(An exploration stage company)

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED AUGUST 31, 2016

(Expressed in Canadian Dollars unless otherwise stated)

October 25, 2016

General

This management's discussion and analysis ("MD&A") of the financial condition and results of operations of Brazil Resources Inc. (the "Company" or "Brazil Resources") for the three and nine months ended August 31, 2016 should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements and the notes thereto for the periods, and its audited consolidated financial statements and the notes thereto for the years ended November 30, 2015 and 2014, cop ies of which are available on SEDAR at www.sedar.com.

The Company's financial statements for the three and nine months ended August 31, 2016 have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Unless otherwise stated: (i) all information contained in this MD&A is as of October 25, 2016.; (ii) references herein to "$" or "dollars" are to Canadian dollars, references to "US$" are to United States dollars and references to "R$" are to Brazilian Real; and (iii) references in this MD&A to the "Company" mean "Brazil Resources Inc.", together with its subsidiaries. Due to rounding, numbers presented throughout this document may not add up precisely to totals provided.

Forward-Looking Information

This document contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively, "forward-looking statements"), including statements regarding the Company's: (i) future exploration and development plans; (ii) capital requirements and ability to obtain requisite financing; (iii) expectations respecting the receipt of necessary licenses and permits, including obtaining extensions thereof; (iv) future acquisition strategy; and (v) mineral resource estimates. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "does not expect", "estimates", "intends", "anticipates", "does not anticipate", "believes" or variations of such words and phrases, or statements that certain actions, events or results "may, "could", "would", "should" or "will" be taken, occur or be achieved. Forward-looking statements are based on the then-current expectations, beliefs, assumptions, estimates and forecasts about the business and the industry and markets in which the Company operates including assumptions about general business and economic conditions, the availability of equity and other financing on reasonable terms or at all, including necessary financing to meet the Company's contractual obligations to maintain its property interests or exercise mineral options, commodities prices, the timing and ability to obtain requisite operational, environmental and other licenses, permits and approvals, including extensions thereof, and the Company's ability to identify, complete and integrate additional mineral interests on reasonable terms or at all. Investors are cautioned that forward-looking statements are not guarantees of future performance and involve risks and uncertainties, including, but not limited to: the Company's limited operating history, general economic conditions, the Company may not be able to obtain necessary financing on acceptable terms or at all; the Company may lose or abandon its property interests; the Company's properties are in the exploration stage and are without known bodies of commercial ore; the Company may not be able to obtain or maintain all necessary permits, licenses and approvals; environmental laws and regulations may become more onerous; potential defects in title to the Company's properties; fluctuating exchange rates; fluctuating commodities prices; operating hazards and other risks of the mining and exploration industry; competition; potential inability to find suitable acquisition opportunities and/or complete the same and other risks and uncertainties listed in the Company's public filings, including those set out under "Risk Factors" in this MD&A. These risks, as well as others, could cause actual results and events to vary significantly. Accordingly, readers should not place undue reliance on forward-looking statements and information, which are qualified in their entirety by this cautionary statement. There can be no assurance that forward-looking information, or the material factors or assumptions used to develop such forward-looking information, will prove to be accurate. The Company does not undertake any obligations to release publicly any revisions for updating any voluntary forward-looking statements, except as required by applicable securities laws.

Business Overview

Brazil Resources is a public mineral exploration company with a focus on the acquisition, exploration and development of projects in Brazil, United States, Canada and other regions of the Americas. Brazil Resources is advancing its Titiribi Gold Copper Project (the "Titiribi Project"), located in Colombia, Whistler Gold-Copper Project (the "Whistler Project"), located in Alaska, United States, Cachoeira (the "Cachoeira Project") and São Jorge (the "Sao Jorge Project") Gold Projects, located in the State of Pará, northeastern Brazil and Rea Uranium Project (the "Rea Project"), located in the western Athabasca Basin in northeast Alberta, Canada.

Brazil Resources' common shares (the "BRI Shares") are listed on the TSX Venture Exchange under the symbol "BRI" and are traded on the OTCQX International Market under the symbol "BRIZF" and on the Frankfurt Stock Exchange under the symbol "BSR". The head office and principal address of the Company is located at Suite 1830, 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3, Canada.

Company Strategy

The Company's long-term growth strategy is premised on taking advantage of the current historically low valuations in the commodities markets to pursue and execute accretive acquisitions of resource projects, primarily in the resource sector. This strategy is focused on identifying and acquiring projects that present compelling value for the Company's shareholders. In furtherance of this strategy, since 2012, the Company has completed the following acquisitions:

- In 2012, the Company completed the acquisition of the Cachoeira Project from Luna Gold Corp. ("Luna").
- In 2013, the Company acquired 100% of the outstanding shares of Brazilian Gold Corp ("BGC"), which resulted in the acquisition of several projects, including the São Jorge Project, the Surubim gold project, Boa Vista gold project and the Rea uranium project.
- In 2015, the Company acquired the Whistler gold copper project from Kiska Metals Corporation ("Kiska").
- In 2016, the Company acquired the Titiribi Project from NovaCopper Inc. ("NovaCopper").

In the current challenging commodities environment, the Company continues to assess potential acquisition opportunities, with a focus on projects that present acquisition costs below their replacement drilling and development costs.

Recent Developments

The following is a summary of selected recent developments in the Company's business.

- ***Acquisition of Titiribi Project***. On September 1, 2016, the Company announced the completion of its acquisition of the Titiribi Project from NovaCopper for consideration consisting of 5,000,000 BRI Shares and 1,000,000 warrants, each exercisable into a BRI Share at a price of $3.50 per share for a period of two years.
- ***Completion of Cachoeira Project Payments***. On September 26, 2016, Brazil Resources announced that it had completed all remaining payments to Luna in connection with its acquisition of the Cachoeira Project.
- ***Titiribi Project Resource Estimate.*** On September 14, 2016, the Company announced the results of a National Instrument 43-101 ("NI 43-101") mineral resource estimate for Titiribi Gold-Copper Project located in Antioquia Department Colombia. Please refer to the Company's press release dated September 14, 2016 for further information regarding this estimate.
- ***2016 Financing.*** In February and March 2016, the Company completed of a non-brokered private placement (the "2016 Private Placement"), divided in two tranches, for total gross proceeds of $4,500,000, consisting of 10,000,000 BRI Shares at a subscription price of $0.45 per share.

- ***Whistler Project Resource Estimates.*** On April 18, 2016, the Company announced maiden resource estimates for the Island Mountain and Raintree West deposits at its Whistler Project. These resource estimates were in addition to the previously announced estimates for the Whistler deposit.

Material Properties

The Company's principal mineral properties are its Titiribi, Whistler, São Jorge, Cachoeira and Rea projects.

Titiribi Project

On September 1, 2016, Brazil Resource completed the acquisition of the Titiribi Project, located 70 km southwest of Medellin, Colombia. Pursuant to the transaction, the Company acquired all of the shares of Sunward Investments Limited, which indirectly owns 100% of the project, from NovaCopper. The total consideration paid by the Company consisted of 5,000,000 BRI Shares and 1,000,000 share purchase warrants, each exercisable into a BRI Share at a price of $3.50 per share for a period of two years from the date of completion of the transaction.

The Titiribi Project is located in the department of Antioquia in central Colombia and is comprised of one concession that covers an area of approximately 39.19 square kilometres. Antioquia has seen several gold projects in development or production over the last 10 years including Red Eagle's San Ramon, B2 Gold's Gramalote, Continental Gold's Buritica, and Gran Colombia's Marmato projects. This has largely coincided with the government encouraging foreign development in a region that has not seen, until recently, the implementation of modern exploration programs. The Project is road accessible by paved highway from Medellin with high power electrical lines passing within 3 kilometres.

The Project consists of several near surface bulk tonnage gold-copper porphyry and associated epithermal gold systems. A total of nine mineralized areas have been identified to date, including the main Cerro Vetas, Chisperos and NW Breccia deposits. Other peripheral targets include: Junta, Porvenir, Candela, Maria Jo, Rosa, and Margarita. A total of 270 diamond drill holes, totaling 144,779 metres, have been drilled at the Project.

On September 14, 2015, the Company announced a resource estimates for the Cerro Vetas, Chisperos and NW Breccia deposits. The Company will file a NI 43-101 technical report in respect of this resource estimate in due course.

There are currently no exploration programs planned for this project in 2016.

For further information regarding the Titiribi Project and the resource estimate, please refer to the Company's press release dated September 14, 2016.

Whistler Project

Brazil Resources acquired the Whistler Project, located 150 kilometers northwest of Anchorage, Alaska, in August 2016. The Whistler Project is comprised of 304 Alaska State Mineral Claims covering an area of 170 square kilometers. Exploration programs can be conducted from a 50-person all season exploration camp fully-equipped with an airstrip, 38 KW diesel generator, water well, septic system, fuel storage facility and assorted equipment. The Whistler deposit and adjacent prospects in the Whistler Orbit are connected to the camp and airstrip by a 6 kilometer access road.

Pursuant to a management services agreement dated August 5, 2015 (the "Management Services Agreement"), between Kiska and the Company, the Company has engaged Kiska to provide certain technical and management services to it in connection with the Whistler Project, including, technical interpretation of exploration data, on-site work, maintenance and other operational services for a period of 15 months in consideration for the payment by the Company to Kiska of $10,000 per month.

On May 17, 2016, the Company announced the first resource estimates for the Island Mountain and Raintree West deposits, which are located approximately 23 kilometers south and 1.5 kilometers east of the Whistler deposit, respectively. On May 31, 2016, the Company filed a technical report respecting such estimate. The report has an effective date of March 24, 2016, is titled "NI 43-101 Resource Estimate for the Whistler Project" (the "Whistler Technical Report") and was authored by Gary H. Giroux, P.Eng, M.A.Sc., who is a qualified person as defined in National Instrument 43-101 ("NI 43-101") and is independent of the Company. Readers should refer to tis Technical Report, a copy of which is available filed under the Company's SEDAR profile, for further information regarding the Whistler Project.

During the three and nine months ended August 31, 2016, the Company incurred $29,887 and $139,386, respectively, of expenditures on the Whistler Project, which included expenses associated with payments to Kiska in connection with the Management Services Agreement and camp maintenance.

The Company currently intends to maintain the Whistler Project in good standing. There are currently no exploration programs currently planned for this project in 2016.

São Jorge Project

The Company has an indirect 100% interest in the Sao Jorge project, which consists of six gold exploration licenses and concession applications in the São Jorge area for a total of 48,890 hectares. Two licenses and one concession application are currently being reviewed by the Departamento Nacional de Produção Mineral (the "DNPM") at the request of the Company for clarification of title and are pending appeal by Brazil Resources. These areas have no impact on the São Jorge Project's reported resource as defined in the Company's technical report authorized by Porfirio Rodriguez and Leonardo de Moraes of Coffey Mining titled "São Jorge Gold Project, Pará State, Brazil.

During the three and nine months ended August 31, 2016, the Company incurred $29,078 and $70,943, respectively, of expenditures on the São Jorge Project which included expenditures for consultants and surface rights payments required to maintain it in good standing.

The Company currently intends to maintain the São Jorge Project in good standing. There are currently no exploration programs planned for 2016.

Cachoeira Project

The Company has an indirect 100% interest in the Cachoeira Project. The project is located in Pará State, Brazil, approximately 250 kilometers southeast of the Pará State capital of Belém and about 270 kilometers northwest of the port city of São Luis, Maranhão State. The Cachoeira Project comprises one contiguous block consisting of three mining and three exploration licenses covering 5,742 hectares.

As previously disclosed, in 2014, the Company submitted an assessment plan for the mining concessions within the Cachoeira Project, including certain conceptual engineering studies, to DNPM. The Company notes that such assessment plan does not constitute a preliminary economic assessment within the meaning of NI 43-101 and no production decision with respect to the project has been made to date. In 2015, the Company continued working with its consultants to obtain a Preliminary Environmental License from the Secretaria de Estado de Meio Ambiente/Pará ("SEMA"). The Company submitted the requisite Environmental Impact Assessment to SEMA in 2013 in connection with this licensing process. On December 19, 2014, a public hearing was held in connection with this license application. This hearing was validated by SEMA for the purpose of continuation of the analysis of the licensing process and, in September 2015, the Company received comments from SEMA as a result of their review of the Company's application and related materials, requesting additional clarification and further information. The Company has responded thereto and is awaiting SEMA's response.

Pursuant to the mining licenses underlying the Cachoeira Project, the Company was required to commence mining operations at the property by April 2014. Prior to this date, the Company submitted an application to DNPM requesting an extension of two years. While the DNPM previously provided extensions to the prior operators of the Cachoeira Project, there can be no assurance that such extension will be granted in this case. The Company believes that work conducted to date provides sufficient justification for DNPM to grant the extension. DNPM's decision with respect to the extension application remains pending.

During the three and nine months ended August 31, 2016, the Company incurred $22,794 and $64,387, respectively, of expenditures on the Cachoeira Project, which included expenditures for maintenance, socio-economic, and environmental licensing and permitting activities.

On September 26, 2016, the Company announced that it had completed all remaining payments to Luna pursuant to the terms of a share purchase agreement dated July 10, 2012 between the parties, as amended from time to time (the "Cachoeira Agreement"), pursuant to which the Company had acquired the project. Pursuant to the Cachoeira Agreement, the Company elected to satisfy the majority of the remaining payments by issuing BRI Shares. Such payments consisted of 3,093,057 BRI Shares and a cash payment of $300,000. This included 1,879,057 BRI Shares issued at a deemed price of $2.927 per share to satisfy $5.5 million of payments due to Luna.

The Company has reduced expenditures on the Cachoeira Project while it awaits receipt of comments from the Brazilian regulatory authorities with respect to environmental licensing and permitting. In the interim, the Company continues to meet with local stakeholders. If an environmental license and the license extension described above are received, the Company intends to evaluate whether to conduct additional engineering or other studies with respect to further development of the Cachoeira Project, in which case, the Company will have an additional six months to implement an operational mining facility on the Cachoeira Project.

Rea Project

The Company owns an indirect 75% interest in the Rea Project. This uranium project is located in northeastern Alberta, Canada, approximately 185 kilometers northwest of Fort McMurray. Areva Resources Canada Inc. ("Areva") holds the remaining 25% interest in this project.

The Rea Project consists of 15 contiguous exploration permits, which cover an area of 116,112 hectares in the western part of the Athabasca Basin and surrounds the Maybelle project held by Areva. The north-northwest striking Maybelle River Shear Zone (the "MRSZ"), which is host to mineralization at Maybelle, extends for several kilometres on to the Rea Project and is prospective for hosting similar mineralization on the Rea Project. In addition, several parallel shear zones to the MRSZ have been identified by geophysical surveys and require follow-up exploration. The western Athabasca Basin has seen renewed exploration activity as a result of several discoveries in the last five years.

In February, 2016, the Company learned that the Alberta Department of Environment and Parks was reviewing the Caribou Protection Plan (the "CPP") and no new applications for land tenure were being accepted by the Department of Coal and Mineral Development, Alberta Energy. After discussions with the Executive Director of Coal and Mineral Development, the following extension was granted to Brazil Resources. Until the CPP is finalized, no Metallic and Industrial Mineral permits will be cancelled and mineral assessment reports normally due to maintain permits in good standing will not be required. Once the CPP is finalized, permit and assessment report timelines will be extended accordingly. Extensions will take into consideration any new or existing surface restrictions and time needed to obtain exploration approvals. The Company will plan future programs once this review has been completed.

On April 5, 2016, the Company announced the completion and results of a Time Domain Electromagnetic ("TDEM") ground survey. The 10-day winter ground geophysical TDEM survey was completed over an airborne Versatile Electromagnetic conductor termed the West Zone. The survey was undertaken to refine the location of the conductor and better define the geometry and orientation of this high priority conductor. The conductor was defined as high priority due to its spatial proximity to Areva's Maybelle deposit.

Other Properties

In addition to the above projects, the Company, through its wholly owned subsidiaries, holds the following interests in additional properties:

- Surubim Project – the Company currently holds a 100% interest in the Surubim Project located in Pará State, Brazil. The project consists of three exploration licenses for a total area of 8,476 hectares; two of the smaller non-core concessions with a total area of 2,076 hectares are under appeal and the Company is awaiting a decision by the DNPM. On October 3, 2014, a final exploration report for an exploration concession within the Surubim Project, presenting the results of exploration work conducted on the property by BGC, including drilling programs, was submitted to DNPM. Provided that DNPM approves the submitted report, the Company would then have one year following such approval to present additional required studies to DNPM and obtain environmental licensing, if the Company wishes to proceed with further work on the concession.

- Boa Vista Project – the Company currently holds an 84.05% interest in the Boa Vista Project located in Pará State, Brazil. The Boa Vista Project consists of three exploration licenses for a total area of 12,889 hectares.

- Batistão Project – the Company currently holds a 100% interest in the Batistão Project located in Goias State, Brazil. The Company is required to file an Economic Assessment Plan and the Preliminary Environmental License, together with the Mining Concession Application by January 2016. The Company has requested an extension of one year to submit the Mining Concession Application, due to the current market conditions and gold price which has deteriorated since the Final Exploration Report was submitted to DNPM in 2013. There are no assurances that DNPM will accept the Company's request for an extension; and

- Montes Áureos and Trinta Projects – the Company currently holds a 51% interest in the Montes Áureos and Trinta Projects located in Pará and Maranhão States, respectively, Northeastern Brazil. A final report of work conducted on the Montes Áureos Project was submitted to DNPM on April 7, 2014. The Company's option to acquire an additional interest in this project has expired and it does not anticipate earning any further interest at this time.

The Company currently intends to hold these early stage properties in good standing with the intention of selling or optioning them to interested parties in the future.

Material Properties Outlook

As previously disclosed, the Company is focused on identifying and completing additional acquisitions to further build shareholder value during the current challenged commodities environment. In furtherance thereof, the Company has determined to focus expenditures related to its existing project portfolio on project maintenance. Certain of the Company's properties, including its Cachoeira Project, Boa Vista Project and Surubim Project are subject to ongoing option and other agreements that require additional payments and share issuances by the Company. Please see "Contractual Obligations" for further information. While the Company currently intends to complete such option requirements and other obligations, in the event that the Company determines not to proceed with, or otherwise fails to make such payments, its interests in such projects may be lost. In addition, the Company plans to attempt to renegotiate existing property agreements and commitments in order to better position itself for its long-term strategy and reflect current market conditions. There can be no assurance that any renegotiation will be achieved on preferential terms or at all.

The Company anticipated incurring expenditures of approximately $1.5 million in 2016 for mineral property obligations in connection with its projects to vendors, annual land fees and land owner surface rights payments. The most significant components of these expenses was $300,000 to Luna pursuant to the Cachoeira Agreement which was paid on September 26, 2016, and a $786,960 royalty payment (accrued) in respect of the Cachoeira Project. The Company is currently negotiating with the parties to defer the royalty payment until all permits and licenses have been received and production is achieved. While the royalty holders previously granted similar extensions to the prior operator, there can be no assurance that the Company will be able to obtain the same on acceptable terms or at all. See "Contractual Obligations" for further information.

Results of Operations

During the three and nine months ended August 31, 2016, the Company incurred total expenses of $2,064,524 and $4,439,709, respectively, compared to $775,079 and $2,746,784 for the respective periods of 2015. The increase was primarily attributed to higher general and administrative expenses.

General and administrative expenses increased to $806,011 and $1,673,254 in the three and nine months ended August 31, 2016 from $153,152 and $554,285 in the same respective periods of 2015 respectively. The most significant components of general and administrative expenses were corporate development and marketing expenses of $1,257,344 ($161,922 for the nine months ended 2015). The increase in such expenses was as a result of increased corporate development activities, including in connection with potential acquisitions, and increased marketing activities undertaken during the period.

Directors' fees, salaries and benefits, which include management and employee salaries, were $205,381 and $531,093, respectively in the three and nine months ended August 31, 2016, compared to $192,904 and $547,690, respectively for the same respective periods of 2015. The decrease was due to voluntary salary and fee reductions, on a non-accrued basis, of the directors and officers from October 2015, some of which were reinstated as of May 2016**.**

Exploration expenses were $93,719 and $407,137 in the three and nine months ended August 31, 2016, respectively, compared to $171,944 and $526,183 in the same respective periods of 2015. The decrease was primarily the result of a reduction in exploration activities on the Company's projects. Exploration expenditures consisted primarily of consulting fees of $182,690 ($198,530 for 2015) to vendors who provided geological and technical services respecting the Company's projects, geophysical survey costs of $28,900 ($nil for 2015) for the Rea Project and camp maintenance costs of $25,158 ($nil for 2015) for the Whistler Project.

Exploration expenses on a project basis were as follows for the periods indicated:

	For the three months ended August 31,		For the nine months ended August 31,		For the period from incorporation, September 9, 2009
	2016 ($)	2015 ($)	2016 ($)	2015 ($)	to August 31, 2016 ($)
Cachoeira	22,794	82,066	64,387	272,206	4,442,635
São Jorge	29,078	52,281	70,943	136,422	460,422
Surubim	1,888	9,369	20,461	47,417	220,753
Whistler	29,887	9,772	139,386	9,772	437,880
Batistão	-	1,757	-	4,907	30,902
Montes Áureos and Trinta	-	-	-	-	1,817,908
Artulândia	-	9,130	-	10,739	1,301,725
Rea Uranium	7,967	1,427	101,726	27,085	265,930
Other Exploration Expenses	2,105	6,142	10,234	17,635	235,234
Total	93,719	171,944	407,137	526,183	9,213,389

Consulting fees, paid to corporate development, accounting, information technology and human resources service providers, were $166,079 and $348,633 in the three and nine months ended August 31, 2016, respectively, compared to $85,831 and $280,852 for the respective periods of 2015. The increase was as a result of consulting services provided related to corporate development and marketing activities.

Non-cash share-based compensation expenses were $641,803 and $1,069,603 in the three and nine months ended August 31, 2016, respectively, compared to $101,509 and $437,537 for the same respective periods of 2015. The increase was a result of share options granted in April, June and August 2016. Such options were granted to directors, officers, employees and consultants of the Company, have an exercise price of $0.73, $1.38, $2.23 and

$2.51, respectively, per BRI Share and are valid for a period of five years. The share options vest over a 3-month to 12-month period.

Professional fees were $70,119 and $192,999 in the three and nine months ended August 31, 2016, respectively, compared to $9,931 and $155,592 for the same respective periods of 2015. The increase was primarily a result of legal and advisory services provided to the Company respecting general matters and corporate activities.

The Company's share of loss on its investment in the Boa Vista Project was $27,579 and $54,088 in the three and nine months ended August 31, 2016, respectively, compared to $34,484 and $105,330 for the respective periods of 2015. The loss incurred on the joint venture was due primarily to expenses paid to maintain the Boa Vista Project. The joint venture remains an exploration project at this stage.

During the three and nine months ended August 31, 2016, the Company incurred a net loss of $2,028,312 and $4,397,811, respectively, or $0.02 and $0.05 per share respectively on a basic and diluted basis, compared to $769,839 and $2,619,563, respectively, or $0.01 and $0.03 per share respectively, on a basic and diluted basis, for the respective periods of 2015.

Summary of Quarterly Results

The following table sets forth selected quarterly results financial results of the Company for each of the periods indicated. The Company did not have any revenues during such periods.

For the quarter ended	Net loss ($)	Basic and diluted net loss per share ($)
August 31, 2016	2,028,312	0.02
May 31, 2016	1,689,205	0.02
February 29, 2016	680,294	0.01
November 30, 2015	1,595,944	0.02
August 31, 2015	769,839	0.01
May 31, 2015	1,014,297	0.01
February 28, 2015	835,427	0.01
November 30, 2014	1,038,024	0.01

The expenses incurred by the Company are typical of junior exploration companies that have no known commercial quantities of mineral reserves. The Company's fluctuations in net loss from quarter to quarter were mainly related to exploration, permitting and licensing work as well as corporate activities conducted during the respective quarters.

Liquidity and Capital Resources

The following table sets forth selected information regarding the Company's financial position as at each of the periods indicated.

	As at August 31, 2016 ($)	As at November 30, 2015 ($)
Cash	9,190,456	1,445,056
Working capital	8,308,483	(127,197)
Total assets	34,235,510	22,716,444
Total current liabilities	1,452,860	1,720,961
Accounts payable and accrued liabilities	1,154,734	1,439,860
Current portion of long-term obligations	298,126	277,468
Total non-current liabilities	307,652	307,928
Shareholders' equity	32,474,998	20,687,555

As at August 31, 2016, the Company had $9,190,456 in cash and working capital of $8,308,483. In February and March 2016, the Company completed the 2016 Private Placement for gross proceeds of $4.5 million. In the nine months ended August 31, 2016, the company received $7,196,984 as a result of the exercise of previously issued share purchase warrants and previously granted options.

The Company had accounts payable and accrued liabilities of $1,154,734 as at August 31, 2016, compared to $1,439,860 as at November 30, 2015. This included $993,242 of trade payables, comprised primarily of a $786,960 royalty payment in respect of the Cachoeira Project and $72,849 in professional fees and as at August 31, 2016, compared to $1,312,972 as at November 30, 2015.

The current portion of long-term obligations, consisting of a payment required under the Cachoeira Agreement, was $298,126 as at August 31, 2016, which was paid on September 26, 2016. Please see "Material Properties - Cachoeira Project" for further information. Mineral properties obligations, annual land fees and surface rights payments for the year ending November 30, 2016 are anticipated to be approximately $1.2 million. As at the date of this MD&A, approximately $347,858 has been paid. Corporate and general costs to maintain the Company in good standing are anticipated to be approximately $1.3 million for the next twelve months.

Based upon management's decision to maintain its current projects in good standing with the intention of advancing them once the junior resource sector, capital markets and precious metals prices improve, management believes that available cash will be adequate to meet ongoing liquidity needs in the short-term and over the next twelve months for the Company's existing business and projects. Future expansion, including the acquisition of additional mineral properties or interests, may require additional financing, which the Company may obtain through equity and/or debt financing.

The Company's ability to meet its obligations and finance exploration and development activities over the long-term depends on its ability to generate cash flow through the issuance of BRI Shares pursuant to equity financings and short-term or long-term loans. Capital markets may not be receptive to offerings of new equity from treasury or debt, whether by way of private placements or public offerings. The Company's growth and success is dependent on external sources of financing, which may not be available on acceptable terms or at all.

The Whistler Project's exploration activities are subject to the State of Alaska's laws and regulations governing the protection of the environment. The Company has recognised a rehabilitation provision of $307,652 as at August 31, 2016 to comply with such laws and regulations.

Cash Flows

Operating Activities

Net cash used in operating activities during the nine months ended August 31, 2016 was $3,801,900 compared to $2,602,868 during the same period of 2015. Significant operating expenditures during the current year included general and administrative expenses, directors' fees, salaries and benefits and mineral property expenditures. The increase was primarily a result of the Company's general and administrative expenses, relating to corporate development and marketing activities. The Company has adjusted its exploration and development plans to focus on project maintenance, which resulted in a reduction of exploration expenses from $526,183 for the nine months ended August 31, 2015 to $407,137 for the nine months ended August 31, 2016.

Investing Activities

Net cash used in investing activities during the nine months ended August 31, 2016 was $89,600 compared to $304,910 during the same period of 2015. Investing activities during the nine months ended August 31, 2016 were attributed to the Company's investment in the Boa Vista Project joint venture, consisting of expenses incurred to maintain the project.

Financing Activities

Net cash provided by financing activities during the nine months ended August 31, 2016 was $11,589,439 compared to $4,256,211 for the same period of 2015. The increase in cash inflows was comprised primarily of the 2016 Private Placement with gross proceeds of $4,500,000 and options and warrant exercises, which provided cash of $5,143,148 during the nine months ended August 31, 2016.

Contractual Obligations

General and Administrative

The Company is renting or leasing various offices located in Canada and Brazil with total monthly payments of $6,447. Office lease agreements expire between June 2017 and March 2021. Payments required under the Management Services Agreement with Kiska and landowner surface rights agreements relating to the Company's Brazilian properties are expected to be $85,756 for the year ended November 30, 2016.

Mineral Projects

Cachoeira Project

On September 26, 2016, the Company announced that it had completed all remaining payments to Luna pursuant to the terms of a share purchase agreement dated July 10, 2012 between the parties, as amended from time to time (the "Cachoeira Agreement"). See "Material Properties – Cachoeria Project" for further information.

In addition, the Cachoeira Project is subject to a 4.0% net smelter return royalty payable to third parties by the Company's subsidiary on future production. A minimum payment of US$300,000 per year in lieu of the royalty is payable in the event that production was not achieved by October 3, 2014. The Company has not made such payment for 2014 and 2015 and is currently negotiating with the parties to defer the payment until all permits and licenses have been received and production is achieved. While the royalty holders previously granted similar extensions to the prior operator, there can be no assurance that the Company will be able to obtain the same on acceptable terms or at all.

Boa Vista Project

Pursuant to the terms of a surface rights agreement ("Boa Vista Surface Rights Agreement") dated March 2008, as amended May 2010 and June 2013, BGC was required to make cash payments in installments totalling R$4,400,000 in consideration for the acquisition. BGC paid R$80,000 before it was acquired by the Company. The Company paid R$160,000 during the year ended November 30, 2014. In March 2015, the Company and the surface rights holder of the Boa Vista Project agreed to amend the terms of the Boa Vista Surface Rights Agreement. Pursuant to the amended agreement, BGC made two payments totalling of R$120,000 in 2015 and the following additional cash payments, totalling R$3,620,000, are required to retain the surface rights to the property:

- R$40,000 due on March 20, 2016 (remains outstanding as of the date hereof);
- R$40,000 due on September 20, 2016;
- R$40,000 due on March 20, 2017;
- R$40,000 due on September 20, 2017;
- R$40,000 due on March 20, 2018; and
- R$3,420,000 due on September 20, 2018.

The Company is currently renegotiating the terms of the agreement with respect to the remaining payments.

Surubim Project

BGC entered into an agreement (the "Jarbas Agreement") on February 11, 2010, as amended January 16, 2011 and March 23, 2015, pursuant to which BGC agreed to pay R$3,900,000 in six annual installments, until December 17,

2015. BGC paid R$800,000 before its acquisition by Brazil Resources. Pursuant to this agreement, the Company paid R$80,000 in fiscal 2014. The Jarbas Agreement was renegotiated and amended in 2015, and as a result, a payment of R$35,000 was made in March 2015 and the Company is required to make the following additional cash payments:

- R$50,000 due in March 2016; (R$15,000 paid to date);
- R$50,000 due in March 2017; and
- R$3,000,000 due in March 2018.

The Company is currently renegotiating the terms of the agreement with respect to the remaining payments.

The Company also agreed to fund the costs to a maximum R$20,000, for the option or under the Jarbas Agreement to apply for a Permissão de Lavra Garimpeira, which is a permit for independent artisanal and small scale mining over a limited area and depth of the mineral rights subject to the Jarbas Agreement to be determined by the parties.

Pursuant to an option agreement between BGC and Altoro Mineração Ltda. ("Altoro") dated November 5, 2010, as amended on December 3, 2010 and December 14, 2012, BGC was granted certain exploration licenses for aggregate consideration of US$850,000 to Altoro which was paid by BGC. Pursuant to the Altoro Agreement, a cash payment of US$650,000 is payable upon the DNPM granting a mining concession over the exploration permit.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Transactions with Related Parties

Related Party Transactions

During the three and nine months ended August 31, 2016, the Company entered into the following related party transactions:

- During the three and nine months ended August 31, 2016, the Company incurred $12,000 and $30,400, respectively, compared to $12,000 and $32,000 for the respective periods in 2015, in consulting fees for corporate development services rendered by Arash Adnani, a direct family member of a director. The fees paid were for business development services, including introducing the Company to various parties in the areas of project generation, corporate finance groups and potential strategic partners, and are within industry standards. As at August 31, 2016, $nil was payable to such related party ($2,730 as at November 30,2015).

- During the three and nine months ended August 31, 2016, the Company incurred $8,510 and $33,928, respectively, compared to $1,260 and $3,810 for the same respective periods in 2015, in general and administrative expenses related to website design, video production, website hosting services and marketing services paid to Blender Media, which is controlled by Arash Adnani, a direct family member of a director. The fees paid were commensurate to fees charged to Blender Media's other clients for similar services provided. As at August 31, 2016, $nil was payable to such related party ($903 as at November 30, 2015).

Related party transactions are entered into based on normal market conditions at the amounts agreed to by the parties. As at August 31, 2016, the Company has not entered into any contracts or undertaken any commitment or obligation with any related parties other than as disclosed herein.

Transactions with Key Management Personnel

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include certain directors and officers. Key management compensation, including directors' fees and management salaries, for the three and nine months ended August 31, 2016 and August 31, 2015 is comprised of:

	For the three months ended August 31,		For the nine months ended August 31,	
	2016 ($)	2015 ($)	2016 ($)	2015 ($)
Fees, salaries and benefits(1)	41,520	36,362	102,100	110,862
Share-based compensation	34,258	18,374	77,090	68,124
Total	75,778	54,736	179,190	178,986

Total directors' fees, salaries and benefits of $531,093 disclosed on the consolidated statement of comprehensive loss for the nine months ended August 31, 2016 includes $78,610 and $23,490 paid to the Company's Chief Executive Officer and Chief Financial Officer, respectively, $203,699 paid to the Company's president and directors, and $225,294 paid for employees' salaries and benefits. Total directors' fees, salaries and benefits of $547,690 disclosed on the consolidated statement of comprehensive loss for the nine months ended August 31, 2015 includes $84,942 and $25,920 paid to the Company's Chief Executive Officer and Chief Financial Officer, respectively, $242,664 paid to the Company's president and directors, and $194,164 paid for employees' salaries and benefits

Total compensation payable, including share-based compensation, to key members of management and directors in the three and nine months ended August 31, 2016 was $ 75,778 and 179,190, respectively ($54,736 and 178,986 for the same periods of 2015). Compensation is comprised entirely of employment and similar forms of remuneration. Management includes the Chief Executive Officer and Chief Financial Officer, who is also a director of the Company.

Adoption of New and Amended Accounting Standards

The Company is not aware of any changes to IFRS and IFRIC effective December 1, 2015 that impact the Company's financial statements.

Future Changes in Accounting Policies

IFRS 9 Financial Instruments

In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments which reflects all phases of the financial instruments project and replaces IAS 39 Financial Instruments: Recognition and Measurement and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early application permitted. Retrospective application is required, but comparative information is not compulsory. Early application of previous versions of IFRS 9 (2009, 2010 and 2013) is permitted if the date of initial application is before February 1, 2015. The Company is in the process of evaluating the impact of the adoption of the new standard.

IFRS 15 Revenue from Contracts with Customers

IFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaces existing revenue recognition guidance, including IAS 18 Revenue, IAS 11 Construction Contracts and IFRIC 13 Customer Loyalty Programmes. IFRS 15 is effective for annual reporting periods beginning on or after January 1, 2018, with early adoption permitted. On April 12, 2016, clarifying amendments were issued that have the same effective date as the standard itself. The Company is in the process of evaluating the impact of the adoption of the new standard.

IFRS 16 Leases

In January 2016, the IASB published a new standard, IFRS 16. The new standard provides a single lessee accounting model, requiring the recognition of assets and liabilities for all leases, unless the lease term is 12 months or less or the underlying asset has a low value. Lessor accounting remains largely unchanged from IAS 18 and the distinction between operating and finance leases is retained. The standard is effective for annual period beginning on or after January 1, 2019. The Company is in the process of evaluating the impact of the adoption of the new standard.

Amendments to IFRS 11 Joint Arrangements: Accounting for Acquisitions of Interests

The amendments to IFRS 11 require that a joint operator accounting for the acquisition of an interest in a joint operation, in which the activity of the joint operation constitutes a business must apply the relevant IFRS 3 principles for business combinations accounting. The amendments also clarify that a previously held interest in a joint operation is not remeasured on the acquisition of an additional interest in the same joint operation while joint control is retained. In addition, a scope exclusion has been added to IFRS 11 to specify that the amendments do not apply when the parties sharing joint control, including the reporting entity, are under common control of the same ultimate controlling party.

The amendments apply to both the acquisition of the initial interest in a joint operation and the acquisition of any additional interests in the same joint operation and are prospectively effective for annual periods beginning on or after January 1, 2016, with early adoption permitted. The Company is in the process of evaluating the impact of the adoption of the new standard.

Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortisation

The amendments clarify the principle in IAS 16 and IAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortise intangible assets.

The amendments are effective prospectively for annual periods beginning on or after January 1, 2016, with early adoption permitted. The Company is in the process of evaluating the impact of the adoption of the new standard.

Amendments to IAS 1 – Disclosure Initiative

In December 2014, amendments to IAS 1 were issued to address perceived impediments to preparers exercising their judgement in presenting their financial statements. The amendments clarify the definition of materiality, the presentation of items on the statement of financial position and statement of profit or loss and other comprehensive income, and ordering of notes in the financial statements. The amendments are effective for annual periods beginning on or after January 1, 2016, with earlier application being permitted. The Company is in the process of evaluating the impact of the adoption of the new standard.

Amendments to IAS 7 – Disclosure Initiative

In January 2016, amendments to IAS 7 were issued to clarify IAS 7 to improve information provided to users of financial statements regarding an entity's financing activities. The amendments are effective for annual periods beginning on or after January 1, 2017, with earlier application being permitted. The Company is in the process of evaluating the impact of the adoption of the new standard.

Financial Instruments and Risk Management

The Company's financial assets include cash, other receivables and available-for-sale securities. The Company's financial liabilities include accounts payable and accrued liabilities, due to related parties and current and long-term obligations. The Company uses the following hierarchy for determining and disclosing fair value of financial instruments:

- Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

- Level 2: other techniques for which all inputs have a significant effect on the recorded fair value which are observable, either directly or indirectly.
- Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

The following table sets forth the Company's financial assets and financial liabilities that are measured at fair value on a recurring basis by level within the fair value hierarchy. As at August 31, 2016, those financial assets and liabilities are classified in their entirety based on the level of input that is significant to the fair value measurement.

	Level 1 ($)	Level 2 ($)	Level 3 ($)	Total ($)
Financial Assets				
Cash	9,190,456	-	-	9,190,456
Available-for-sale securities	20,000	-	-	20,000
Financial Liabilities				
Long-term obligations	-	298,126	-	298,126

The valuation techniques used to measure fair value are as follows:

- The fair value of available-for-sale securities is determined by obtaining the quoted market price of the available-for-sale security and multiplying it by the quantity of shares held by the Company; and
- The fair value of the long-term obligation is determined by discounting the amounts payable using a market rate of interest for a similar instrument of an issuer with similar credit rating.

Financial risk management objectives and polices

The financial risk arising from the Company's operations are currency risk, credit risk, liquidity risk and commodity price risk. These risks arise from the normal course of operations and all transactions undertaken are to support the Company's ability to continue as a going concern. The risks associated with these financial instruments and the policies on how the Company mitigates these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Currency risk

The Company's operating expenses and acquisition costs are denominated in United States dollars, the Brazilian Real, the Paraguayan Guarani and Canadian dollars. The exposure to exchange rate fluctuations arises mainly on foreign currencies against the Company's functional currency, being the Canadian dollar. The Company has not entered into any derivative instruments to manage foreign exchange fluctuations; however, management monitors foreign exchange exposure.

The Canadian dollar equivalents of the Company's foreign currency denominated monetary assets are as follows:

	As at August 31, 2016 ($)	As at November 30, 2015 ($)
Assets		
United States Dollar	67,020	35,900
Brazilian Real	46,426	74,069
Paraguayan Guarani	3,656	3,679
Total	117,102	113,648

The Company's sensitivity analysis suggests that a consistent 5% change in the foreign currencies to Canadian dollar exchange rate on the Company's financial instruments based on balances at August 31, 2016 would be $5,855 ($5,682 as at November 30, 2015).

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's interest bearing financial asset is cash, which bears interest at fixed or variable rates. The Company does not believe it is exposed to material interest rate risk related to this instrument. As such, the Company has not entered into any derivative instruments to manage interest rate fluctuations.

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Credit risk for the Company is primarily associated with the Company's bank balances, the goods and service tax receivable ("GST"), the harmonized sales tax receivable ("HST") and refundable cash advances towards contemplated transactions.

The Company mitigates credit risk associated with its bank balance by only holding cash with large, reputable financial institutions.

The GST and HST receivable includes amounts that have been accumulated to date in the Company. At August 31, 2016, 100% of the GST and HST receivable was due from the Canadian Government Taxation Authority.

When entering into property acquisition agreements, the Company uses industry standard agreements and initial payments or advances prior to closing of transactions are meant to be refundable in the event completion of a transaction is not attained. Furthermore, deposit amounts are kept to a minimum in order to mitigate any credit risk associated with a pending transaction.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to settle or manage its obligations associated with financial liabilities. To manage liquidity risk, the Company closely monitors its liquidity position and ensures it has adequate sources of funding to finance its projects and operations. The directors of the Company are of the opinion that, taking into account the Company's current cash reserves, its network of sophisticated and accredited investors from which to raise capital and the Company's ability to respond appropriately to negative market conditions, it has sufficient working capital for its present obligations for at least the next twelve months. The Company's working capital as at August 31, 2016 was $8,308,483. The Company's other receivables, deposits, accounts payable and accrued liabilities, due to related parties and current portion of long-term obligations are expected to be realized or settled, respectively, within a one year period.

In the normal course of business, the Company enters into contracts that give rise to commitments for future minimum payments. The following summarizes the remaining contractual maturities of the Company's financial liabilities:

	As at August 31, 2016 ($)		As at November 30, 2015 ($)	
	Due within 1 year	2-5 years	Due within 1 year	2-5 years
Accounts payable and accrued liabilities	1,154,734	-	1,439,860	-
Due to related parties	-	-	3,633	-
Current portion of long-term obligations	298,126		277,468	-
Total	1,452,860	-	1,720,961	-

On September 26, 2016, the Company announced that it had completed all remaining payments, which included the current portion of long-term obligations to Luna, pursuant to the terms of a share purchase agreement dated July 10, 2012.

Commodity price risk

The Company's profitability is dependent on prices of the minerals it is able to realize. Mineral prices are affected by numerous factors such as interest rates, exchange rates, inflation or deflation and global and regional supply and demand. The Company currently has no mines in production and therefore has limited exposure to commodity price risk.

The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of precious metals and other commodities. The Company monitors commodity prices to help determine the appropriate course of action to be taken.

Outstanding Share Data

As at the date hereof, the Company has 113,339,156 BRI Shares outstanding. In addition, the following options and warrants are currently outstanding:

Share Options

The outstanding share options to purchase BRI Shares as at the date hereof are summarized as follows:

Expiry Date	Exercise Price ($)	Number Outstanding
February 6, 2020	0.71	1,252,000
April 1, 2021	0.73	1,555,000
June 27, 2021	2.23	50,000
August 18, 2021	2.51	50,000
October 6, 2021	2.50	55,000
		2,962,000

Warrants

The outstanding warrants as at the date hereof are summarized as follows:

Expiry Date	Exercise Price ($)	Number Outstanding
December 31, 2018	0.75	5,441,212
January 5, 2020	0.75	925,090
January 6, 2020	0.75	3,625,806
January 26, 2020	0.75	643,636
		11,635,744

Additional Information

Additional information regarding the Company is available on SEDAR at www.sedar.com.

Paulo Pereira, President of the Company, has reviewed and approved the scientific and technical information contained in this MD&A. Mr. Pereira holds a Bachelor's degree in Geology from Universidad Do Amazonas in Brazil, is a qualified person as defined in NI 43-101 and is a member of the Association of Professional Geoscientists of Ontario.