



## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE YEAR ENDED September 30, 2015**

**As at January 27, 2016**

This Management's Discussion and Analysis ("MD&A") of McLaren Resources Inc. (CSE: MCL) ("McLaren" or the "Company") has been prepared by management of the Company and should be read in conjunction with the Company's annual audited financial statements and notes thereto for the fiscal periods ended September 30, 2015 and September 30, 2014, which were prepared in accordance with International Financial Reporting Standards ("IFRS") and all amounts are expressed in Canadian dollars unless otherwise noted. Additional information regarding the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com). The MD&A is dated January 27, 2016 and is current to that date, unless otherwise stated.

### ***Forward Looking Statements***

*Certain information in this MD&A and in other public announcements by the Company is forward-looking and is subject to important risks and uncertainties. Forward information includes information concerning the Company's future financial performance, business strategy, plans, goals and objectives.*

*Factors which could cause actual results to differ materially from current expectations include, among other things: the ability of the Company to successfully implement its strategic initiatives and whether such strategic initiatives will yield the expected benefits; competitive conditions in the business in which the Company participates; general economic conditions and normal business uncertainty; fluctuations in foreign exchange rates; and changes in laws, rules and regulations applicable to the Company.*

*The Company does not update forward-looking statements should circumstances or management's assumptions, expectations, or estimates change.*

### **OVERVIEW**

McLaren was incorporated on July 13, 1999 under the Business Corporations Act (Ontario). Since that time, the Company has predominantly been engaged in the acquisition, exploration and development of gold properties in Ontario. On December 2, 2015, the Company announced that it was refocusing its business activities towards the commercial real estate property industry and that it had entered into a reverse takeover transaction with three real estate holding companies (the "Transaction"). Subject to the completion of the Transaction, the Company does not plan to pursue further expenditures on mineral exploration property development in the future. An Information Circular with respect to this change of business focus is currently being prepared for mailing to all current shareholders of the Company. It is currently anticipated that approval for completion of the Transaction will be voted on at a special meeting of shareholders that is anticipated to be held by the end of March 2016.

The Company still maintains its 50% interest in the Blue Quartz gold property located in Matheson, Ontario. Subject to the completion of the Transaction, it is anticipated that the Company will be looking to joint venture this property in the coming months. In addition, on December 21, 2015, the Company announced that it had terminated the option agreement on the TimGinn gold property located in the Timmins area of Ontario. No exploration work was undertaken on these properties during fiscal 2015.

## **FINANCING**

In December of 2013, the Company completed a private placement generating proceeds of \$50,000 by issuing 1,000,000 flow-through common shares at \$0.05 per share. Each unit consisted of 1 common share and one half warrant. Each whole warrant entitled the holder to purchase one common share at a price of \$0.10 per share for 18 months.

No financings were completed during the fiscal year ended September 30, 2015.

Subsequent to year-end, on December 10, 2015, the Company arranged bridge loans in the amount of \$100,000 to be used by the Company to fund the completion of the Transaction and for general working capital purposes.

## **OVERALL PERFORMANCE**

Over the last several years, the global financial and commodity markets were characterized by extreme volatility as market participants reacted and responded to uncertainty and pessimism over the depressed North American and international economies. These circumstances have had an impact on the Company's operations and, in particular, on the economics of its existing exploration and development projects, its strategy to evaluate and, if attractive, complete potential acquisitions and otherwise its ability to pursue growth opportunities. Based on this current malaise in the mineral resource sector, subsequent to year-end, management and directors of the Company made the decision to enter into the commercial real estate business as described above and as is set out in more detail in news releases dated December 2 and 21, 2015 which are available on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Selected Financial Information**

The following table provides selected financial information for the year ended September 30, 2015 and the two most recent years ended September 30, 2014 and September 30, 2013.

	September 30 2015	September 30 2014	September 30 2013
	\$	\$	\$
Revenue	-	-	-
Operating expenses	82,057	257,081	594,375
Exploration and evaluation expenditures	6,131	19,338	182,302
Net Loss	(33,872)	(265,081)	(634,000)
Loss per share	(0.01)	(0.01)	(0.02)
Total Assets	4,355	39,765	103,660
Liabilities	261,948	265,986	81,300
Dividend Paid	\$Nil	\$Nil	\$Nil

The following tables summarize selected quarterly financial data of the Company for the eight most recent quarters.

### Results of Operations

#### Quarterly Financial Information (unaudited)

	2015	2015	2015	2015
	Q4	Q3	Q2	Q1
(a) Revenue	\$-	\$-	\$-	\$-
(b) Net (loss) income	(99,887)	(12,224)	6,199	72,040
(c) Net (loss) income per share (basic and fully diluted)	\$(.01)	\$(.01)	\$0.01	\$0.01
	2014	2014	2014	2014
	Q4	Q3	Q2	Q1
(a) Revenue	\$-	\$-	\$-	\$-
(b) Net (loss)	\$(44,280)	\$(56,443)	\$(74,795)	\$(89,563)
(c) Net (loss) per share (basic and fully diluted)	\$(.01)	\$(.01)	\$(.01)	\$(.01)

## **OPERATIONAL REVIEW & RESULTS OF OPERATIONS**

FOR THE YEAR ENDED SEPTEMBER 30, 2015

Net loss for the year ended September 30, 2015, was \$(31,872) as compared to a loss of \$(265,081) for the same period in 2014. In March 2014, the Company consolidated offices reducing rental expense, and has reduced all other expenses in its effort to minimize operating expenses. The President & CEO and CFO resigned and replaced by a director that did not charge a management fee.

Professional fees were \$13,500 in the period as compared to \$15,778 in 2014.

The Company's management and consulting fees for the year ended September 30, 2015 were \$37,500 compared to \$150,000 during 2014. On January 31, 2015 the President and CEO and the CFO left the Company and the management was taken over by a director without charge. The Company's office, general and administrative expense for the year ended September 30, 2015 of \$22,046 was down from \$46,882 reported in 2014 reflecting lower office activities and office consolidation savings.

The Company incurred a flow-through share premium recovery during the year ended September 30, 2015 of \$3,185 compared to \$885 for the same period in 2014. This recovery is a result of flow-through shares issued at a premium to the market price in recognition of the tax benefits accruing to subscribers during the period.

### **FINANCINGS**

Subsequent to Year-end

On December 10, 2015, the Company arranged bridge loans in the amount of \$100,000 to be used by the Company to fund the completion of the Transaction and for general working capital purposes.

Fiscal 2015

No financings were completed during the year ended September 30, 2015.

Fiscal 2014

In December 2013, the Company completed a private placement raising \$50,000 by issuing 1,000,000 flow-through common shares at \$0.05 each. Each unit was comprised of one common share and one half common share purchase warrant. Each whole warrant was exercisable at a price of \$0.10 for a period of 18 months.

### **MINERAL EXPLORATION PROPERTIES**

None of the Company's mineral properties are at or near production. As at September 30, 2015, the Company had the following mineral properties:

### **Blue Quartz / BQ-Extension Properties**

On December 6, 2010, McLaren and Orla Mining Ltd. (formerly Red Mile Minerals Corp.) ("Orla") entered into an option agreement whereby McLaren could earn a 50% interest in the Blue Quartz gold property (the "Blue Quartz Property"), with McLaren having the right of first refusal on the remaining 50% interest. McLaren earned a 50% interest in the Blue Quartz Property, with a cash payment of \$10,000, and spending \$200,000 on exploration and evaluation expenditures ("E&E") on or before September 1, 2011. The Blue Quartz Property consists of 25 patented mining claims located in Beatty Township, Northern Ontario.

During December 2011, the Company completed the \$200,000 in E&E and exercised its option to acquire a 50% interest in the Blue Quartz Property which is subject to 1.0% net smelter royalty ("NSR") held by the predecessor companies, Thundermin Resources Inc. and Wesdome Mines Ltd. The Company has the right to purchase 50% of the NSR from the predecessor companies for \$250,000. McLaren and Orla agreed to associate on a shared cost basis for further E&E of the Property.

On July 26, 2011, the Company purchased a 100% interest in 8 unpatented claims from 2285944 Ontario Limited (the "BQ-Extension Property") totaling 240 hectares for \$68,000.

### **TimGinn**

On November 7, 2011, the Company announced that it had signed a Letter of Intent ("LOI") with TimGinn Exploration Limited to earn a 60% interest in a past-producing gold property (the "TimGinn Property") located in Tisdale Township in the heart of the Timmins Gold Camp adjacent to Goldcorp's Hollinger Mine (19.3 million oz) and McIntyre Mine (10.7 million oz). The TimGinn Property consists of 9 mining claims covering 238 hectares. There was brief gold production on the TimGinn Property during the 1920's by Consolidated Gilles Lake Gold Mines when a two compartment shaft was sunk to a depth of 940 feet. The TimGinn Property is unexplored 300 m deep.

McLaren can earn a 50% interest in the property by incurring \$2 million of exploration expenditures by April 30, 2015 and an additional 10% interest by incurring an additional \$2 million in exploration expenditures by April 30, 2016.

On December 21, 2015, the Company announced that it had relinquished all right and title to the TimGinn gold property.

### **OBJECTIVES AND MILESTONES**

McLaren was incorporated on July 13, 1999 under the Business Corporations Act (Ontario). Since that time, the Company has predominantly been engaged in the acquisition, exploration and development of gold properties in Ontario. On December 2, 2015, the Company announced that it was refocusing its business activities towards the commercial real estate property industry and that it had entered into a reverse takeover transaction with three real estate holding companies (the "Transaction"). Subject to the completion of the Transaction, the

Company does not plan to pursue further expenditures on mineral exploration property development. An Information Circular with respect to this change of business strategy is currently being prepared for mailing to all current shareholders of the Company for approval at a special meeting of shareholders that is anticipated to be held by the end of March 2016.

## **LIQUIDITY**

### **Operating Activities**

Cash flow used in operating activities during the year ended September 30, 2015 was \$20,158 compared to \$100,257 during the same period in 2014. The Company spent \$6,131 on E&E during the year ended compared to \$19,338 in 2014.

### **Liquidity Outlook**

McLaren had cash of \$1,480 available at September 30, 2015, a decrease of \$20,158 from the September 30, 2014 balance of \$21,638.

As at September 30, 2015, the Company had a working capital deficit of \$257,593 a increase of \$31,372 from the working capital balance deficit of \$226,221 at September 30, 2014.

Notwithstanding the success to date in acquiring equity financing on acceptable terms, there is no guarantee of obtaining future equity financings or on what terms any such equity capital may be available to the Company and, as such, alternative funding programs are also being pursued by the Company.

The Company must utilize its current cash reserves, funds obtained from the exercise of options and warrants, if any, and other financing transactions to maintain the Company's capacity to meet working capital requirements, ongoing discretionary and committed exploration programs. The Company anticipates that it will raise additional capital when and if the opportunity arises. See "Risk Factors".

On the date of this MD&A, the cash resources of the Company are held in cash with a major Canadian financial institution. Amounts recoverable are comprised of sales tax receivables from the Government of Canada and other receivables.

### **OFF STATEMENT OF FINANCIAL POSITION TRANSACTIONS**

During the year ended September 30, 2015, there were no off statement of financial position transactions. The Company has not entered into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk.

## **PROPOSED TRANSACTIONS**

On December 2, 2015, the Company announced that it was refocusing its business activities towards the commercial real estate property industry and that it had entered into a reverse takeover transaction with three real estate holding companies (the “Transaction”). Subject to the completion of the Transaction, the Company does not plan to pursue further expenditures on mineral exploration property development. An Information Circular with respect to this change of business strategy is currently being prepared for mailing to all current shareholders of the Company for approval at a special meeting of shareholders that is anticipated to be held by the of March 2016.

## **DIVIDENDS**

The Company has neither declared nor paid any dividends on its common shares. The Company intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on its common shares in the foreseeable future.

## **CONTINGENCIES AND COMMITMENTS**

The Company has made the following commitments as of the date of this MD&A:

On December 10, 2015, the Company arranged bridge loans in the amount of \$100,000 to be used by the Company to fund the completion of the Transaction and for general working capital purposes. If the anticipated Transaction is not completed for some reason, the Company has committed to repay the bridge loans in the future,

## **RELATED PARTY TRANSACTIONS**

Certain corporate entities and consultants that are related to the Company’s officers and directors or persons holding more than 10% of the issued and outstanding shares of the Company provide consulting and other services to McLaren. All transactions were conducted in the normal course of operations and are measured at the exchange amounts as follows:

- (a) Included in management and consulting fees are fees paid to officers and directors and former officers and directors of the Company and corporations related to them of \$37,500 (2014 - \$175,163). Included in accounts payable is \$184,090 (2014 - \$225,800) relating to unpaid management and consulting fees. The \$184,090 payable was extinguished January 11, 2016. (see Subsequent Event note)
- (b) Director fees of \$Nil (2014 - \$Nil) were paid during the period.
- (c) During the year ended September 30, 2015, the Company was charged \$Nil (2014 - \$4,778) by a law firm of which an officer of the Company is a partner. Accounts payable at September 30, 2015 includes \$Nil (2014 - \$Nil) owing to this law firm.

**DISCLOSURE OF OUTSTANDING SHARE DATA**  
**SHARE CAPITAL**

The following table sets forth information concerning the outstanding securities of the Company as at September 30, 2015:

<b>Common Shares of no par value</b>	<b>Number</b>
Shares	28,094,281
Options	725,000
Fully diluted shares	29,819,281

See note 12 to the audited financial statements for the year ended September 30, 2015 and 2014 for more detailed disclosure of outstanding shares data.

**Financial Instruments and other Instruments**

**Fair Value of Financial Assets and Liabilities**

The Company's financial instruments comprise cash, marketable securities, accounts receivable and accounts payable and accrued liabilities.

The Company has designated its cash as FVTPL, which is measured at fair value. Investments are classified as held -for-trading, which are measured at fair value. Fair value of investments is determined based on transaction value and is categorized as Level 1 measurement. Amounts and other receivables are classified for accounting purposes as loans and receivables, which are measured at amortized cost which equals fair value. Trade and other payables, are classified for accounting purposes as other financial liabilities, which are measured at amortized cost which also equals fair value. Fair values of amounts and other receivables, trade and other payables, are determined from transaction values which were derived from observable market inputs. Fair values of these financial instruments are based on Level 2 measurements.

As at September 30, 2015, the carrying and fair value amounts of the Company's financial instruments are approximately equivalent.

The Company has made the following classifications:

Cash	FVTPL
Investments	Held-for-trading
Amounts and other receivables	Other receivables
Trade and other payables	Other liabilities

## **Financial Instrument Risk Exposures**

It is management's opinion that the Company is not exposed to significant interest or credit risks arising from its financial instruments and that their fair values approximate their carrying value unless otherwise noted. Fluctuation in currency exchange rates, have no material impact on the Company's earnings and cash flows.

## **Risks and Uncertainties**

### **Political Risk**

All of the Company's mineral properties are located in Canada. Accordingly, the Company is subject to risks normally associated with exploration for and development of mineral properties in this country. The Company's mineral exploration activities could be affected in varying degrees by political instability, aboriginal land claims and government regulation relating to the mining business. Operations may also be affected in varying degrees by terrorism, military conflict or repression, crime, extreme fluctuations in currency rates and high inflation.

### **Interest Rate Risk**

The Company invests cash surplus to its operational needs in investment-grade short term deposits certificates issued by the bank where it keeps its Canadian bank accounts. The Company periodically assesses the quality of its investments with this bank and is satisfied with the credit rating of the bank and the investment grade of its short term deposits certificates.

### **Equity Price Risk**

Market risk arises from the possibility that changes in market prices will affect the value of the financial instruments of the Company. The Company is exposed to fair value fluctuations on its investments. The Company's other financial instruments (cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities) are not subject to price risk.

### **Liquidity Risk**

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2015, the Company had current assets of \$4,355 (September 2014 - \$39,765) and current liabilities of \$261,948 (September 2014 - \$265,986). All of the Company's financial liabilities and receivables are subject to normal trade terms. The Company had a current working capital (deficit) as of September 30, 2015, of \$(257,593) (2014 – \$(226,221)). The Company has suspended payments to Officers, Directors, Consultants and consolidated offices reducing office rent and associated costs and management fees are accrued.

### **Business Risk**

There is numerous business risks involved in the mineral exploration industry, some of which are outlined below. The Company may not always own 100% of the mineral claims, concessions, rights or other interests. Similarly, any non-compliance with or non-satisfaction of the terms of an option agreement by the Company could affect its ability to exercise the option and earn its interest in the claims, concessions and assets relating to mineral properties. Mining claims, concessions or other interests may not include surface rights and there can be no assurance that the Company will be successful in negotiating long-term surface rights access agreements in respect of the properties. Failure to obtain surface rights could have an adverse impact on the Company's future operations.

The Company's current or future operations, including development activities, are subject to environmental regulations which may make operations not economically viable or prohibit them altogether. The success of the operations and activities of the Company is dependent to a significant extent on the efforts and abilities of its management, outside contractors, experts and other advisors. Investors must be willing to rely to a significant degree on management's discretion and judgment, as well as the expertise and competence of the outside contractors, experts and other advisors. The Company does not have a formal program in place for succession of management and training of management. The loss of one or more of the key employees or contractors, if not replaced on a timely basis, could adversely affect the Company's operations and financial performance.

### **Foreign Currency Risk**

The Company's exploration and evaluation activities are substantially denominated in Canadian dollars. The Company's funds are kept in Canadian dollars, with a major Canadian financial institution.

### **Commodity Price Risk**

The price of the common shares in the capital the Company, its financial results, exploration and evaluation activities have been, or may in the future be, adversely affected by declines in the price of gold and/or other metals. Gold prices fluctuate widely and are affected by numerous factors beyond the Company's control, such as the sale or purchase of commodities by various central banks, financial institutions, expectations of inflation or deflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, international supply and demand, speculative activities and increased production due to new mine developments, improved mining and production methods and international economic and political trends. The Company's revenues, if any, are expected to be in large part derived from mining and sale of precious and base metals or interests in properties related thereto. The effect of these factors on the price of precious and base metals, and therefore the economic viability of any of the Company's exploration projects, cannot accurately be predicted.

### **Environmental and Permitting**

All aspects of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations, among other things, mandate the maintenance of air and water quality standards, land reclamation, transportation, storage and disposal of hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

### **Additional Capital**

The exploration activities of the Company may require substantial additional financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration and development of any of the Company's properties. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financings will be favourable to the Company. In addition, low commodity prices may affect the Company's ability to obtain financing.

### **Acquisition**

The Company uses its best judgment to acquire mining properties for exploration and development. In pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including arrangements to finance the acquisitions and development, or integrate such opportunity and their personnel with the Company. The Company cannot assure that it can complete any acquisition that it pursues or is currently pursuing, on favourable terms, or that any acquisition completed will ultimately benefit the Company.

### **Segregation of duties**

Segregation of duties is a basic, key internal control and one of the most difficult to achieve in a small company. It is used to ensure that errors or irregularities are prevented or detected on a timely basis by employees in the normal course of business. Due to the Company's small size and limited resources, a complete segregation of duties within the Company's accounting group cannot be fully achieved. The result is that the Company is highly reliant on the performance of mitigating procedures during the process of closing its financial statements in order to ensure the financial statements are presented fairly in all material respects. Management will identify and hire additional accounting resources where cost effective and when required. Where it is not cost effective to obtain additional accounting resources, management will review existing mitigating controls and, if appropriate, implement changes to its internal control processes whereby more effective mitigating controls will be adopted.

## **Competition**

The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than the Company. Competition in the mining business could adversely affect the Company's ability to acquire suitable producing properties or prospectus for mineral exploration in the future.

## **Reliance on Management**

The success of the Company depends to a large extent upon its abilities to retain the services of its senior management and key personnel. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business. Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

## **INTERNAL CONTROL OVER FINANCIAL REPORTING**

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

## **OTHER INFORMATION**

This MD&A of the financial position and results of operations as at September 30, 2015, should be read in conjunction with the Company's annual audited financial statements and the related notes for the years ended September 30, 2015 and 2014. Additional information will be accessible at the Company's website [www.mclarenresources.com](http://www.mclarenresources.com) or through the Company's public filings at [www.sedar.com](http://www.sedar.com).

## **MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

The Company's financial statements are the responsibility of the Company's management, and have been approved by the Board. The financial statements were prepared by the Company's management in accordance with IFRS. The financial statements include certain amounts based on the use of estimates and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the financial statements are presented fairly in all material respects.

The Company has designed appropriate internal controls over financial reporting (“ICFR”) for the nature and size of the Company’s business, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The Company’s ICFR are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable IFRS. ICFR should include those policies and procedures that establish the following inter-related, non-discrete results:

- maintenance of records in reasonable detail, that accurately and fairly reflect the transactions and dispositions of the Company’s assets;
- reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS;
- receipts and expenditures are only being made in accordance with authorizations of management and the Board ; and
- reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company’s assets that could have a material effect on the financial statements. There have been no changes in ICFR during the year ended September 30, 2015 that have materially affected, or are reasonably likely to materially affect, the Company’s ICFR.

There have been no changes in ICFR during the year ended September 30, 2015 that have materially affected or are reasonably likely to materially affect, the Company’s ICFR.

Management is responsible for all information contained in this MD&A. The financial statements have been prepared in accordance with IFRS and include amounts based on management’s informed judgments and estimates. The financial and operating information included in this MD&A is consistent with that contained in the financial statements in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

The Audit Committee has reviewed the annual audited financial statements and interim three month unaudited financial statements with management. The Board of Directors has approved these financial statements on the recommendation of the Audit Committee.

## **SUBSEQUENT EVENTS**

On December 2, 2015, the Company announced that it had entered into an agreement dated December 1, 2015 with three real estate holding companies (collectively, the “Propertycos”) to acquire 100% of the outstanding shares of each of the Propertyco by way of a share exchange transaction (the “Transaction”). Upon completion of the Transaction, the shareholders of the Propertycos and the shareholders of McLaren will hold approximately 90% and 10%, respectively, of the outstanding common shares of the resulting company which will carry on business as a commercial real estate company. The Transaction is conditional upon, among other things, completion of satisfactory due diligence, applicable regulatory approvals and the approval of the shareholders of McLaren. For additional information, please refer to news releases dated December 2 and 10, 2015 that are listed on SEDAR at [www.sedar.com](http://www.sedar.com).

On December 10, 2015, the Company arranged bridge loans in the total amount of \$100,000 to be used by McLaren to fund the completion of the Transaction and for general working capital purposes.

On December 21, 2015, the Company announced that it had returned the TimGinn gold property located in the Timmins Gold Camp to the vendors.

On January 11, 2016, the Company settled all accounts payable and accrued liabilities with the former President and CEO who resigned on January 31, 2015. The settlement included the payment of \$30,000 cash and the issuance of 1,000,000 common shares. As a result of the settlement, the Company wrote off accounts payable of \$70,500.

## **OFFICERS AND DIRECTORS**

Michael Meredith	Director & Chairman, President & CEO and interim CFO
Paul Crath	Director
John Holko	Director
John Heslop	Director
Nadim Wakeam	Secretary

Signed

“Michael Meredith”

Interim Chief Financial Officer

January 27, 2016