Management Discussion and Analysis
Year-end and Fourth Quarter, 2016

This Management's Discussion and Analysis ("MD&A") of Eagle Plains Resources Ltd. ("Eagle Plains" or the "Company") is dated April 24, 2017 and provides a discussion of the Company's consolidated financial and operating results for the quarter and year ended December 31, 2016 with comparisons to previous quarters. This MD&A should be read in conjunction with the quarterly consolidated financial statements and accompanying notes and the most recently published annual audited consolidated financial statements and notes.

Business Overview

Eagle Plains Resources Ltd. (EPL: TSX-V) is a junior resource company holding properties in Western Canada for the purpose of exploring for, and the development of mineral resources. Its primary objective is to enhance shareholder value through the acquisition and development of early-stage exploration projects. The Company currently controls over 50 gold, silver, uranium, copper, molybdenum, lead, zinc, gypsum and rare earth ("REE") mineral projects, 6 of which are currently under option agreements with third parties. The Company also provides geological services on its properties optioned to others and properties owned by others through its subsidiary, Terralogic Exploration Inc. ("Terralogic").

During the year the company completed geological exploration programs on its Vulcan and Iron Range properties in BC and on its Fisher, Orchid and Chico properties in Saskatchewan. The company also made a number of land acquisitions to consolidate its land holdings in Saskatchewan, most notably around the Fisher project near Silver Standard Resources Inc.'s Seabee Mine complex.

The Company re-acquired 100% ownership of its Iron Range property in BC and entered into option agreements on its Fisher and Chico properties in Saskatchewan.

The Company's subsidiary, Terralogic Exploration Inc. had a successful year generating over $2 million in sales and is anticipating a productive 2017.

Going forward the Company is being selective in which projects it works on with the preservation of capital a prominent consideration.

Selected Annual Information

Selected annual information from the audited consolidated financial statements for the years ended December 31, 2016, 2015 and 2014 is presented in the table below. The financial data has been prepared in accordance with International Financial Reporting Standards ("IFRS") and is reported in Canadian dollars.

December 31	2016	2015	2014
Operating revenues	$2,119,731	$1,930,236	$4,721,328
Operating loss for the year	(968,660)	(2,005,620)	(481,735)
Loss for the year	(461,862)	(2,036,363)	(4,658,046)
Loss per share - Basic	(0.01)	(0.02)	(0.06)
Diluted loss per share	(0.01)	(0.02)	(0.06)
Total assets	6,474,148	6,358,598	8,653,563
Total long term liabilities	-	-	-

Operating revenues fluctuate based on the number of third party option agreements that are in effect and exploration work undertaken on these projects and third party work carried out by TerraLogic.

Profit (loss) for the year can be affected significantly by non-cash expenses such as share-based payments and write down of exploration and evaluation assets, and non-operating income items such as option proceeds in excess of carrying value, impairment charges on investments and gain or losses on sale of investments. Following are items that have had such an effect:

	2016	2015	2014
Share-based payments	$ 6,660	$ 168,684	$ 3,205
Write down of exploration and evaluation assets	242,245	1,199,224	116,405
Option proceeds in excess of carrying value	110,826	10,000	123,447
Gain (loss) on sale of investments	338,091	(14,447)	(424,105)
Reclassification of impairment charges on investments	20,000	116,370	3,653,946

RESULTS OF OPERATIONS - ANNUAL

For the year ended December 31, 2016, the Company recorded a net loss of $461,862. This compares to a loss of $2,036,363 in 2015. The decreased loss is due mostly to the recording of lower write-downs of exploration and evaluation assets of $242,245 (2015 - $1,199,224) and higher gains (losses) on sales of investments of $338,091 (2015 - $(14,447).

Revenue
Revenue from exploration services provided by the Company's wholly-owned subsidiary, TerraLogic, on optioned and third party properties was $2,119,731 (2015 - $1,930,236) and resulted in a gross profit for geological services of $313,959 (2015 - $370,459). The decrease in gross profit is due to the continued poor economic market for mining juniors and Terralogic having to make pricing adjustments to accommodate this. Revenues of $1,528,642 (2015 - $1,088,634) in British Columbia, $483,330 (2015 - $810,844) in Saskatchewan, and $107,759 (2015 - $30,758) in the Yukon/NWT were generated by TerraLogic on third party contracts.

Investment income of $22,173 (2015 - $30,036) is comprised of interest earned on deposits.

Other income of $55,677 (2015 - $60,038) is comprised of:
- rental income of $50,970 (2015 – $47,704)
- finance charges of $(69) (2015 - $249)
- other miscellaneous items of $4,776 (2015 – $12,085)

The Company included in income, option proceeds in excess of carrying value of $110,826 (2015 - $10,000). These excess proceeds are the result of shares and cash received pursuant to various option agreements during the year in excess of the carrying value of the respective exploration and evaluation assets.

The Company sold investments during the year, receiving proceeds of $515,969 (2015 - $93,488) with resultant gains (losses) on sale recorded of $338,091 (2015 - $(14,447)). The gains are the result of the junior resource market improving but most of the gains are the result of previously recording an impairment write-down on investments that were required by IFRS.

Expenditures
For the year ended December 31, 2016, total geological expenses increased to $1,805,772 (2015 - $1,559,777) in direct relation to the increase in revenue.

Operating expenses (total expenses less bad debts, depreciation, share-based payments, and write-down of exploration and evaluation assets) for the year were $928,929 (2015 – $976,733). Administration costs decreased due to a greater percentage of TerraLogic wages allocated to projects in 2016 and fewer tradeshows attended resulting in lower travel costs. Eagle Plains, however, made the decision to begin attending more tradeshows in order to promote their projects to third parties which increased trade show costs. The Company has made it an objective to maintain or reduce overall expenditures and considers the implementation to have been successful to date.

The Company recorded share-based payments of $6,660 (2015 - $168,684) for options issued and/or vested in the year.

The Company wrote down $242,245 (2015 - $1,199,224) of deferred exploration expenditures on properties determined to be impaired as pronounced in IFRS 6. A major factor for this impairment charge is the current economic climate in which there is little capital available for exploration. As a result, fewer planned exploration programs are proposed which causes impairment per IRFS 6 (see note 3(d) in the consolidated financial statements).

Liquidity and Financial Resources
At December 31, 2016, the Company had working capital of $4,205,832 (2015 - $3,897,556). Working capital increased due an increase in the market value of investments and proceeds from securities sold throughout the year offset by ongoing operating and exploration costs.

The Company held cash and cash equivalents of $3,215,507 (2015 - $3,367,724). The decrease in cash results from ongoing operating and exploration expenditures on Company properties in the year offset by proceeds from securities sold throughout the year.

The Company held receivables of $214,653 (2015 - $184,189) primarily for work performed by TerraLogic on third party contracts.

At December 31, 2016, the Company held investments comprised of publicly traded securities having a market value of $910,246 (2015 - $490,684). Market value is based on closing quoted bid prices for publicly traded shares and may not approximate trading prices at the time of disposition. Management regularly reviews the portfolio and makes decisions for trading based on current market trends and requirements of the Company.

The Company holds term deposits with maturity dates of greater than three months, classified as long-term, in the amounts of $69,460 (2015 - $69,227) as reclamation bonds and term deposits of $265,449 (2015 – $263,189), included in the cash and cash equivalents

Liquidity and Financial Resources - continued

balance of $3,215,507 (2015 - $3,367,724), for the guarantee of company credit cards. Term deposits classified as cash and cash equivalents are cashable on demand, as long as credit cards are cancelled.

The Company owns its own office facilities and an acreage outside of Cranbrook, complete with a house, work shop and drill-core logging facility. Revenue is generated from the rental of these facilities when not used in on-going operations.

The Company has no other long term debt obligations or other commitments for capital expenditures.

The Company's continuing operations can be financed by cash on hand and/or the liquidation of marketable securities. Expanded operations or aggressive exploration programs would require additional financing, primarily through the public equity markets, or through joint venture partnerships. Circumstances that could affect liquidity are significant exploration successes or lack thereof, new acquisitions, changes in metal prices and the general state of the equity markets for junior exploration companies. The exploration and development programs of the Company are determined by management with all of the above taken into consideration.

Investments

The Company held public traded securities having a market value of $910,246 (2015 - $490,684) comprised of common shares of current and former third party optionees, issued to the Company in accordance with the terms of certain option agreements. Management sold investments during the year realizing proceeds of $515,969 (2015 - $93,488) with resultant gains (losses) on sales recorded of $338,091 (2015 - $(14,447)). The increase in market value is primarily due to the improved financial markets for junior resource companies.

The Company holds funds in a money market account, cashable on demand, classified as cash and cash equivalents, in the amounts of $156,966 (2015 - $305,546). The decrease is due to funds withdrawn during the year and used for operations.

The Company holds term deposits of $2,337,478 (2015 - $2,305,132) for terms of less than 90 days, cashable on demand, and $265,449 (2015 – $263,189), for the guarantee of company credit cards, which are cashable on demand, as long as credit cards are cancelled. All are classified as cash and cash equivalents.

At December 31, 2016, the Company assessed that investments were impaired per IAS 39 which states that a significant or prolonged decline in the fair value of an investment below its cost is objective evidence of impairment. Accordingly, the Company recorded $20,000 (2015 - $116,370) of impairment charges on investments during the year.

During the year the Company:

a) received 2,000,000 (2015 – 1,600,000) shares for the various option and property purchase agreements in effect with an attributed value of $90,000 (2015 - $33,000).

The market value is based on closing bid prices for publicly traded shares and may not approximate trading prices at the time of disposition. Management regularly reviews the portfolio and makes decisions for trading based on current market trends and requirements of the Company.

Exploration and Evaluation Assets

The required detailed schedule of Exploration and Evaluation Assets for the year is included in the Company's consolidated financial statements. For details of option agreements on properties refer to Note 7 in the consolidated financial statements.

During the year ended December 31, 2016, the Company made acquisition and exploration expenditures of $209,041 (2015 - $376,407) and received option payments of $213,500 (2015 - $95,000). As a result of option payments received, the Company recorded in income, option proceeds in excess of carrying value of $110,826 (2015 – $10,000). The Company wrote down properties of $242,245 (2015 - $1,199,224) as, per IFRS 6, there were no substantive expenditures on further exploration for and evaluation of mineral resources planned on certain properties at this time. A mineral tax credit claim of $22,974 (2015 - $18,487) is being claimed for the year. As a result of the foregoing, exploration and evaluation assets totaled $709,893 at December 31, 2016, down from $868,745 at December 31, 2015. See Schedule 1 – Exploration and evaluation and Schedule 2 – Acquisition and exploration additions to the consolidated financial statements.

Following are synopses of current Eagle Plains' properties with activity under option agreements:

British Columbia

Coyote Creek (Gypsum)

On July 1, 2014, the Company entered into an agreement with Secure Minerals Inc. (subsequently amalgamated with Secure Energy (Drilling Services) Inc.)("Secure"), whereby Secure will reserve the exclusive option over a five year period to purchase the Coyote Creek mineral tenures. In order to exercise the option and acquire a 100% interest in the property Secure is required to make cash payments totaling $250,000 over the five year period plus a production royalty on material extracted.

British Columbia - continued

Coyote Creek (Gypsum) - continued

The 2,048 hectare property is located approximately 50 km NE of Cranbrook, BC. The claims were acquired to cover a package of black shales and carbonates associated with highly-elevated base- and precious-metal geochemistry and a number of gypsum occurrences.

Hall Lake (Au,Ag)

On September 12, 2011, the Company completed an option agreement whereby Bethpage Capital Corp. ("Bethpage") can earn a 60% interest in Eagle Plains' Hall Lake Property located 40km west of Kimberley, British Columbia. On October 30, 2014, the companies agreed to amend the option agreement whereby all option payment dates were deferred by one year. In consideration, the Company received 100,000 shares of Bethpage. On November 13, 2015, the companies agreed to further amend the option agreement to extend the due dates for payments. In consideration, the Company received $5,000.

Property Geology - The road-accessible property is approximately 439 ha in size and overlies rocks of the Purcell Supergroup, including the Creston and Aldridge Formation sediments. A large Cretaceous-aged granitic intrusive is located along a major structural corridor, with associated intrusive dykes and sills found to have associations with both gold and silver mineralization. Prospecting by Eagle Plains reported grab samples of dyke material ranging from trace values up to 2.45 g/t gold and silver values of up to 42 g/t.

The property is host to a major regional-scale north-south trending structure which is interpreted to be associated with the Iron Range structure.

Saskatchewan

Chico (Au)

On December 9, 2016, the Company entered into an option agreement with Aben Resources Ltd. ("Aben") whereby Aben has the exclusive right to earn an undivided 80% interest in the Chico Gold Project located in Saskatchewan and south of Silver Standard Resources Inc.'s Seabee/Santoy mine complex. Aben may earn an initial 60% interest by incurring $1,500,000 in exploration expenditures, issuing 1,500,000 common shares and making cash payments totalling $100,000 over 4 years. Upon earning this 60% interest, Aben may elect to exercise a second option to earn a further 20% interest by incurring an additional $2,000,000 in exploration expenditures, issuing 1,000,000 common shares, and making $50,000 cash payments within two years of the date of election.

The 2916ha Chico property is a highly prospective precious-metal exploration project. The core claims were acquired in 2015, with additional claims added in 2016.

Project Highlights

- Excellent geology favourable for gold deposits
- Significantly underexplored with encouraging early results
- On-trend with the currently producing Seabee Mine
- Multiple Au showings associated with favourable geology
- Numerous high-grade Au showings focused along a major structure

Fisher Gold Project (U, Au)

On October 5, 2016, the Company entered into an option agreement with Silver Standard Resources Inc. ("SSO") whereby SSO could earn up to a 60% interest in the property, located in Saskatchewan. To earn a 60% interest over four years, SSO agreed to complete $4,000,000 in exploration expenditures, make an initial cash payment to Eagle Plains of $100,000 and make annual cash payments of $75,000. SSO also agreed to fund the $400,000 2016 exploration program by Eagle Plains, which will be included in the $4,000,000 exploration expenditures. Once the 60% earn-in has been completed, SSO has a 90-day, one-time option to earn an additional 20% interest (for a total of 80%) by making a cash payment of $3,000,000 to Eagle Plains, at which time an 80/20 joint-venture will be formed to further advance the property. Eagle Plains will retain a Net Smelter Return ("NSR") ranging from 0.5% to 2.5% depending on the location of the claims as set out in the agreement, subject to reduction on certain claims by underlying NSR agreements. Eagle Plains' NSR may be reduced by 1% at any time upon payment of $1,000,000 by the joint venture. In addition, Eagle Plains will receive advance royalty payments of $100,000 annually from the joint venture until commencement of commercial production.

Eagle Plains' Kettle Falls and Eisler Lake projects were incorporated into the much larger Fisher Project in the Seabee Gold Mine/Santoy Lake area as discussed in a news release dated April 2, 2016. Consolidated in 2016, Eagle Plains completed a number of individual agreements with third-parties and received title to individual dispositions in the area north and south of Claude Resources Inc.'s Seabee Mine property located approximately 125km west of LaRonge, Saskatchewan. Combined with Eagle Plains' existing tenures in the area, Kettle Falls and Eisler Lake, the total land area is now 33,460 ha. The project is transected by the Churchill R. and is accessible by boat or fixed wing aircraft from Missinipe/Otter Lake, located approximately 100 km west of the property and serviced by an all season gravel road.

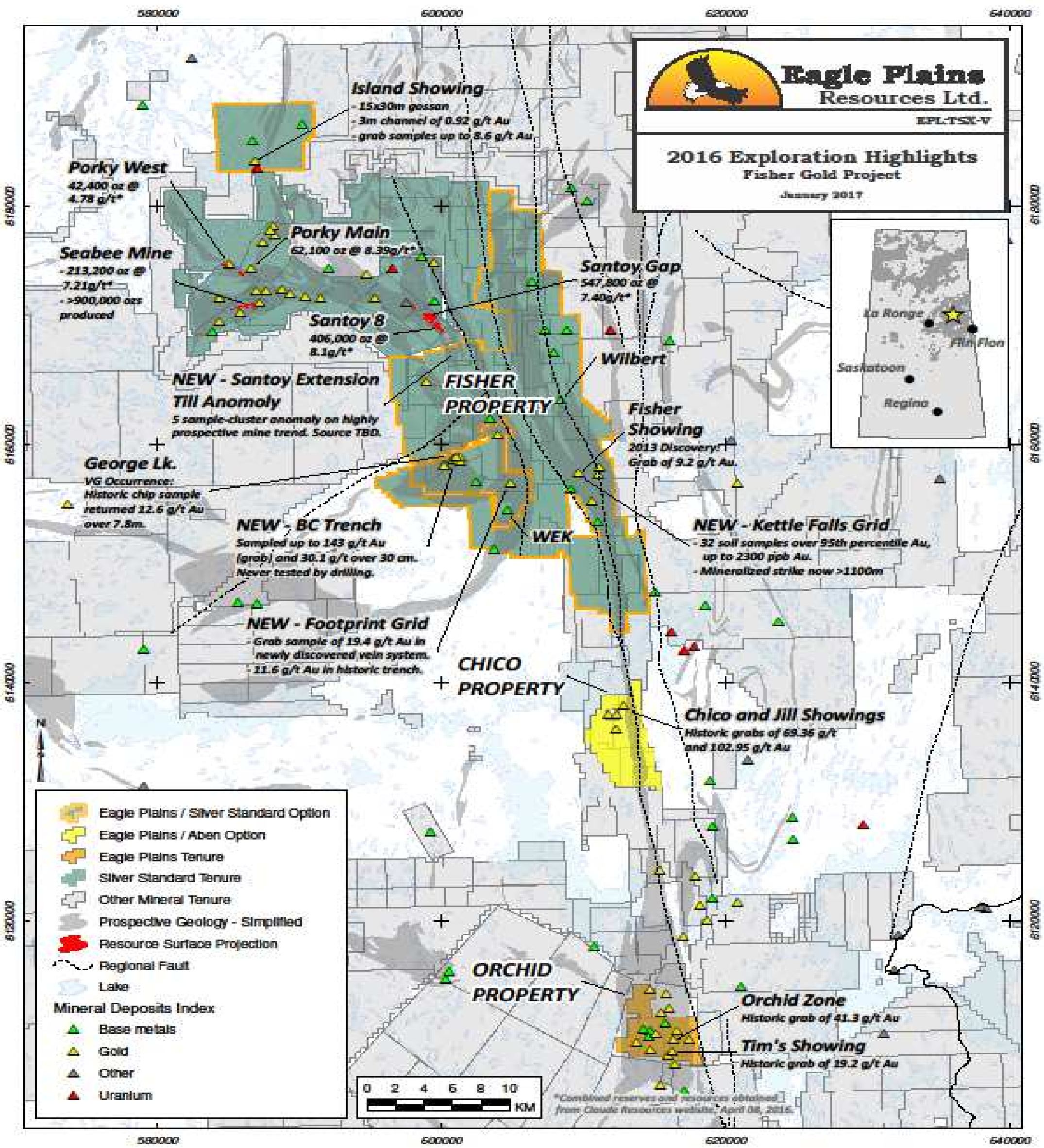
Saskatchewan - continued

Fisher Gold Project (U, Au) – continued

Project Highlights

- Excellent geology favourable for gold deposits
- Significantly underexplored with encouraging early results
- Adjacent to the currently producing Seabee Mine
- Multiple untested geophysical anomalies associated with favourable geology
- Numerous high-grade showings focused along a major structure

During mid 2016 the Fisher project underwent a comprehensive data compilation resulting in the delineation of four underexplored areas of significant interest, and these areas were the focus of the 2016 exploration program. Fieldwork for 2016 included a 3,590 line-km airborne geophysical survey, geological mapping, trenching and till and soil geochemical surveys designed to define high-grade gold targets for upcoming drilling activity. The overall objective of the 2016 exploration program was to identify mineralization similar to that of the nearby Seabee and Santoy deposits. The 2016 Fisher field program verified certain similarities to those seen at the Seabee Gold Operation, including host lithologies and contact relationships, style of mineralization, and presence of multiple fault systems that allowed for high fluid flow regimes.



Saskatchewan - continued

Fisher Gold Project (U, Au) - continued

Permitting is underway to mobilize heavy equipment to the property via winter road access in preparation for 2017 spring and summer exploration. Exploration plans include detailed geological mapping, extensive soil geochemical sampling, trenching and diamond drilling. The goal of the 2017 work program is to identify gold mineralization in geological settings similar to those recognised at the Seabee Gold Operation.

Orchid (U, Au)

On September 23, 2014, the Company announced that an agreement was executed with North Arrow Minerals Inc. (NAR:TSV-V) ("North Arrow") whereby Eagle Plains agreed to grant an option to North Arrow to earn a 70-per-cent undivided interest in the diamond rights on Eagle Plains' 100-per-cent-owned Orchid property (the "Property"), located in east-central Saskatchewan, approximately 140 km east of LaRonge and 15 kilometers east of North Arrow's Pikoo diamond discovery.

Under the terms of the Agreement, North Arrow and its JV partner Stornoway Diamonds Corp. can earn its interest by reimbursing EPL for staking costs (paid) and funding exploration and evaluation of the Property to a discovery within a three year period. Initial evaluation of the Orchid property commenced in fall 2014 with a till sampling program. Eagle Plains will maintain a 100% interest in any non-diamondiferous materials on the property, and will continue to hold 100% interest in the titles itself.

The Orchid property was acquired by Eagle Plains through the Saskatchewan MARS on-line tenure system after it was identified as covering a series of significant gold occurrences related to the regional scale Tabbernor fault complex. The Orchid property includes seven documented SMDI gold- and base-metal mineral occurrences associated with highly deformed and metamorphosed mafic volcanics and tonalitic intrusions within the 200 to 1500 m wide Tabbernor Strain Zone. The gold mineralization is found in pyritic quartz veins and is typically associated with copper, lead and zinc.

The Orchid property has seen extensive historical work including geological mapping, prospecting, soil sampling, trenching and ground-based geophysics with the last significant work programs reported in 1995. The Property has seen only a single drill hole which was completed in the Tim's Au Zone area and returned 1.3 g/t Au over two separate 0.5 meter intervals. Results from historical work on the Orchid property's mineral occurrences include:

SMDI 2646 Orchid Zone

SAMPLE #	Au in g/t	Description
34075	10.03	Orchid grab sample pyritic quartz veins with tourmaline
34080	41.36	Orchid grab sample pyritic quartz veins with tourmaline
34914	36.0	Grab sample 230 m northwest of Orchid

SMDI 2645 Tim's Au / South Lariviere

SAMPLE #	Au in g/t	Description
34012	19.2	Tim's Showing grab sample pyritic quartz veins with tourmaline
35942	0.9	Grab sample 320 m southwest of Tim's showing

Many of the other gold occurrences on the Property returned values in excess of 1 g/t Au in both rock and soil samples, with historical records indicating the presence of visible gold in some of the panned soil samples. *Management cautions it has neither verified nor confirmed these results, which are considered to be historical in nature.*

Tarku (U)

On January 15, 2014, Eagle Plains Resources Ltd. and Clear Creek Resources Ltd., subsequently renamed Tarku Resources Ltd. (TSX-V-TKU) ("Tarku") entered into an option agreement whereby Tarku may earn a 60% interest in Eagle Plains' 100% owned Tarku project located approximately 40km southwest of Cameco/Areva's Centennial uranium deposit in northern Saskatchewan.

On August 23, 2016, the Company and Tarku modified the option agreement, whereby Tarku acquired a 100% interest in the property and is not required to make further cash payments or complete work commitments. Under the terms of the revised agreement, Tarku obtained 100% interest in the property by issuing to Eagle Plains 2,000,000 voting class common shares of Tarku. Eagle Plains will maintain a 2% Net Smelter Royalty in the property, of which Tarku may purchase one-half (1%) upon payment to Eagle Plains of $1,000,000. Tarku announced the project will be re-named "Virgin River".

Following are synopses of current Eagle Plains' properties with activity but not under option agreements:

British Columbia

Iron Range (Au,Ag,Pb,Zn)

On March 11, 2014, the Company and Santa Fe Metals Corp. ("Santa Fe")(TSX-V: SFM) executed a Letter of Intent ("LOI") outlining the basic binding terms for an earn-in option whereby SFM would have the exclusive right to earn a 60% interest in Eagle Plains' 100% owned Iron Range. On February 11, 2016, the Company and Santa Fe agreed to terminate the option agreement whereby Eagle Plains regained 100% controlling interest of the Iron Range property.

The 70,473 ha Iron Range project is located near Creston, BC, and is owned 100% by EPL, subject to a 1% NSR on a portion of the claim group. A well-developed transportation and power corridor transects the southern part of the property, including a high-pressure gas pipeline and a high-voltage hydro-electric line, both of which follow the CPR mainline and Highway 3. The rail line provides efficient access to the Teck smelter in Trail, B.C

Prior to the acquisition and initial involvement of Eagle Plains in 2001, the property had seen little systematic exploration for other than iron resources known to exist on the property since the late 1800s. Since 2001, Eagle Plains and its partners have completed 17,226m in diamond drilling in 70 holes, collected 2,482 line-km of airborne and surface geophysical data and analysed 10,053 soil geochemical samples, 495 rock samples and 5,749 drill core samples.

Management of Eagle Plains consider the Iron Range project to hold excellent potential for the presence of both iron-oxide copper-gold ("IOCG") and Sullivan-style lead-zinc-silver sedimentary-exhalative ("sedex") mineralization. The Sullivan Mine was discovered in 1892 and is one of the largest sedex deposits in the world. Over its 100+ year lifetime, Sullivan produced almost 300 million ounces of silver, 36 billion pounds of lead, zinc and other associated metals, collectively worth over $40B at current metal prices. *Management cautions that past results or discoveries on proximate land are not necessarily indicative of the results that may be achieved on the Iron Range property.*

Initial field work by Eagle Plains consisted of a property-scale, wide-spaced soil geochemical survey, rock sampling and geological mapping. The work identified IOCG indicators associated with the main Iron Mountain structure in the area of the historic trenches and along the projections of structural splays. Fieldwork also identified SEDEX-style geochemical anomalies along the surface trace of the Lower-Middle Aldridge Contact (LMC), the time-equivalent to the Sullivan Ag-Pb-Zn deposit. Subsequent work by Eagle Plains included a high resolution VTEM and MAG geophysical survey, detailed soil sampling and trenching.

In 2005, Eagle Plains completed four drill-holes to test the LMC in the central portion of the property. The holes intersected "Sullivan smoke" including albite and tourmaline alteration, sedimentary fragmental, and disseminated sulphides at or near Sullivan time. One of the holes returned assay values of 3.8 g/t Au and 46 g/t Ag over 2.0 m in a fault breccia which is now understood to represent the first intersection of the Talon Zone.

Between 2007 and 2009, the exploration efforts shifted to the evaluation of the main IMFZ in the area of the historic Cominco trenches. Drilling intersected 7.0 m of bonanza-grade gold near the O-Ray Iron Oxide showing (see O-Ray Zone for details). Follow up drilling in 2009 intersected 1.0 m of 22.5 g/t Au.

Drilling in 2010 was designed to initially test a large 1.6 km x 1.2 km ovoid geophysical anomaly in the SW portion of the property deemed to be near surface, conformable to bedding and to lie at or near the Lower-Middle Aldridge Formation contact (LMC) or "Sullivan-time". To the east of the geophysics anomaly, the tenth borehole of the program intersected two zones of intensely altered and mineralized bedrock. Semi-massive to massive vein and breccia hosted sulphide mineralization including galena and sphalerite were reported from 192.0 m to 206.0 m and 277.5 m to 279.5 m (Talon zone). The eastern contact of the lowermost massive sulphide interval is truncated by a fault.

Sample Type	Results	Description of Zone and Sampling
Drill Intercept	14m* @ 5.1 g/t Au, 1.86% Pb, 2.1% Zn, 75.3 g/t Ag	192m to 206m vein hosted massive sulphide
Drill Intercept	56.5m* @ 1.9 g/t Au, 0.44% Pb, 0.59% Zn, 21.5 g/t Ag	224m to 280.5m overlain by disseminated and breccia hosted mineralization within intensely silica-k-feldspar altered rock.
Drill Intercept	2m* @ 12.8 g/t Au, 4.18% Pb, 5.06% Zn, 122.5 g/t Ag and elevated Cd, Sb, Sn, Bi and Cu	Included within the 56.5m intercept - 277.5m to 279.5m massive-sulphide truncated by a fault

* the intersections are not representative of true thickness

The Talon Zone is located within the greater "Canyon" target area an forms an elongate breccia approaching 50 m wide along a NE trend approximately 400 m west of the IMFZ. Base and precious metal mineralization (Ag-Au-Pb-Zn) is associated with texture destructive silica-K-feldspar-sericite-carbonate alteration. Structures are observed as zones of brittle deformation from one metre up to tens of metres wide which directly control the distribution of mineralization. The structural setting, geochemical signature and associated alteration minerals are indicative of an intermediate sulphidation epithermal hydrothermal system. The source of the metals remains to be determined; however the mineralization observed to date is located within +/- 150 metres of the prolific LMC.

British Columbia -continued

Iron Range (Au,Ag,Pb,Zn) – continued

During 2011, 19 diamond-drill holes were completed at the Talon Zone to further define Ag-Au-Pb-Zn mineralization at the Talon Zone. In addition to diamond drilling, extensive soil sampling, geological mapping and geophysics (VTEM, AGG, ZTEM) were completed on the property with a focus on defining potential SEDEX-style exploration targets.

The 2012 exploration program consisted of 2490 m drilling in the ROW and Talon zones targeting high-priority geophysical targets, historical geochemical anomalies and the inferred strike extension of the Talon Zone. Exploration also included geological mapping and geochemical sampling focused on high-priority geophysical targets coincident with historical geochemical anomalies.

In 2013, Eagle Plains collaborated with the Mineral Deposit Research Unit (MDRU) from the University of British Columbia to evaluate the potential of the IRFZ to host large IOCG deposits. The project was designed to assess if economic quantities of metals were mobile during the various stages of hydrothermal alteration observed within the IRFZ. Results from the research project suggest that future IOCG exploration should focus on hematite-bearing precious metal enriched IOCG systems analogous to Tennant Creek or some of the Cloncurry deposits.

In 2014, work focused on the compilation of 117 years of exploration data into a single GIS database containing 20,202 soil samples, 585 rock samples, 4,336 line-km of geophysical data from 7 individual surveys and 80 drill holes totalling of 20,300 m. Analyses of this data resulted in the identification of three distinct high-priority target areas. The Car, Canyon/Talon and Golden Cap/O-ray areas are highly prospective for SEDEX, base and precious metal mineralization and IOCG style mineralization. Other 2014 work included the completion of a 3-D geological model for the Talon Zone. In addition, a field program was conducted on the property which saw the collection of 10 heavy mineral concentrate samples (HMC) over a number of the target areas.

In 2016, a field program was completed to assess several areas of the property. Field work was directed toward extending soil coverage in areas of the property with open anomalies. High priority areas included Anchor Creek east to the Pyromorphite mineral occurrence. Bulk stream sediment samples were collected from four drainage basins within the northern portion of the property to provide baseline data to further constrain detailed mapping, prospecting and geochemical surveys. Bedrock mapping was completed at the Talon Zone to further constrain the geologic model and facilitate borehole planning. The active exploration permit was amended in 2016 to incorporate new recommendations for exploration activity in proximity to the Talon/Canyon target area.

Future Work

Future exploration work is recommended and should include, but is not limited to:

- HMC/RIM surveys for gold grain analysis and resistive indicator minerals to delineate prospective zones of Epithermal Au-Ag-Pb-Zn/IOCG/SEDEX mineralization
- Re-logging, sampling and alteration mapping of historic diamond drill core. Alteration mapping should include detailed petrographic analysis of each identified alteration assemblage, K-feldspar staining, and a radiometrics (spectrometer) orientation survey focused on delineating zones of known K-feldspar alteration
- Prospecting of the soil anomalies identified west of the Pyromorphite mineral occurrence and north of the Union Jack mineral occurrence
- Geologic Mapping and Prospecting
- Geochemical surveys as both infill and outside of current areas of coverage
- Geophysics Surveys:
  - Petrophysical characterization of historic diamond drill core where possible
  - Ground IP survey of the Canyon/Talon Zone target area to assess the potential fertility of structures along strike from the Talon Zone
- 3D modelling
- Diamond Drilling:
  - Talon Zone: 2,000 meters
  - Golden Cap Zone: 2,000 metres

All components of future exploration programs are scalable, and will be revised according to available budget resources and exploration goals.

Vulcan (Ag,Pb,Zn)

The 1550 ha Vulcan Property is located approximately 35 km NW of the historic Sullivan Mine at Kimberley, B.C. The claims include four strata-bound Pb/Zn and Cu showings within the Aldridge Formation and hold the potential to host significant sedimentary-exhalative ("SEDEX") mineralization. The exploration target is Sullivan-type stratiform sediment-hosted massive sulfide deposition. The Property is owned 100% by Eagle Plains and is considered to hold significant potential to host silver-lead-zinc mineralization similar to that at the world-class Sullivan deposit, located 30km to the east.

Since acquiring the initial claims on the property in 2005, Eagle Plains has completed an extensive compilation of all existing data, followed in 2006 by a 125 line-km helicopter-borne time-domain geophysical survey flown at 200m spacing. In 2011, EPL and partner

British Columbia - continued

Vulcan (Ag,Pb,Zn) – continued

Navy Resources conducted a 318 line-km helicopter gravity gradiometry (AGG) survey of the property. Geochemical and geological mapping programs were conducted by Eagle Plains in 2012 and 2014.

In the second quarter 2016, Phase 1 exploration work focused on recently acquired areas of the property and consisted of geologic mapping, soil-sampling, geophysical surveys and review of existing drill-core from historical work. Phase 2 work will include detailed geological work to define targets for diamond drilling.

Saskatchewan

Wollaston (U, REE's)

The Wollaston claims are located along Highway 905, an all-season road with access to the nearby Rabbit Lake and Cigar Lake uranium mines. The 7,540 ha, road-accessible property was originally staked by Eagle Plains in early 2011, based on prospective airborne radiometric anomalies and coincident lake-sediment U and REE anomalies proximal to a published Saskatchewan Mineral Index showing. In 2012, Eagle Plains completed additional staking to increase its land position on the Wollaston project following receipt of high-grade assay results from grab samples taken during 2011 fieldwork on the project, located within the Athabasca region of north-central Saskatchewan. The mineral claims are 100% owned by Eagle Plains and have no underlying royalties or encumbrances.

The claim group region is comprised of Archean granite inliers, overlain by metasedimentary rocks of the Wollaston Group, all of which have been intruded by pegmatite dykes and stocks. This sequence of basement rocks is similar to those that host the lower ore bodies of the Eagle Point Mine, and as such, basement-hosted unconformity-style mineralization remains a viable target deposit type.

Fieldwork by Eagle Plains from 2011-2014 revealed anomalous radioactivity along a 460 m strike length of Wollaston metasediments intruded by numerous sills and mineralized fractures. Ten grab samples were collected along the 460 m strike length, two of which returned very significant mineralization: 7.05% and 1.40% U3O8 respectively, with up to 2.93% ThO2, 16700 ppm lead, and 1167 ppm TREE (total rare-earth elements). Encouraging results also came from altered pegmatites 2 km south of the Manhattan Showing where grab samples returned up to 279 ppm U and 1.29% ppm total REEs from an intensely hematite altered pegmatite.

A 2015 work program followed-up on previous work which verified significant uranium mineralization near the SW corner of T-Lake, which returned 125 ppm U- one of the highest uranium in-lake-sediment sample results in the region. Five additional lake-sediment samples collected in 2014 returned uranium values between 78 and 164 ppm U, values that far exceed the 99th percentile value of 64 ppm U for 1:250K mapsheet NTS 064E. Prospecting and ground geophysical surveys were carried out in the vicinity of historical drilling, with silt and water sampling coupled with broad-spaced (50-100 m) property-scale geochemical sampling. Soil and radon-in-water sampling were employed at appropriate microsite locations. Reconnaissance scintillometer surveys were completed while prospecting/mapping.

Future work is recommended for the Manhattan Showing and surrounding area, including airborne and ground-based geophysics, geochemical surveying and detailed prospecting of radiometric anomalies 2 km NE and on strike with the Manhattan Showing. Two km to the south, in the area of most significant results, detailed prospecting, mapping, scintillometer surveying, soil geochemical and geophysical surveys are recommended.

Shareholders' Equity

Accumulated other comprehensive income (loss) records the unrealized gains and losses on marketable securities and the Company recorded an adjustment for unrealized income (loss) of $845,530 (2015 – ($505,346)) in the year and reclassified other comprehensive income (loss) of $338,091 (2015 – $(14,447)) due to investment sales in the year and recorded an impairment charge on investments of $20,000 (2015 - $116,370), resulting in an accumulated other comprehensive income (loss) balance of $391,774 (2015 – $(135,665)).

NSR Royalties

Eagle Plains holds valuable royalties on a number of projects in western Canada covering a broad spectrum of metals and industrial mineral projects including gold, silver, base-metals, uranium, diamonds and gypsum. Following are Eagle Plains' properties sold with attached NSR's:

NSR to EPL Property	Payor	NSR	Buydown
Carter Lake	Cameco Corporation	2.0%	1%-$1M
Carter Lake	ALX Uranium Corp.	2.0%	1%-$1M
Coflin Lake	Kalt	2.0%	1%-$1M
Carter Lake	Cameco Corporation (ALX)	2.0%	1%-$1M
Coyote Creek	Secure Minerals Inc	$1.50/ton	n/a

NSR Royalties – continued

NSR to EPL Property	Payor	NSR	Buydown
Jodi/Sphinx	Touchdown Resources Ltd	1.0%	n/a
Orchid	North Arrow Minerals Inc	2.0%	1%-$1M
Stevenson River	T Young et al	1.0%	n/a
LaRonge Gold belt	Greywacke Exploration Ltd.	2.5%	1%-$1.05M
McQuesten	Alexco Resources Ltd.	0.5-2.0%	n/a
American	ALX Uranium Corp.	2.0%	1%-$1M
Bells Isalnd (FDL)	ALX Uranium Corp.	2.0%	1%-$1M
Blanch	ALX Uranium Corp.	2.0%	1%-$1M
Botham	ALX Uranium Corp.	2.0%	1%-$1M
Cable Bay	ALX Uranium Corp.	2.0%	1%-$1M
Flat Rock Island	ALX Uranium Corp.	2.0%	1%-$1M
Fond Du Lac	ALX Uranium Corp.	2.0%	1%-$1M
Karpinka West	ALX Uranium Corp.	2.0%	1%-$1M
Key Lake	ALX Uranium Corp.	2.0%	1%-$1M
McLean Lake	ALX Uranium Corp.	2.0%	1%-$1M
Milson Lake	ALX Uranium Corp.	2.0%	1%-$1M
Park Lake	ALX Uranium Corp.	2.0%	1%-$1M
Riou Lake	ALX Uranium Corp.	2.0%	1%-$1M
South Pine	ALX Uranium Corp.	2.0%	1%-$1M
Stevenson River	ALX Uranium Corp.	2.0%	1%-$1M
Suzy Lake	ALX Uranium Corp.	2.0%	1%-$1M
Thomas Falls	ALX Uranium Corp.	2.0%	1%-$1M
Virgin River (Tarku)	Tarku Resources Ltd.	2.0%	1%-$1M
Fisher	Silver Standard Resources Ltd.	0.5-2.5%	1%-$1M

Transactions with Related Parties

The Company was involved in the following related party transactions during the year:

(a) The Company is related to Apex Diamond Drilling Ltd. ("Apex") through ownership of 10% of the shares of Apex. At December 31, 2016 and 2015 Eagle Plains' interest in Apex is as follows:

	2016	2015
Shareholder loan, interest free, no specific terms of repayment	$ 20,000	$ 20,000
Shares in Apex	20	20
	$ 20,020	$ 20,020

During the year the Company had no transactions with the related company.

(b) The Company is related to Omineca Mining and Metals Ltd. ("OMM") through common directors. During the year the Company had the following transactions with the related company:

	2016	2015
Administrative services provided by EPL and TL	$ 58,048	$ 55,124
Investor relations services provided by EPL	24,732	41,992
Geological services provided by TL	4,376	29,265

At December 31, 2016, $121,983 (2015 - $34,580) is included in accounts receivable. The Company recorded an impairment allowance of $119,368 (2015 - $34,580) in respect of the amount receivable from OMM.

(c) Included in professional fees is $10,313 (2015 - $4,713) paid for legal fees to a law firm of which one of the directors, Darren Fach, is a partner.

Transactions with Related Parties - continued

(d) Compensation to key management

Compensation to key management personnel in the year:

	2016	2015
Administration expenses		
Management fees	**120,000**	**104,633**
Wages and benefits	**65,187**	**58,825**
Acquisition and exploration additions	**-**	**8,480**
Professional fees	**34,100**	**42,500**
Share-based payments	**-**	**88,062**
	$ 219,287	**$ 302,500**

(e) Included in professional fees is $34,100 (2015 - $42,500) paid or accrued for accounting services to a director and officer of the Company.

(f) Included in administration expenses is $120,000 (2015 - $104,633) and $nil (2015 - $3,200) related to exploration and evaluation assets, paid or accrued for management services to a company owned by a director and officer of the Company.

(g) Included in administration expenses is $65,187 (2015 - $58,825) and $nil (2015 - $5,280) related to exploration and evaluation assets, paid or accrued for wages and benefits to a director and officer of the Company.

(h) The Company issued nil (2015 – 2,800,000) options, with exercise prices of $nil (2015 - $0.10 and $0.15) and expiry dates of nil (2015 - June 5, 2020 and December 29, 2020), to directors of the Company and recorded share-based payments of $nil (2015 - $88,062).

All related party transactions in the normal course of business have been measured at the agreed upon exchange amounts, which is the amount of consideration established and agreed to by the related parties. Amounts due to/from the related parties are non-interest bearing, unsecured and have no fixed terms of repayment unless otherwise specified.

Disclosure of Management Compensation

The Company has a standard compensation agreement to pay all directors an annual retainer fee of $5,000 and a stipend of $250 per board or committee meeting attended as compensation for services rendered as directors. No payments were made in the year to directors.

The Company has standard compensation agreements with certain Officers to pay a total of $19,083 (2014 - $21,417) per month as compensation for services as an officer of the Company. Payments totaling $219,287 (2015 - $214,438) were paid out in the year.

The Company has a Stock Option Plan (the "Plan") to provide an incentive for directors and officers of the Company to directly participate in the Company's growth and development by providing them with the opportunity through options to purchase common shares to acquire an increased financial interest in the Company. At the discretion of the Corporate Governance and Compensation Committee ("CGCC") options are granted to individuals taking into account the Company's long-range objectives, comparing and matching in most cases option grants and holdings for similar positions in the comparator group, and previous grants to such individuals.

Summary of Quarterly Results

Year Quarter	2016 Dec 31	2016 Sep 30	2016 Jun 30	2016 Mar 31	2015 Dec 31	2015 Sep 30	2015 Jun 30	2015 Mar 31
Revenues	$896,510	$1,123,333	$40,480	$59,408	$506,751	$988,387	$150,296	$284,802
Investment Income (loss)	4,617	5,382	5,732	6,442	5,578	6,138	7,867	10,453
Gain (loss) on sale of investments	54,479	220,373	11,035	52,204	(15,665)	(1,100)	1,953	365
Net Profit (Loss)	(222,967)	179,653	(244,737)	(173,811)	(1,434,738)	67,021	(452,684)	(215,962)
Earnings (Loss) per Share - Basic	(0.00)	0.00	(0.00)	(0.00)	(0.02)	0.00	(0.00)	(0.00)
Diluted earnings (loss) per share	(0.00)	0.00	(0.00)	(0.00)	(0.02)	0.00	(0.00)	(0.00)
Assets	6,474,148	7,518,793	6,682,268	6,370,039	6,358,598	8,152,979	7,671,159	8,299,337

Summary of Quarterly Results - continued

Revenues

Revenues per quarter vary depending on the level of exploration activity on projects held by Eagle Plains and under option to third parties and independent projects contracted by TerraLogic.

Investment Income (Loss)

Sales of investments occur throughout the year as determined by management based on market conditions and corporate developments.

Net Profit (Loss)

Profit (loss) for the quarter can be effected significantly by non-operating expenses such as share-based payments, write down of exploration and evaluation assets, depreciation and non-operating income items such as option proceeds in excess of carrying value, impairment charges on investments and gain or losses on sale of investments.

- The loss in Jun 30, 2015 includes share-based payments of $100,489 and a write down of exploration and evaluation assets of $62,273.
- The loss in Dec 31, 2015 includes share-based payments of $66,732, a write down of exploration and evaluation assets of $1,136,951 and an impairment charge on investments of $116,370.
- The net profit in Sep 30, 2016 included gains on sale of investments of $220,373 and a write down of exploration and evaluation assets of $87,321.
- The loss in Dec 31, 2016 includes a write down of exploration and evaluation assets of $154,924 and an impairment charge on investments of $20,000. Also a gain on sale of investments of $54,479.

RESULTS OF OPERATIONS – Fourth Quarter

For the quarter ended December 31, 2016, the Company recorded a net loss of $222,967 compared to net loss of $1,434,738 in 2015. The main factor for the decreased loss is the lower write-down of exploration and evaluation assets of $154,924 (2015 - $1,136,951).

Revenue

Revenue from exploration services provided by the Company's wholly-owned subsidiary, Terralogic Exploration Inc., on optioned and third party properties was $896,510 (2015 - $506,751) and resulted in a gross profit for geological services of $124,528 (2015 - $99,067). The 2016 gross profit of 13.9% (2015 – 19.5%) is due to a larger percentage of sales being on lower mark-up items and rates having to be adjusted to compensate for the poor economic climate in 2016.

Investment income of $4,617 (2015 - $5,578) is comprised of interest earned on deposits.

Other income (expense) of $(4,508) (2015 - $10,601) is comprised of rental income of $13,161 (2015 – $14,061), finance charges of $(21,167) (2015 – (9,544)) and other miscellaneous income of $3,498 (2015 – $6,084).

The Company sold securities during the quarter, receiving proceeds of $61,260 (2015 - $8,576) with resultant gains (losses) on sales recorded of $54,479 (2015 - $(15,665)).

The company included in income, option proceeds in excess of carrying value of $110,826 (2015 - $nil). These excess proceeds are the result of shares and cash received pursuant to various option agreements during the quarter in excess of the carrying value of the respective exploration and evaluation assets.

Expenditures

For the quarter ended December 31, 2016, total geological expenses were $772,388 (2015 - $403,018), the increase in direct relation to the increase in revenue.

Operating expenses for the quarter were $307,578 (2015 – $211,013). The Company, showed an increase in trade shows, travel and promotion of $17,850 (2015 - $6,676) as it made commitments to attend trade shows in an effort to increase its presence in the market. Administration costs of $237,276 (2015 - $162,148) were up due to more wages of employees charged to administration and less to projects. Professional fees of $50,098 (2015 - $38,000) increased due to legal fees related to option agreements executed in the quarter.

Non-cash expenses included share-based payments of $934 (2015 – $66,731) for options issued and vested in the quarter and depreciation of $24,348 (2015 - $29,789). The company wrote down $154,924 (2015 - $1,136,951) of deferred exploration expenditures per company policy where projects that are not currently active or have been determined to be impaired are written down. The company recorded an impairment charge on investments of $20,000 (2015 - $116,370) according to IAS 39 that states a significant or prolonged decline in the fair value of an investment below its costs is objective evidence of impairment. The company recorded an allowance (recovery) for bad debts of $23,152 (2015 - $(3,538)) related to an accounts receivable amount determined to be impaired.

Investments

The Company held public traded securities having a market value of $910,246 (2015 - $490,684) comprised of common shares of current and former third party optionees, issued to the Company in accordance with the terms of certain option agreements.

Management sold investments during the quarter realizing proceeds of $61,260 (2015 - $8,576) with resultant losses on sales recorded of $54,479 (2015 - $(15,665)). The increase in market value is primarily due to the improved financial markets for junior resource companies.

At December 31, 2016, the Company assessed that investments were impaired per IAS 39 which states that a significant or prolonged decline in the fair value of an investment below its cost is objective evidence of impairment. Accordingly, the Company recorded $20,000 (2015 - $116,370) of impairment charges on investments during the quarter.

During the quarter the Company received 2,000,000 (2015 – 1,600,000) shares for the various option and property purchase agreements in effect with an attributed value of $90,000 (2015 - $33,000).

The market value is based on closing bid prices for publicly traded shares and may not approximate trading prices at the time of disposition. Management regularly reviews the portfolio and makes decisions for trading based on current market trends and requirements of the Company.

Exploration and Evaluation Assets

The Company had acquisition and exploration expenditures of $75,640 (2015 - $114,251) on exploration and evaluation properties in the quarter and received option payments of $190,000 (2015 - $nil) in fulfilment of various option agreements. The Company wrote down exploration and evaluation assets of $154,924 (2015 - $1,136,951). As a result of the foregoing, exploration and evaluation assets totaled $709,893 at December 31, 2016, down from $897,009 at September 30, 2016.

Work done on Eagle Plains' properties in the quarter consisted of completing field exploration programs including geological mapping, soil sampling and prospecting on its BC Iron Range and Vulcan properties. The Company completed a 4,000 line-km airborne geophysical survey on its Fisher, Chico and Truscott properties in Saskatchewan and then commenced field work on its 100% owned Fisher, Chico and Orchid gold projects in Saskatchewan. The Company subsequently optioned the Fisher Gold Project to Silver Standard Resources Inc.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet transactions.

Critical Accounting Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Financial results as determined by actual events could differ from these estimates.

The estimates and underlying assumptions are continuously evaluated and reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the revision affects both current and future periods.

Significant areas requiring the use of management estimates include impairment of exploration and evaluation assets; provision of reclamation and environmental obligations; impairment of property and equipment; useful lives for depreciation of property and equipment; and inputs used in accounting for share-based payments in profit or loss.

Areas of significant judgment include the assessment of going concern; the classification of financial instruments; recognition of deferred income taxes and contingencies reported in the notes to the consolidated financial statements; determining when the decline in fair value of investments is considered to be prolonged or significant; and the classification of exploration and evaluation expenditures, which requires judgment in determining whether it is likely that future economic benefits will flow to the Company as this would result in the properties being shown as mines under construction instead of exploration and evaluation assets.

Financial Instruments

The Company carries various financial instruments and it is management's opinion that the Company is not exposed to significant risks arising from these financial instruments. Substantially all of the Company's cash is held at two recognized Canadian National financial institutions. As a result, the Company is exposed to all of the risks associated with these institutions. See Note 12 in the consolidated financial statements.

Disclosure of Outstanding Share Data

The Company has an unlimited number of common shares without nominal or par value authorized for issuance.

At April 24, 2017, the Company has 84,313,669 common shares issued and outstanding. There are no other classes of shares outstanding. During the first quarter 2016, the Company issued 500,000 shares as part of the purchase price to acquire claims in Saskatchewan. In the second quarter, the Company issued 75,000 shares for options exercised.

At April 24, 2017, the Company has 7,715,000 stock options outstanding with expiry dates from May 11, 2017 to March 13, 2022. Note that subsequent to year-end, 1,135,000 options with exercise price of $0.15 expired on January 6, 2017 and 1,650,000 options with exercise price of $0.30 were granted.

At April 24, 2017, the Company has no warrants outstanding.

A detailed schedule of Share Capital is included in Note 8 to the Company's consolidated financial statements.

Accounting Policies

The consolidated financial statements for the Company for the year ending December 31, 2016 are prepared in accordance with accounting policies which are consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC"). Refer to Note 3 to the consolidated financial statements for information pertaining to accounting changes effective January 1, 2016 and future accounting changes not mandatory for the December 31, 2016 reporting period.

Risk Factors

Exploration and Development

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The Company's properties are in the exploration stage. There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of minerals. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration and development programs, which may be affected by a number of factors.

Development of the Company's properties will only be potentially pursued if favourable exploration results are obtained that demonstrate that potential economic extraction of minerals is justified.

The business of exploration for minerals and mining involves a high degree of risk. Whether a mineral deposit can be commercially viable depends upon a number of factors, including, but not limited to, the particular attributes of the deposit, including size, grade and proximity to infrastructure; metal prices, which can be highly variable; and government regulations, including environmental and reclamation obligations. Few properties that are explored are ultimately developed into profitable, producing mines.

Substantial expenditures are required to establish the continuity of mineralized zones through drilling and to develop and maintain the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that funds required for any proposed development of the Company's properties can be obtained on a timely basis, if at all.

The marketability of any minerals acquired or discovered by the Company in the future may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which may result in the Company not receiving an adequate return on investment capital.

There is no assurance that the TSX-V or any regulatory authority having jurisdiction will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise.

Risk Factors - continued

Financial Capability and Additional Financing
The Company has limited financial resources, with its only source of operating income being cash and share payments from current option agreements and revenues generated from the exploration work of its wholly-owned subsidiary, TerraLogic Exploration Inc., and have no assurance that additional funding will be available to it for further exploration and development of its projects. There can be no assurance that it will be able to obtain sufficient financing in the future to carry out exploration and development work on its projects. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Company.

Mining Titles
There is no guarantee that the Company's title to or interests in the Company's property interests will not be challenged or impugned. The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to the area of mineral properties may be disputed. There is no guarantee of title to any of the Company's properties. The Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. With the exception of certain Crown Granted Mineral Claims and legacy tenures, the Company has not surveyed the boundaries of its properties and consequently the boundaries may be disputed.

There can be no assurance that the Company's rights will not be challenged by third parties claiming an interest in the properties.

Management
The success of the Company is currently largely dependent on the performance of its officers. The loss of the services 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 officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Conflicts of Interest
Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to the applicable corporate and securities legislation, regulation, rules and policies.

Dilution
There are a number of outstanding options and warrants pursuant to which additional common shares of the Company may be issued in the future. Exercise of such options and warrants may result in dilution to the Company's shareholders. In addition, if the Company raises additional funds through the sale of equity securities, shareholders may have their investment further diluted.

History of Losses and No Assurance of Profitable Operations
The Company has incurred a loss since inception. There can be no assurance that the Company will be able to operate profitably during future periods. If the Company is unable to operate profitably during future periods, and is not successful in obtaining additional financing, the Company could be forced to cease its exploration and development plans as a result of lacking sufficient cash resources.

The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future.

Uninsurable Risks
In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions may occur. These unexpected or unusual conditions may include rock bursts, cave-ins, fires, flooding and earthquakes. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Environmental and Safety Regulations and Risks
Environmental laws and regulations may adversely affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. Furthermore the permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety, or even permanently in the case of extreme breaches.

Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or non-compliance with environmental laws or regulations.

Risk Factors - continued

Fluctuating Mineral Prices
The Company's revenues, if any, are expected to be in large part derived from the sale of gold, copper, and possibly other metals. The prices of gold, copper, and other commodities have fluctuated widely in recent years and are affected by factors beyond the control of the Company including, but not limited to, economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply of gold and copper due to new mine developments, mine closures, and advances in various production and technological uses for gold and copper. All of these factors will have impacts on the viability of the Company's exploration projects that are impossible to predict with certainty.

Competitive Conditions
The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have significantly greater financial resources and technical facilities. Competition in the precious metals mining industry is primarily for mineral rich properties which can be developed and produced economically; the technical expertise to find, develop, and produce such properties; the labour to operate the properties; and the capital for the purpose of financing development of such properties. Many competitors not only explore for and mine precious metals, but conduct refining and marketing operations on a world-wide basis and some of these companies have much greater financial and technical resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these mineral deposits could have a material adverse effect on the Company's results.

Price Volatility of Publicly Traded Securities
In recent years, the securities markets in the United States and Canada have experienced high levels of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings.

Inadequate Infrastructure May Affect the Company's Operations
Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, community, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Risks and Uncertainties
Management's estimates of mineral prices, mineral resources and operating costs are subject to certain risks and uncertainties which may affect the Company's operation. Although management has made its best estimate of these factors, it is possible that material changes could occur which may adversely affect management's estimate of operating requirements. The Company's success will be dependent upon the extent to which it can discover mineralization or acquire mineral properties and the economic viability of developing its properties. Substantially all of the Company's operating and exploration funding must be derived from external financing. Should changes in equity market conditions prevent the Company from obtaining additional external financing; the Company will need to review its exploration and development programs and future planning.

Other MD & A Requirements

Additional information relating to the Company is available on the SEDAR website: www.sedar.com under "Company Profiles" and "Eagle Plains".

Forward Looking Statements

"All statements other than those of a historical nature are 'forward-looking statements' that may involve a number of unknown risks, uncertainties and other factors. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements."

Events subsequent to December 31, 2016

On January 5, 2017, the Company received TSX acceptance of the option agreement with Aben Resources Ltd. on the Chico Gold project and the Company received the option payments due on acceptance of $25,000 cash and 250,000 shares of Aben. Aben may earn an initial 60% interest by incurring $1,500,000 in exploration expenditures, issuing 1,500,000 common shares and making cash payments totalling $100,000 over 4 years.

Events subsequent to December 31, 2016 - continued

On March 13, 2017, the Company issued 1,650,000 options to directors, employees and key consultants of the Company at an exercise price of $0.30 per share, expiring March 13, 2022.

Outlook

Eagle Plains' management has maintained its strategy of continuing research and acquisitions and anticipates continued success in attracting joint-venture participation to further advance projects. By doing so, the Company maintains a very healthy treasury and minimizes exploration risk. 2011 saw a dramatic increase in the Company's deal flow, with the attendant increase in exploration activity on our mineral projects that year. Downward market sentiment over the past few years has resulted in the reverse effect. However, events such as the successful merger in 2011 of NovaGold Resources and Copper Canyon Resources (an EPL spin-out company) and the discovery of significant mineralization at Iron Range in late 2010 are reminders that the methodology employed by management is sound. We will continue to hold the course.

Eagle Plains will continue to seize opportunities as they are presented. TerraLogic Exploration Inc., a 100%-owned subsidiary of Eagle Plains continues to successfully market its experienced personnel, technical abilities and equipment to third-parties, and is functioning well as an independent contracting unit. This serves two important purposes - it not only avails a full complement of technical capabilities to Eagle Plains, but also provides substantial revenues through operations.

Eagle Plains will continue to carry out exploration work on its many diverse projects and will endeavour to enhance value through new acquisitions and joint-ventures with third-parties. Ultimately our biggest reward will be in discovery itself. Recent commodity price increases and financing opportunities have been encouraging signals to the mining and exploration industry and green shoots are abundant. Deal-flow potential has improved markedly, and geologists are once again seeing increasing job opportunities. In this regard, TerraLogic has been aggressively recruiting personnel for what is expected to be a very busy year. The Board would like to thank our shareholders for their continuing support and our employees and contractors for making the sacrifices necessary to ensure the health of the company through what has been a very difficult period. We look optimistically forward to what the future may bring.

On behalf of the Board of Directors

"Timothy J. Termuende"

Timothy J. Termuende, P.Geo.
President and CEO