its Proposed Decision to issue a draft Mining Permit to Aquila for its Back Forty Project. In addition to the proposed Mining Permit, Aquila also received draft NPDES and Air Permits. A final consolidated public hearing was held on October 6, 2016 for these three permits and the public comment period expired on November 3, 2016. The final Nonferrous Metallic Mineral Mining ("Mining Permit") and Michigan Air Use Permit to Install were issued by the MDEQ on December 29, 2016.

The Company was issued the final NPDES permit on April 5, 2017. The final required permit to operate and build the Back Forty mine is a Wetlands Protection permit covered under NREPA 1994 PA 451, as amended, Part 303 Wetlands, Part 301 Inland Lakes and Part 31 Floodplain. The Company received a detailed "Correction Request" letter from the MDEQ on January 26, 2017 requesting additional information and clarification/corrections in the permit application. The Company is currently working to provide all requested information outlined in the correction request with a goal of submitting all requested information by the end of the third quarter.

Aquila is currently in the preliminary stages of an administrative contested case regarding the validity of the Part 632 Permit to Mine issued to Aquila for the Back Forty Project by the MDEQ in December 2016. An individual alleging to own property near the Back Forty Project and the Menominee Indian Tribe of Wisconsin have challenged the permit. These challenges will ultimately be resolved by the Director of MDEQ after a contested case hearing adjudicated by an Administrative Law Judge. Aquila does not anticipate the MDEQ director will come to a different conclusion on issuing the permit than MDEQ staff, and looks forward to participating in the contested case process.

### Feasibility Study

The feasibility study update was kicked off in February 2017. The study update focuses on the optimization of layout, waste rock management improved water management and water treatment. The study update also focuses on improved economics including optimal CAPEX and OPEX for the purpose of advancing the project.

The study update is being led by Lycopodium Minerals Canada ("Lycopodium"), an international project management and engineering firm, based in Toronto, Ontario, Canada. Lycopodium is being supported by globally recognized experts and specialist consulting engineering companies in the permit sensitive areas such as waste water treatment, tailings and waste rock management and mine design. The feasibility study is expected to be completed in Q3 2017 and runs in parallel with the MDEQ permitting process.

Underground specific geotechnical site investigation including Phase 1 of a geotechnical drill program was conducted on-site from January to March to ascertain various ground and bedrock conditions required for





future underground mine design studies consistent with supporting the necessary mine infrastructure. Phase 2 of the drill program commenced in April, including additional infill drilling as part of a wider resource drill campaign. Results of infill drilling will be incorporated into a pre-feasibility study commencing later this year that further assesses an underground expansion scenario.

#### Exploration Expenses

During the six months ended June 30, 2017, the Company incurred project exploration expenditures of \$3,084,870 (2016 - \$2,002,680). Acquisition costs incurred on the Back Forty Project for the quarter ended June 30, 2017, were \$43,750 (2016 – \$563,270). Estimated lease, option and property acquisition costs related to the Back Forty Project for 2017 to 2019, for which the Company is materially liable throughout the duration of the agreement, are as follows:

<u>Year</u>	<u>Amount</u>
2017	\$ 215,803
2018	\$ 230,637
2019	\$ 245,472

#### **Reef Gold Project**

On March 7, 2011 Aquila announced the acquisition of the Reef Gold Project located in Marathon County, Wisconsin. The Reef area was the focus of historic exploration by Xstrata in the 1970's and 1980's. The Reef Gold project hosts a high grade (412,410 tonnes @ 10.6 g/t gold) historical, non-NI 43-101 compliant, resource (1) which is open in all directions and in the view of management has potential for expansion.

The Company entered into a series of agreements with private landholders in Marathon County, Wisconsin for the optioning of surface and mineral rights. The agreements consist of mining leases and exploration agreements with an option to purchase. Currently there are a total of 643 gross acres under these agreements, which have terms from 2 to 20 years up to 2031. A variable net smelter royalty up to 2% is payable in the event of mineral production on the property.

Since acquiring the Reef Gold Project Aquila has completed 42 diamond drill holes that have confirmed and expanded the presence of gold and copper mineralization within loosely defined zones identified by previous explorers. In addition, Aquila has completed an airborne versatile time domain electromagnetic survey over the Reef Property.

During the six months ended June 30, 2017, the Company incurred exploration expenditures of \$1,350 (2016 – \$5,213). Acquisition costs incurred on the Reef Gold Project for the six months ended June 30, 2017, was \$41,119 (2016 - \$27,219). Ongoing lease or option costs related to the Reef Project for 2017 to 2019, which are at the Company's option, are as follows:

<u>Year</u>	<u>Amount</u>
2017	\$ 87,219
2018	\$ 2,245,144
2019	\$ 623,208



Future exploration of the property is dependent on the availability of funding.

*Note 1: The historical resource estimates for the Reef Gold Project are based on prior data and reports prepared by previous owners of the properties. A qualified person has not done sufficient work to classify the historical estimates as current mineral resources under NI 43-101. The Company is not treating the historical estimates as current mineral resources or mineral reserves. The Company considers that the historical estimates should be considered only as historical references of tonnes and grades. No reliance should be placed on these historical estimates.*

## **Bend Project**

The Bend Project is located 35 miles southeast of the former producing Flambeau mine and occurs within the Penokean Volcanic Belt. The Penokean Belt is a prolific VMS belt globally and hosts a number of significant deposits, including Aquila's Back Forty Project. The Bend deposit contains a historical, non-NI 43-101 compliant, resource estimate (2) of 2.7 million tonnes grading 2.4% copper, 1.4 g/t gold and 13.7 g/t silver, and remains open down dip and down plunge. In addition, a separate gold zone containing 1.12 million tonnes of 4.7 g/t gold and 0.31% copper was delineated in historic, non-NI 43-101 compliant, technical reports (2) and remains open in all directions. The Company believes the historical results to be relevant.

Since acquiring the project in 2011, the Company completed 5,800 meters of drilling, expanding and further defining base and precious metal mineralization, potentially in support of a NI 43-101 compliant resource estimate.

During the six months ended June 30, 2017, the Company incurred exploration expenditures of \$nil (2016 – \$nil). Future exploration of the property is dependent on the availability of funding.

*Note 2: The historical resource estimates for the Bend Project are based on prior data and reports prepared by previous owners of the properties. A qualified person has not done sufficient work to classify the historical estimates as current mineral resources under NI 43-101. The Company is not treating the historical estimates as current mineral resources or mineral reserves. The Company considers that the historical estimates should be considered only as historical references of tonnes and grades. No reliance should be placed on these historical estimates.*

## **Aquila Nickel Project**

Aquila has initiated nickel exploration activities in three separate areas located north of the Back Forty Project in the Upper Peninsula of Michigan. These areas are deemed prospective for mafic and ultramafic intrusive rocks similar to Lundin Mining's high grade Eagle nickel copper mine in the northern part of the Upper Peninsula. Ground and airborne geophysical surveys have been conducted in these areas and land acquisition on prospective targets is underway.

During the six months ended June 30, 2017, the Company incurred exploration expenditures of \$8,336 (2016 – \$4,879). Acquisition costs incurred on the Central Nickel Project for the six months ended June 30, 2017, was \$44,500 (2016 - \$46,000). Ongoing lease or option costs related to the Central Nickel Project for 2017 to 2019, which are at the Company's option, are as follows:



Year	Amount
2017	\$ 38,081
2018	\$ 32,741
2019	\$ 333,341

## SUSPENDED PROJECTS

### Finland - Kiimala and Rantasalmi Project

In July 2011, the REBgold (a wholly owned subsidiary of the Company) entered into a definitive shareholder's agreement with Belvedere Resources Finland oy ("BelFin"), a wholly-owned subsidiary of Belvedere Resources (TSX.V:BEL) for REBgold to earn an interest in two of BelFin's gold properties in Central Finland. During 2016, the Company's interest was reduced to a 1% net smelter royalty.

## RESULTS OF OPERATIONS

The following table provides selected financial information that should be read in conjunction with the financial statements of the Company for the three and six months ended June 30, 2017:

<i>In US dollars</i>	Three months ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Administrative expenses	\$ 658,979	\$ 903,579	\$ 1,619,644	\$ 1,681,187
Mineral property exploration expenses	1,773,855	1,255,782	3,094,556	2,012,772
Net interest expense	1,064	1,154	2,124	2,906
Loss from operations	2,433,898	2,160,515	4,716,324	3,696,865
Loss on foreign exchange	188,926	(9,553)	200,759	380,397
Loss (gain) on change in value of contingent consideration	21,882	37,554	(10,378)	150,706
Loss (gain) on change in fair value of warrant liability	(194,358)	342,692	229,205	87,969
Net and comprehensive loss for the period	2,450,348	2,531,208	5,135,910	4,315,937
Net loss per share - basic and diluted	0.01	0.01	0.02	0.02

## Revenues

None of the Company's properties have advanced to the point where a production decision can be made. As a consequence, the Company has no producing properties and no sales or revenues.

## Administrative expenses

Administrative expenses are incurred in both US and Canadian dollars. The fluctuation of the Canadian dollar relative to the US dollar over the three and six months ended June 30, 2017, continues to have an impact on the comparability of expenditures on a period over period basis. For the three and six months ended June 30, 2017, administrative expenses were \$658,979 and \$1,619,644, compared to \$903,579 and \$1,681,187 for the same periods last year. Significant components and changes in this expense include:

- Salaries and benefits have increased to \$666,060 and \$326,517 for the three and six months ended June 30, 2017, compared to expenditures of \$258,267 and \$510,536, in the same period in the prior year primarily due to an increased head count. The Company anticipates that these costs will continue to increase in comparison to the prior year as work moves forward on the development of the Back Forty project and the Company expands its team and commits existing consultants to payroll.
- Share based payments, as explained in Note 7(b) to the condensed interim consolidated financial statements, were \$49,896 and \$270,207 for the three and six months ended June 30, 2017. This is in comparison to \$315,389 and \$520,763 for the same period last year. Quarterly and period to date fluctuations in share based payments expense are dependent on a number of factors including, but not limited to, number of options granted, valuation of options, vesting period and timing.
- Professional fees were \$22,416 and \$117,168 for the three and six months ended June 30, 2017, decreasing from \$95,445 and \$172,168, in the same period last year. Legal fees and professional fees mainly relate to corporate legal responsibilities and financial audit and tax fees.
- Management and consulting fees were consistent in comparison to the same periods in the prior year with expenses of \$10,277 and \$30,157 for the three and six months ended June 30, 2017, compared to expenses of \$4,656 and \$27,511 in the same period last year.
- Travel and promotion costs increased for the three and six months ended June 30, 2017, with expenditures of \$76,177 and \$132,563, compared to \$52,923 and \$97,499 for the same period in the prior year. The fluctuation is due to an increase in investor relations activities compared to the prior year in addition to improving the Company's social media presence.
- Office and administrative costs of \$96,778 and \$171,157, decreased for the three and six months ended June 30, 2017, in comparison to the prior year with expenditures of \$108,184 and \$214,163, due to employee relocation costs in addition to increased rent, and set up costs associated with the Company's new office space in the prior year.
- The Company had a foreign exchange loss of \$118,926 and \$200,759 for the three and six months ended June 30, 2017, compared to a foreign exchange gain of \$9,553 and a loss of \$380,397 in the same periods of the prior year. Volatility in foreign exchange rates continue to cause significant gains and losses on both a quarterly and annual basis.

### **Mineral Property Expenditures**

For the three and six months ended June 30, 2017, mineral property exploration expenditures have increased to \$1,773,855 and 3,094,556, from \$1,255,782 and \$2,102,772, respectively, for the three and six months ended June 30, 2016. With the financing in place from the Company's latest capital transaction, the permitting process is ongoing and the Company's feasibility study at Back Forty is continuing. In addition, the Company is also continuing its exploration efforts. Costs are increasing in line with the Company's expectations.

### **Quarterly Information**

Selected quarterly information for the eight most recently completed quarters is presented below and has been prepared in accordance with International Financial Reporting Standards.



<i>In thousands of US dollars</i>	For the quarters ended:			
	30-Jun-17	31-Mar-17	31-Dec-16	30-Sep-16
<b>Statement of Loss</b>				
Transaction costs	\$ -	\$ -	\$ -	\$ -
Net gain (loss) in fair value of contingent consideration, warrants and debentures	172	(391)	235	(484)
Net expenses	(2,434)	(2,282)	(1,704)	(1,804)
Net loss	(2,380)	(2,755)	(1,398)	(2,216)
Loss per share	0.01	0.01	0.01	0.01

<i>In thousands of US dollars</i>	For the quarters ended:			
	30-Jun-16	31-Mar-16	31-Dec-15	30-Sep-15
<b>Statement of Loss</b>				
Transaction costs	\$ -	\$ -	\$ 75	\$ -
Net gain in fair value of contingent consideration, warrants and debentures	(380)	(142)	(1,162)	(344)
Net expenses	(2,160)	(1,536)	(1,953)	(2,213)
Net loss	(2,531)	(1,785)	(2,963)	(1,455)
Loss per share	0.01	0.01	0.01	0.01

The variability in quarterly losses is due to the funding of exploration expenses, the irregularity of share based payments expense, the revaluation of contingent consideration, warrants and debentures and the impact of constantly fluctuating exchange rates in Canadian and US currencies.

With the funds from the recently completed private placement, the Company is focused on receiving its final permit and finalizing its feasibility study resulting in sustained higher expenditures continuing into 2017. This trend began in the second quarter of 2015 and has continued throughout 2016. Expenditures also reflect increased spending at the Company's Aquila Nickel project beginning in the second half of 2016. Expenditures are consistent with the Company's expectations.

When considering the quarterly losses, the effect of stock-based compensation is a significant factor. Share based payment expenditure is dependent on the timing of stock option grants. As such, there is substantial variability on a quarter over quarter basis. Share based payment expenditures were \$49,896 in the current quarter, and \$220,311, 36,706, \$43,070, and \$315,389 in each of the four prior quarters. No stock options were issued in the current quarter, resulting in a decrease of stock compensation expense. Higher compensation expense in the first quarter is due to the issuance of options and this trend is consistent with the first quarter of 2016 and the second quarter of 2015. The third quarter of 2016 has higher expenditures due to the revaluation of stock options with extended expiry dates.

Revaluation of the Canadian dollar warrants resulted in a gain of \$194,358. This is in comparison to losses in the first quarter of 2017 of \$423,562, the fourth quarter, third and second quarters of 2016 of \$71,269, \$493,206 and \$342,692 and in the fourth quarter of 2015 of \$207,603. This is consistent to gains of \$254,723 and \$343,966 recognized in the first quarter of 2016 and in the third quarter of 2015, respectively. The significant increase in the prior quarter is due to the issuance of Canadian dollar warrants in February 2017. The revaluation is based on a number of factors including expected life, stock price at time of revaluation and volatility. Due to these factors, the resulting revaluation can have a significant impact on the loss for the quarter and substantial variability can occur on a quarter by quarter basis.

Volatility in foreign exchange rates continued to cause significant gains and losses on a quarterly basis. During the three months ended June 30, 2017, the fluctuation in rates continued as the Canadian dollar



continued to weaken slightly relative to the US dollar, resulting in a loss of \$118,926 for the current quarter. This is consistent with losses in the first quarters of 2017 of \$81,811 and 2016 of \$389,959. This is in comparison to gains of \$71,269, \$71,616 and \$9,553 in the second, third and fourth quarters of 2016. In the third and fourth quarters of 2015, the fluctuation in rates also resulted in gains of \$413,854 and \$151,548, respectively. The continued volatility is a trend that has continued throughout much of the current and prior fiscal years.

## LIQUIDITY AND CAPITAL RESOURCES

At June 30, 2017, the Company had cash of \$2,995,907 compared to cash of \$1,398,627 as at December 31, 2016. The Company had a working capital of \$1,875,080 as at June 30, 2017, compared to working capital of \$661,166 as at December 31, 2016. Working capital is defined as current assets less current liabilities excluding warrants payable. The decrease in working capital is the result of funding the feasibility study at Back Forty, the additional work required on the wetlands permit as well as Company overhead. The Company is expecting to receive the final \$0.99 million from Orion associated with the 2015 financing in 2017. The agreement with Orion contains a covenant which requires the Company to have received all permits necessary to construct the mine by December 31, 2017. Subsequent to the quarter end, Orion sold a royalty portfolio to Osisko Gold Royalties Ltd. which included the Company's Back Forty silver stream. Orion remains the Company's largest shareholder.

Historically, the Company's main source of funding has been the issuance of equity securities for cash, primarily through private placement offerings to accredited investors and institutions. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity financing, or that such access will be timely and in the amounts necessary to fund the Company's activities. There are many conditions beyond the Company's control which have a direct impact on the level of investor interest in the purchase of Company securities. The Company may also attempt to generate additional working capital through the operation, development, sale or possible joint venture development of its properties. However, there is no assurance that any such activity will generate funds that will be available for operations. See "Risk Factors" in the Company's AIF.

The following are the capital financings completed by the Company in the last two years;

- In the second quarter of 2017, 400,000 options were exercised for cash proceeds of \$45,224 (C\$60,000).
- In February 2017, the Company closed a non-brokered private placement offering (the "Offering"), raising gross proceeds of C\$7.9 million. The Offering was over-subscribed with 36,017,725 units (the "Units") issued. Each Unit was priced at C\$ 22 cents, and consisted of one common share and one-half of one common share purchase warrant. Each whole warrant will entitle the holder to acquire one Aquila common share for C\$ 30 cents for a period of 36 months from today's closing date.

- In the fourth quarter of 2016, 100,000 warrants were exercised for cash proceeds of \$14,989 (C\$20,000).
- In the fourth quarter of 2016, 1,000,000 options were exercised for cash proceeds of \$112,425 (C\$150,000).
- In the second quarter of 2016, 13,461,539 warrants were exercised for cash proceeds of \$2,557,602.
- In the first quarter of 2016, 45,500 warrants were exercised for cash proceeds of \$5,255 (C\$6,825).
- On March 31, 2015, the Company closed a financing transaction with Orion Mine Finance (“Orion”) that includes a silver purchase agreement for total proceeds of \$17.25-million (“Orion Financing”). Details are as follows:
  - Orion will acquire 75 per cent of Aquila’s life-of-mine silver production from Back Forty for gross proceeds of \$17.25-million, subject to a drawdown schedule:
    - \$16.26 million has been received to date including a \$625,000 reduction which was agreed to in June 2016 and the balance of third deposit of \$1.875 million was received in August 2016, and
    - \$2.4 million on completion of feasibility study, a \$14,000 reduction was agreed to in November 2016 and of which an advance of \$1.386 million was received in November 2016. The Company expects to receive the balance of the final deposit in 2017.

Below is a summary of the share capital transactions for common shares of the Company:

	June 30, 2017		December 31, 2016	
	Number of shares	\$	Number of shares	\$
Balance, beginning of year	235,521,913	58,747,278	220,914,874	56,350,520
Shares issued pursuant to a private placement	36,017,725	6,018,202	-	-
Transaction costs relating to private placement	-	(283,429)	-	-
Fair value assigned to warrants	-	(1,094,218)	-	-
Transaction costs assigned to warrants	-	42,514	-	-
Fair value assigned to broker warrants	-	(75,915)	-	-
Shares issued on exercise of warrants	-	-	13,607,039	2,182,898
Shares issued on exercise of options	400,000	45,224	1,000,000	112,425
Fair value on exercise of options	-	31,276	-	101,435
Balance, end of period	271,939,638	63,430,932	235,521,913	58,747,278

## Warrants

As at June 30, 2017, there are a total of 29,826,216 warrants priced in Canadian dollars and 865,385 warrants priced in United States dollars outstanding. For additional information, refer to note 8 of the condensed interim consolidated financial statements for the six months ended June 30, 2017.

## Options

As at June 30, 2017, there are a total of 20,140,250 stock options outstanding with a weighted average exercise price of C\$ 18 cents. For additional information, refer to note 7(b) of the condensed interim consolidated financial statements for the six months ended June 30, 2017.

## Commitments

The Company is not committed to any material capital expenditures to the date of this MD&A.

In order for the Company to maintain its properties in good standing there are certain lease, option and property acquisition costs it will have to incur, as well as other commitments it has to fulfill. Any cash outlays required will be met from existing working capital and funding provided by capital markets or other industry partners.

## MARKET TRENDS

The Company's future financial performance is dependent on many external factors including the prices of certain precious and base metals. The markets for these commodities are volatile and difficult to predict as they are impacted by many factors including international political, social, and economic conditions. These conditions, combined with volatility in the capital markets, could materially affect the future financial performance of the Company. For a summary of other factors and risks that may affect the Company and its financial position, please refer to "Risk Factors" in the Company's AIF.

## OFF-BALANCE SHEET ARRANGEMENTS

As at June 30, 2017, and December 31, 2016, the Company does not have any off-balance sheet arrangements.

## TRANSACTIONS WITH RELATED PARTIES

In accordance with IAS 24 Related Party Disclosures, 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. The remuneration of directors and key executives is determined by the compensation committee. During the quarter ended March 31, 2017, director's fees, professional fees and other compensation of directors and key management personnel were as follows:

	For the three months ended June 30,		For the six months ended June 30,	
	2017	2016	2017	2016
Short-term compensation and benefits	\$ 235,242	\$ 238,034	\$ 497,626	\$ 451,523
Share-based payments (fair value of stock option benefits and share based payments)	45,612	296,865	247,009	458,978
	\$ 280,854	\$ 534,899	\$ 744,635	\$ 910,501





During the six months ended June 30, 2017, the Company had expenditures in the amount of \$52,880 (2016 - \$44,776) for shared office costs paid to a partnership in which one of the Company's directors has an interest.

During the six months ended June 30, 2017, a total of \$181,812 (2016 - \$85,482) was billed to the Company by a geological consulting company of which the Company's VP, Exploration is the president.

During the six months ended June 30, 2017, rental expenditures in the amount of \$6,000 (2016- \$7,200) were paid to a company of which the Company's VP, Exploration is a part owner.

### **CRITICAL ACCOUNTING ESTIMATES**

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes can differ from these estimates. The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the financial statements are:

#### **Impairment of mineral property costs**

When there are indications that an asset may be impaired, the Company is required to estimate the asset's recoverable amount. The recoverable amount is the greater of value-in-use and fair value less costs to sell. The key judgement related to the financial statements is the permitting of the Back Forty project and the ability to undertake feasibility studies on the property to develop and operate it. Should there be negative information in this regard, or negative information from future feasibility studies, then an impairment assessment would be required to be performed.

#### **Accounting for streaming agreement**

The Company has entered into a streaming arrangement in 2015 and received \$16.26 million to date which is being used for the development of the Back Forty mine. Refer to Note 6 (b) of the condensed interim consolidated financial statements for further details.

#### **Share-based payments**

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the share awards and warrant liabilities are determined at the date of grant using generally accepted valuation techniques and for warrant liabilities at each balance sheet date thereafter. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price and expected dividend yield. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

## **Contingent Consideration**

The valuation of contingent consideration relies on several estimates which include the commencement date of development activities, discount rates on present value calculations and the assessment of several key risks including permitting, feasibility study, and commercial production.

## **FUTURE ACCOUNTING PRONOUNCEMENTS**

### **IFRS 9, Financial Instruments (“IFRS 9”)**

IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39, Financial Instruments – Recognition and Measurement (“IAS 39”) for debt instruments with a new mixed measurement model having only two categories; amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income. IFRS 9 will be effective as at January 1, 2018, with early adoption permitted. The Company is planning to adopt IFRS 9 effective January 1, 2018. While the Company has not finalized its detailed impact assessment, the Company does not expect the new standard to have a significant impact on the measurement of financial instruments.

### **IFRS 15, Revenue from Contracts with Customers (“IFRS 15”)**

IFRS 15 was issued in May 2014 to replace IAS 18, Revenue, IAS 11, Construction Contracts, and related interpretations on revenue. IFRS 15 establishes principles to address the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity’s contracts with customers. IFRS 15 will also result in enhanced disclosures about revenue, provide guidance for transactions that were not previously addressed comprehensively and improve guidance for multiple element arrangements. Companies can elect to use either a full or modified retrospective approach when adopting this standard and it is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company is planning to adopt IFRS 15 on January 1, 2018. While the Company has not finalized its detailed impact assessment, the Company does not expect the new standard to have a significant impact on the measurement or timing of revenue recognition.

### **IFRS 16, Leases (“IFRS 16”)**

IFRS 16 was issued in January 2016, replaces IAS 17, Leases. IFRS 16 results in most leases being reported on the balance sheet for lessees, eliminating the distinction between a finance lease and an operating lease. The standard is expected to impact the accounting for the Company’s operating leases, which are currently



reflected in the consolidated statements of loss. Under IFRS 16, all operating leases, except for short term and low value leases, are expected to be accounted for as finance leases. As a result, the leased assets and the associated obligations are recognized in the consolidated statements of financial position. The leased assets will be depreciated over the shorter of the estimated useful life of the asset and the lease term. The lease payments are apportioned between finance charges and a reduction of the lease liability. The current operating lease expense will be replaced with a depreciation charge on the leased assets and a finance charge on the lease liability, which are in aggregate expected to result in a higher total periodic expense in the earlier periods of the lease. Based on the Company's current situation, the Company does not expect any material impact upon adoption of this standard.

IFRS 16 is effective for annual periods beginning on or after January 1, 2019. Early adoption is permitted for companies that also adopt IFRS 15. The Company does not intend to adopt IFRS 16 before its mandatory date.

### NON-GAAP FINANCIAL MEASURES

Working capital is not a measure recognized under IFRS and is referred to as a Non-GAAP measure. The Company believes that this measure provides investors with an improved ability to evaluate the performance of the Company. This measure has no standardized meanings under IFRS and may not be comparable to similar measures presented by other companies. This measure is intended to provide additional information and should not be considered in isolation or as a substitute for measures prepared in accordance with IFRS.

The Company determines working capital as follows: current assets less current liabilities excluding warrants payable. The Company excludes warrants payable as it is a non-cash liability and has no impact on the Company's ability to satisfy its current payables.

	For the quarters ended:			
	30-Jun-17	31-Mar-17	31-Dec-16	30-Sep-16
<b>Working capital</b>				
Current assets	\$ 3,375,627	\$ 5,337,776	\$ 1,682,530	\$ 1,855,847
Current liabilities excluding warrants payable	1,500,547	1,091,836	1,021,364	951,920
Working capital	1,875,080	4,245,940	661,166	903,927

	For the quarters ended:			
	30-Jun-16	31-Mar-16	31-Dec-15	30-Sep-15
<b>Working capital</b>				
Current assets	\$ 1,860,056	\$ 1,836,322	\$ 3,492,680	\$ 1,453,502
Current liabilities excluding warrants payable	899,303	1,026,173	1,216,488	1,937,992
Working capital	960,753	810,149	2,276,192	(484,490)

### FINANCIAL INSTRUMENTS

The Company has not entered into any specialized financial arrangements to minimize its investment risk, currency risk or commodity risk.

## Warrants

Equity offerings were completed in previous periods whereby warrants were issued with exercise prices denominated in Canadian dollars. Where the warrants have an exercise price denominated in a currency which is different from the functional currency of the Company (US dollar), the warrants are treated as a financial liability. The Company's share purchase warrants denominated in Canadian dollars are classified and accounted for as a financial liability at fair value with changes in fair value recognized in net earnings. The Company uses the Black-Scholes Option Pricing Model to estimate the fair value of the Canadian dollar denominated warrants.

## DISCLOSURE CONTROLS

The Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") are responsible for establishing and maintaining a system of controls and procedures over the public disclosure of financial and non-financial information regarding the Company. Such controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported, on a timely basis, to senior management, including the CEO and the CFO, so that appropriate decisions can be made by them regarding public disclosure.

The system of disclosure controls and procedures includes, but is not limited to, the Company Disclosure Policy, Code of Business Ethics, the Whistleblower Policy, the effective functioning of the Audit Committee, procedures in place to systematically identify matters warranting consideration of disclosure by the Board of Directors and verification processes for individual financial and non-financial metrics and information contained in annual and interim filings, including the financial statements, MD&A's, AIF's and other documents and external communications.

As required by CSA Multilateral Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings, an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures was conducted, under the supervision of Management, including the CEO and CFO, as of June 30, 2017. The evaluation included documentation review, enquiries and other procedures considered by Management to be appropriate in the circumstances. Based on that evaluation, the CEO and the CFO have concluded that the design and operation of the system of disclosure controls and procedures was effective as of June 30, 2017.

The CEO and CFO are also required, under NI 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings to file certifications of the interim filings. Copies of these certifications may be found on SEDAR at [www.sedar.com](http://www.sedar.com).

## INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for designing internal controls over financial reporting, or supervising their design in order to provide reasonable assurance regarding the reliability of financial reporting and preparation of consolidated financial statements for reporting purposes in accordance with IFRS.

The control framework has been designed by management with assistance by independent accounting consultants. Based on a review of its internal control procedures at the end of the period covered by this MD&A, the conclusion of management is that the internal control is appropriately designed and operating effectively as of June 30, 2017.



### **ADDITIONAL INFORMATION**

Additional information about the Company including financial statements, press releases and other filings are available on SEDAR at [www.sedar.com](http://www.sedar.com) . The Company website is [www.aquilaresources.com](http://www.aquilaresources.com).