

**AVESORO RESOURCES INC.**

**Management's Discussion and Analysis  
For the quarter ended March 31, 2017**

Dated May 10, 2017

**AVESORO RESOURCES INC.**  
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**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

The following discussion is management's assessment and analysis of the operating results, financial condition and future prospects of Avesoro Resources Inc. (formerly Aureus Mining Inc.) (the "Company" or "Avesoro") prepared in accordance with the requirements of Canadian National Instrument 51-102. This MD&A and should be read in conjunction with the accompanying unaudited consolidated financial statements and related notes for the quarter ended March 31, 2017 and 2016 which have been prepared in accordance with have been prepared in accordance with International Accounting Standard ("IAS") 34, "Interim Financial Reporting". This management discussion and analysis has been prepared based on information available to the Company as at May 10, 2017. The information provided herein supplements and discusses, but does not form part of, the unaudited consolidated financial statements for the quarter ended March 31, 2017 and 2016. Unless otherwise indicated all amounts are in US dollars.

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com) or on the Company's website at [www.avesoro.com](http://www.avesoro.com).

**1. OVERVIEW**

**(A) DESCRIPTION OF BUSINESS**

Avesoro, is a West African focused gold producer engaged in the exploration, development and operation of gold mining assets. The Company's main asset is the New Liberty Gold mine located within the licence area subject to the Bea Mountain Mineral Development Agreement ("Bea MDA") in Liberia, West Africa (the "New Liberty Gold Mine"). The Company is listed on the Toronto Stock Exchange (the "TSX") (Ticker ASO) and the AIM Market of the London Stock Exchange (the "AIM") (Ticker ASO).

**(B) OVERALL PERFORMANCE OF THE BUSINESS**

**(B) VISION**

The vision of Management is to advance the Company into an African mid-tier gold producer with a brand recognised for sustainability, innovation and strong relationships with the local communities. Avesoro's mission is to create value for all stakeholders by:

- producing profitable gold ounces from New Liberty Gold Mine and any other mines that are successfully developed;
- increasing our resources and expanding our project pipeline; and
- strengthening and leveraging our exploration, development and production teams.

Avesoro intends to achieve these objectives while adhering to the Company's values and maintaining good corporate governance. Management endeavours to maintain and develop local stakeholder support through the Company's employment and training practices and through its sustainability initiatives.

**(C) KEY STRENGTHS**

Avesoro's key strengths are detailed as follows:

***A Strong Portfolio of Assets***

The Company has a strong portfolio of gold assets which includes the New Liberty Gold Mine in Liberia which has produced over 100,000 ozs of gold since production commenced and a promising portfolio of exploration stage gold projects in Liberia and Cameroon, including the Ndablama and Weaju Projects situated within close proximity to New Liberty on the same mining licence.

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

***Technically Strong***

The Company has experienced production and exploration teams in the countries in which it operates, who understand the geological settings and have the flexibility to work across the region. The Company employs up-to-date technological tools to better focus its exploration efforts.

***Supportive Majority Shareholder***

On June 14, 2016 the Company entered into an agreement for an equity financing with Avesoro Jersey Limited ("AJL"), formerly MNG Gold Jersey Ltd., to strengthen the Company's balance sheet and fund working capital as it completed the restart of the processing plant at the New Liberty Gold Mine.

On June 21, 2016 the Company closed the Initial Tranche of the equity financing with AJL pursuant to which the Company issued 59,533,674 new common shares in the Company ("Shares") at a price of \$0.045302 per Share and a promissory note for the aggregate principal amount of US\$12,303,006 to AJL ("the Promissory Note"), raising gross proceeds of \$15 million.

On July 15, 2016 the Company closed the Final Tranche of the equity financing with AJL pursuant to which the Company issued 331,111,209 new Shares at a price of \$0.045302 per Share to AJL, raising gross proceeds of \$15 million.

Further, the Promissory Note issued by the Company to AJL pursuant to the Initial Tranche of the equity financing automatically converted into 271,577,546 Shares (also at a price of \$0.045302 per Share) concurrent with the closing of the Final Tranche of the equity financing. An aggregate of 662,222,429 Shares were issued pursuant to the two tranches and the automatic conversion of the Promissory Note following which AJL became the majority shareholder of the Company.

On December 6, 2016, the Company issued 4,110,000,000 shares at a price of 1.5 pence per share raising net proceeds of \$75 million, with AJL subscribing for \$60 million of these new shares increasing their ownership to 73.5% of the issued and outstanding share capital of the Company.

AJL becoming a major shareholder provides Avesoro with an exciting future as it ramps up production at New Liberty and aims to optimise the asset to deliver on its full potential. AJL has strong financial backing, operational experience and is an existing operator in Liberia.

**2. PROJECTS**

**(A) NEW LIBERTY GOLD MINE, LIBERIA**

***Introduction***

The key asset in Avesoro's portfolio is the New Liberty Gold Mine, which declared commercial production on March 1, 2016. The New Liberty Gold Mine is a greenfield development and has the advantage of being easily accessible from Monrovia, Liberia's capital city, which is also home to Liberia's main commercial port facility. A tarmac road predominately covers the 100 kilometre route from Monrovia to the New Liberty Gold Mine which provides excellent all year round access.

The Company holds its interests in the New Liberty Gold Mine through its subsidiary Bea Mountain Mining Corporation ("Bea"). In September 2013, the Government of Liberia ("GoL") ratified a Restated and Amended Mineral Development Agreement ("Restated and Amended MDA") for the Bea Mining Licence (as defined below), which covers 478 km<sup>2</sup> and includes the New Liberty Gold Mine, along with the Ndablama Project (as defined below), Silver Hills, Gondoja, the Weaju Project (as defined below) and Leopard Rock exploration targets.

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

On July 29, 2009 Bea was granted a Class A Mining Licence ("Bea Mining Licence") within the Bea Mountain Mineral Development Agreement property (the "Bea MDA Property") by the GoL. The Bea Mining Licence permits mining within the 478 km<sup>2</sup> area which encompasses the New Liberty Gold Mine. The GoL holds a 10% free carry interest in the Bea Mining Licence.

**Operational review for the quarter ended March 31, 2017 ("Q1 2017")**

<b>Operating data</b>	<b>Unit</b>	<b>Three months ended March 31, 2017</b>	<b>Three months ended March 31, 2016</b>
Ore mined	Kt	351	264
Waste mined	Kt	3,944	1,707
Total mined	Kt	4,295	1,971
Strip ratio	waste:ore	11.2	6.5
Ore milled	Kt	280	253
Feed grade	g/t Au	1.97	3.00
Recovery	%	90.0	85.0
Gold ounces produced	oz	14,906	22,706
Gold ounces sold	oz	16,008	19,249
Average realised price	US\$/oz	1,231	1,198
Operating cash cost *	US\$/oz sold	1,051	1,034
All-in-sustaining cash cost *	US\$/oz sold	1,488	1,153

*Note*

\* - Operating cash cost and all-in sustaining cash cost are non-GAAP financial performance measure.

Refer to the "non-IFRS Financial Measures" section for a reconciliation of these amounts.

Cash costs are presented post declaration of commercial production effective March 1, 2016.

During Q1 2017 construction continued on schedule on the Tailings Storage Facility ("TSF") upgrade works and the new Heavy Mining Equipment ("HME") workshops, where electrical works and crane installations are in progress. Additional accommodation blocks and mess facilities within Camp David were also nearing completion.

*Open Pit Mining Operations*

Further to the 76% increase in total material movement (waste rock and ore) achieved between Quarters 3 and 4 of 2016, material movement continued to increase by an additional 28% during Q1 2017 to 4,295kt of which 351kt tonnes was ore and 3,944kt was waste rock. This represents an increase of 54% in ore production and 27% in waste movement respectively between Q4 2016 and Q1 2017, and is a direct result of the operational efficiencies put into place by the management team since taking control of mining operations during Q3 2016. In addition, the run of mine ("ROM") ore stockpile increased by 23kt to 142kt during Q1 2017.

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

During Q1 2017, the Company focused on opening access to, and the stripping of a new pit, whilst catching up on the previously postponed waste pushbacks. As a result, the strip ratio achieved during the period was 11:1 (Waste:Ore) compared to an average of 9:1 throughout 2016. As a consequence of the focus on waste stripping the average head grade of ore mined from the open pit decreased from 2.61g/t to 2.21g/t, a reduction of 17% over the previous quarter.

Throughout the second quarter of 2017, the Company has continued to focus upon catching up on the waste cutbacks in preparation for the onset of the wet season, however mined ore grades have begun to return towards the average reserve grade now that access to the new pit has been completed.

*Processing Operations*

The New Liberty process plant continued to stabilise throughout Q1 2017, with plant utilisation continuing to increase, with overall plant utilisation of 92% achieved throughout Q1 2017 and a peak of 95% plant utilisation being achieved during March 2017.

Quarterly ore throughput totalled 280kt, at a feed grade of 1.97g/t, with gold recovery levels increasing from 88% in Q4 2016 to 90% in Q1 2017. This resulted in gold production of 14,906 ounces for the Quarter. As anticipated, this was a 21% decrease on that achieved during Q4 2016 and is a result of the increased focus upon catching up on the previously postponed waste stripping and the resulting lower feed grade during the Quarter. Notwithstanding this decrease from Q4 2016, gold production has increased steadily throughout the Quarter corresponding with the increases in process plant operating stability and gold recovery levels.

Planned plant upgrades and optimisations continued throughout the Quarter, with a focus on the optimisation of the mill grind size and reagent consumption within the process plant. The end of the Quarter saw the installation and commissioning of two additional PSA Oxygen Plants which are expected to improve gold recovery levels and the efficiency of the detoxification circuit.

**Exploration**

During the prior year, the Company changed its accounting policy with respect to exploration and evaluation costs in line with the Avesoro Jersey Limited policy. The Group now charges exploration and evaluation costs to the consolidated statement of income until a decision is taken that a mining property is economically feasible, after which subsequent expenditures are capitalised as intangible assets. Once a feasibility study is completed the intangible assets are re-classified to property, plant and equipment as mining and development assets.

Prior to this change in policy, exploration and evaluation costs were capitalised by property as intangible assets until the completion of a feasibility study, at which point the capitalised costs were re-classified to property, plant and equipment as mining and development assets.

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

**New Liberty**

*Exploration spend for Q1 2017: \$29,000 (Q1 2016: \$85,000)*

Throughout Q1 2017, the focus has been on developing drilling targets with the objective of identifying additional satellite pits within a truckable distance of the New Liberty processing plant. To date, three drill targets have been earmarked and the fourth is undergoing further investigation within a 5km radius of the New Liberty plant, and the Company is currently developing a drill plan for the testing of these near mine targets.

**(B) NDABLAMA GOLD PROJECT, LIBERIA**

*Exploration spend for Q1 2017: \$212,000 (Q1 2016: \$104,000)*

The Ndablama gold project (the "Ndablama Project") is located in the north-east corner of the northern block of the Bea MDA Property and is approximately 40 km north-east of the New Liberty Gold Mine. The Ndablama Project is defined by the presence of extensive artisanal mining activity and a 2 km gold in soil anomaly which trends in a north-south direction.

In December 2014 an updated Mineral Resource of 386,000 oz at 1.6 g/t gold Indicated and 515,000 oz at 1.7 g/t gold Inferred was estimated at a 0.5 g/t cut off. The Ndablama Project resource estimate was prepared by AMC Consultants (UK) Limited and disclosed in accordance with the requirements of NI-43-101.

<b>Mineral Resource</b>	<b>Tonnes (million)</b>	<b>Grade (g/t)</b>	<b>Contained Gold (koz)</b>
Indicated	7.6	1.58	386
Inferred	9.6	1.70	515

- (1) Mineral Resources for the Ndablama deposit are reported at a cut-off grade of 0.5 g/t Au.
- (2) Resources are reported to a conceptual open pit based on \$1,700 per ounce gold.
- (3) The effective date of the deposit mineral resource estimates is December 1, 2014.
- (4) Mineral Resources in this resource statement are not Mineral Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.
- (5) Totals and average grades are subject to rounding to the appropriate precision.

The Ndablama Project target is similar in geology and style of gold mineralisation to the Leopard Rock target which is located 500 metres south-east of the South East Zone.

Metallurgical testing undertaken during 2014 at the Ndablama Project gave overall gravity plus CIL gold recovery of between 91% and 96% for the sulphide composites from head grades of 1.4 to 2.7 g/t gold. The oxide ore gave overall gravity plus CIL gold recovery of between 96% - 97% from a head grade of 0.8 g/t gold. Sulphide ore total gravity gold recovery on the various composites gave test work recoveries of between 66% and 72%.

During Q1 2017, a review of the previous drilling data and published resource was carried out to plan an additional drilling program with aims to expand the optimum pit. A desktop study of the detailed geological mapping carried out in 2016 was undertaken to plan follow up detailed mapping of anomalism within the hanging wall portion of the deposit area as well as other parallel soil geochemical trends indicative of potential hanging wall and footwall mineralization.

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

**(C) WEAJU GOLD PROJECT, LIBERIA**

*Exploration spend for Q1 2017: \$28,000 (Q1 2016: \$15,000)*

The Weaju Project (the "Weaju Project") is situated 30 km east-north-east of the New Liberty Gold Mine at the eastern end of the Bea Mountain ridge. Previously 48 diamond drill holes were drilled at the Weaju Project by Mano River Resources Inc. ("Mano River") during the period 2000 to 2005. The Weaju Project has been subjected to intense artisanal mining activity.

In November 2013 an inferred mineral resource of 178,000 ounces at 2.1 g/t Au was estimated using a 1.0 g/t cut-off grade. The Weaju Project resource estimate was prepared by AMC Consultants (UK) Limited in accordance with the requirements of NI 43-101.

<b>Mineral Resource</b>	<b>Tonnes (million)</b>	<b>Grade (g/t)</b>	<b>Contained Gold (koz)</b>
Inferred	2.7	2.1	178

- (1) Mineral Resources for the Weaju deposit are reported at a cut-off grade of 1.0 g/t Au
- (2) The effective date of the Weaju gold deposit mineral resource estimates is November 11, 2013
- (3) Mineral resources, which are not mineral reserves, do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues
- (4) The quantity and grade of reported inferred resources in this estimation are uncertain in nature and there has been insufficient exploration to define these inferred resources as indicated and measured mineral resources
- (5) Totals and average grades are subject to rounding to the appropriate precision

In Q1 2017 further mapping was planned for execution in Q2 2017 in areas southwest of the existing Weaju resource with aims to develop drill targets and outline the strike extension of prospective host rocks and. Pit locations have also been identified in the field for excavation in Q2 2017.

**(D) LEOPARD ROCK, LIBERIA**

*Exploration spend for Q1 2017: \$15,000 (Q1 2016: \$16,000)*

As announced on May 11, 2015 the Bea Mining Licence was enlarged to include the Leopard Rock gold target ("Leopard Rock") located immediately south of the Bea Mining Licence and host to the south eastern extension to the gold bearing rocks associated with the Ndablama Project. The shear structure hosting the Leopard Rock target can be traced in the north-west to the Ndablama Project over a distance of 3 kilometres.

To date, 4,294 metres of diamond drilling has been completed and results from 27 diamond drill holes are available on the Company's website.

Leopard Rock South is a continuation of the Leopard Rock projection, and is identified by a series of gold anomalies to the south and west of Leopard Rock.

During Q1 2017 a desktop review was completed for selecting drill targets to test saprolite for bedrock mineralisation.

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

**(E) GONDOJA, LIBERIA**

*Exploration spend for Q1 2017: \$4,000 (Q1 2016: \$17,000)*

The Gondoja gold target ("Gondoja") is located 8 km north-east of the Ndablama Project and 45 km east-north-east of the New Liberty Gold Mine.

Gondoja was mapped in detail as part of a campaign to map the Yambesei shear zone, this has enabled the tracing of mineralisation at surface and put the soil anomalies into a geological context. Pitting was undertaken along the entire extent of the Yambesei shear zone and identified the continuation of mineralised zones in preparation for future drilling.

In Q1 2017, drill targets were reviewed and a reconnaissance drill programme has been developed to test mineralization encountered by pitting and mapping that took place in 2016. This drill programme will be scheduled for late Q4 2017.

**(F) KOINJA, GBALIDEE, MUSA AND WELINKUA, LIBERIA**

*Exploration spend for Q1 2017: \$15,000 (Q1 2016: \$57,000)*

The Koinja target ("Koinja") and the Gbalidee target ("Gbalidee") are located on the Yambesei shear zone and are part of an 8 km continuous zone of gold in soil anomalies that extends up to the Welinkua target ("Welinkua"), a target located to the north-east of Gondoja and Musa. Mineralisation is located within sheared mafics and ultramafics located between granites and can be followed over a strike length of more than 3.8 kilometres which remains open at both ends.

Detailed mapping of the 8 kilometre extent of the Yambesei shear zone was completed during Q4 2015. Pitting along the entire length of the Yambesei shear was completed in Q3 2016 and has been completed over Gondoja, Musa and Gbalidee. During Q1 2017, data from mapping and geological interpretation was integrated with geochemical and geophysical datasets to plan a drilling programme scheduled for the latter part of 2017.

**(G) SILVER HILLS, LIBERIA**

*Exploration spend for Q1 2017: \$15,000 (Q1 2016: \$40,000)*

The Silver Hills targets ("Silver Hills") are situated approximately 13 km north-east of the New Liberty Gold Mine. There has been artisanal activity in the past. Lithologies consist mainly of granite biotite gneisses, itabarites, ultramafics and amphibolite talc sericite schists. The mineralisation is related to zones of silicification occurring within amphibolites. Channel samples highlighted the potential for high grade zones, associated with intense silicification along strike of previously sampled areas.

Mapping along the strike of the Belgium target continued in Q1 2017 with the aim of extending the current 1km mineralised strike length. Pitting has been carried along strike as well as in a zone parallel to the main mineralized trend. A first phase drilling programme to test continuity of high grade zones encountered from channel sampling of hard rock artisanal workings and prospecting pits is currently being planned and scheduled for the latter part of 2017.



**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

**(H) MATAMBO CORRIDOR, LIBERIA**

*Exploration spend for Q1 2017: \$63,000 (Q1 2016: \$21,000 excluding licence acquisition of \$613,000)*

During Q4 2015, the Company entered into an agreement to acquire Sarama Investments Liberia Limited ("Sarama") which held three Liberian exploration licences. These licences, referred to as Cape Mount West (116.6 km<sup>2</sup>), Cape Mount (96.6 km<sup>2</sup>) and Cape Mount East (67.7 km<sup>2</sup>), are contiguous to the Bea Mining Licence and are located close to the New Liberty Gold Mine. Following the completion of the acquisition in January 2016, the Company holds 100% ownership of the licences.

Cape Mount and Cape Mount East licences host a 15 km gold in soil anomaly. Prior to entering into the agreement with the Company, Sarama conducted a US\$ 1.8 million exploration programme over the licence areas starting with an airborne geophysics survey followed by regional soil sampling. This programme led to the identification of the 15 km gold in soil anomaly that straddles the two licences and that corresponds to the westerly extension of the Bea Mountain Greenstone Belt, the "Matambo Corridor". This Belt is interpreted as being folded over the licence areas with the southern limb corresponding to the Silver Hills target, located in the Company's Bea Mining Licence.

Follow up work undertaken by Sarama included trenching in several locations along the part of the gold corridor that is located within the Cape Mount license. This work demonstrated in situ mineralisation with best intercepts of 16 m grading 1.7 g/t Au and 6 m grading 2.3 g/t Au. In 2014 Sarama undertook a 1,600 m reconnaissance diamond drilling programme comprising 15 holes targeting the three main targets, namely Bangoma, Saanor and Bomafa prospects. Gold mineralisation intersected by drilling included intercepts of 7.5 m grading 3.9 g/t and 5 m grading 2.3 g/t.

The acquisition of Sarama was completed by the Company in January 2016 for a total consideration of 6,645,070 common shares of the Company.

Geological mapping has covered the majority of the 15 km gold corridor. The Bomafa, Bangoma, Saanor prospects were all mapped and sampled. Locating a main band of greenstone which underlies the soil anomalism with lithosamples confirming multiple bands of mineralisation at surface.

During Q1 2017, mapping and pitting along strike towards the northeast and southwest of the anomalous gold corridor continued. Rock chip and channel sampling has confirmed the continuity of mineralization. A drilling programme has been scheduled for the latter part of 2017.

**(I) YAMBESSEI, ARCHEAN WEST, MABONG, MAFA WEST, LIBERIA**

*Exploration spend for Q1 2017: \$47,000 (Q1 2016: \$53,000)*

In November 2013 the Company increased its contiguous ground holdings around its New Liberty Gold Mine and Bea Mining Licence by acquiring four new exploration licences referred to as Yambesei (759 km<sup>2</sup>), Archean West (112.6 km<sup>2</sup>), Mabong (36.6 km<sup>2</sup>) and Mafa West (15.6 km<sup>2</sup>). In 2016, upon renewal of the exploration licences, and as per the Mining Law of Liberia, certain areas of ground were relinquished from within the licence areas with the Yambesei licence being reduced to a size of 473 km<sup>2</sup> and Archaen West exploration licence reducing to a size of 56 km<sup>2</sup>

The licence portfolio hosts multiple greenstone belts and associated shear structures, which to date have been the principal hosts to the Archean gold mineralisation systems discovered in Liberia.

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

Over 80 km of north-east to south-west trending structural zones referred to as the Yambesei, Lofa and Mafa shear corridors, now locate within the licence portfolios and host multiple gold targets including the New Liberty Gold Mine, Weaju and Ndablama. These major structures can be traced for over 250 km within Liberia.

In the West Mafa licence, pitting is underway and has intersected gold mineralization in sheared granitoid 2.6 kilometers west of the high grade mineralization previously encountered. This indicates the potential of mineralization over significant strike length.

In the Yambesei license, a reconnaissance soil program to test a BLEG anomaly north of the Weaju deposit is nearing completion. BLEG stream sediment sampling was carried out on the Archaen West license to identify highland catchment areas with indications of gold mineralization, whilst an infill soil sampling is ongoing at the Mabong licence.

**(I) CAMEROON**

*Exploration spend for Q1 2017: \$59,000 (Q1 2016: \$59,000)*

The Batouri licence (168 km<sup>2</sup>) is located 436 km east of Yaoundé, the administrative capital of Cameroon. The licence is a window of the Pan-African north equatorial fold belt composed of Paleo-Proterozoic and Neoproterozoic series and known as a result of collision between the West African craton and Congo craton. The region is affected by the Central African Shear Zone system generally following a north-east to south-west trend, and along which syn to post-tectonic granitoid plutons are common. The auriferous zones within the granite are considered to be controlled by the shear zone.

An application for the renewal of the licence was approved in April 2017.

The Batouri project is defined by three prospects; i) Kambele (3.5 km long), ii) Dimako-Mongonam (3.5 km long) and iii) Amndobi (5 km long).

Exploration work continued on the interpretation of the mineralised systems of Kambele and Dimako targets following on from the core relogging. The work was recommended in order to produce a new interpretation of the mineralisation models and determine their potential to host economic deposits. A GIS study was undertaken over the licence area and resulted in the identification of structural lineaments along which field verification has shown the presence of artisanal sites.

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

**4. SUMMARY OF PERFORMANCE**

**(A) SUMMARY OF SELECTED QUARTERLY FINANCIAL INFORMATION**

<b>US\$'000 except loss per Common Share</b>	<b>Quarter ended March 31, 2017</b>	<b>Quarter ended December 31, 2016</b>	<b>Quarter ended September 30, 2016</b>	<b>Quarter ended June 30, 2016</b>
Gold sales	19,699	21,826	18,839	14,695
Loss for the quarter	(9,555)	(73,636)	(22,878)	(9,740)
Loss per Common Share, basic and diluted	(0.002)	(0.036)	(0.021)	(0.018)
Total comprehensive income/(loss) for the quarter	(9,521)	(73,406)	(22,956)	(9,873)
Total assets	221,092	227,243	249,388	251,270
	<b>Quarter ended March 31, 2016</b>	<b>Quarter ended December 31, 2015</b>	<b>Quarter ended September 30, 2015</b>	<b>Quarter ended June 30, 2015</b>
Gold sales	8,253	-	-	-
Profit/(Loss) for the quarter	(6,736)	(34,876)	(321)	(4,103)
Profit/(Loss) per Common share, basic and diluted	(0.012)	(0.085)	(0.001)	(0.011)
Total comprehensive income/(loss) for the quarter	(6,673)	(34,978)	(536)	(4,063)
Total assets	244,097	245,318	258,369	245,065

The Company's performance is not affected by seasonal trends.

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

**(B) RESULTS OF OPERATIONS**

**(i) CONSOLIDATED STATEMENT OF INCOME AND COMPREHENSIVE INCOME**

*Quarter ended March 31, 2017 ("Q1 2017") as compared to quarter ended March 31, 2016 ("Q1 2016")*

The loss for Q1 2017 was US\$9.6 million and comprises mainly of the operating loss from New Liberty of US\$4.5 million, exploration costs of US\$0.5 million, corporate, administrative and professional expenses of US\$1.6 million and interest charge of US\$2.8 million. This compares to a loss of US\$6.7 million in Q1 2016 which comprises mainly of the operating loss from New Liberty of US\$2.9 million, exploration costs of US\$1.1 million, corporate, administrative and professional expenses of US\$1.3 million and interest charge of US\$0.9 million.

The comprehensive loss for Q1 2017 amounted to US\$9.5 million (Q1 2016: US\$6.7 million).

Revenues of US\$19.7 million (Q1 2016: US\$8.3 million) was generated from the sale of 16,008 ounces of gold. Commercial production was declared on March 1, 2016 so the comparative revenues in Q1 2016 include only the sale of 6,612 ounces in March 2016.

Cost of sales of US\$24.2 million (Q1 2016: US\$11.2 million) relating to production costs of US\$17.5 million (Q1 2016: US\$9.3 million) and mine depreciation of US\$6.8 million (Q1 2016: US\$1.9 million) have been recognised in the income statement during the quarter. Production costs include costs associated with mining, processing and mine administration of US\$15.4 million, royalties, freight and refining of US\$0.7 million, decrease in inventories of US\$1.4 million. Depreciation amounted to US\$6.8 million or US\$453 per ounce produced.

Administrative and other expenses of US\$1.6 million was US\$0.3 million higher than Q1 2016 mainly due to higher professional fees by US\$0.2 million related to the successful arbitration with the Company's earthworks and civils contractor and decrease in realised foreign exchange gain on South African Rand-denominated payables of US\$0.2 million.

Exploration costs of US\$0.5 million in Q1 2017 are in line with Q1 2016 once the cost of the acquisition of the three licences from Sarama of US\$0.6 million is excluded.

The derivative liability loss of US\$0.2 million (Q1 2016: US\$0.5 million) relates to the increase in fair value of the warrants mainly as a result of the rise in the Company share price.

Interest expense of US\$2.8 million (Q1 2016: US\$0.9 million) represents the effective interest on Tranches A and B of the Senior Facility, Subordinated Facility, finance lease liabilities and the unwinding of the discount on the mine closure provision. Interest prior to the declaration of commercial production had been charged to the New Liberty development asset.

The variation in profit and loss over the eight quarters disclosed above is predominantly driven by impairment charges, the declaration of commercial production on March 1, 2016 following which all revenues, costs of sales and interest expense are recognised in the income statement rather than capitalised and fees related to the change in ultimate control of the Company.

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

**(ii) CONSOLIDATED STATEMENT OF FINANCIAL POSITION, LIQUIDITY AND CAPITAL RESOURCES**

**Statement of financial position at March 31, 2017 vs. December 31, 2016**

Trade and other receivables increased from US\$5.8 million as at December 31, 2016 to US\$6.8 million as at March 31, 2017 predominantly due to advance payments to suppliers.

Inventories of US\$15.2 million at March 31, 2017 (December 31, 2016: US\$16.4 million) comprised of 382 ounces of gold doré (US\$0.5 million), gold in circuit (US\$2 million), ore stockpile (US\$3.2 million) and consumables (US\$9.6 million). Gold inventories decreased by US\$1.3 million mainly due to reduced gold doré held at the end of the period.

Property, plant and equipment of US\$191.5 million as at March 31, 2017 is comparable to the balance as at December 31, 2016. It comprises predominantly the New Liberty Gold Mine assets of US\$156 million, capitalised stripping costs of US\$5.6 million in relation to the Kinjor cutback and opening of the Marvoe pit, mining and other equipment of US\$14 million, assets held as finance leases of US\$12.4 million and mine closure and rehabilitation costs of US\$2 million. An additional US\$7.2 million was capitalised in Q1 2017 which relates mainly to the capitalised stripping cost of US\$5.6 million, upgrade works on the TSF of US\$0.4 million and construction of additional accommodation blocks and mess facilities of US\$0.4 million.

The Company's investment in Stellar Diamonds of 615,855 shares is carried in the statement of financial position at its fair value (derived from the prevailing market price) which was US\$36 thousand at March 31, 2017 (December 31, 2016: US\$55 thousand).

Current liabilities of US\$31.5 million as at March 31, 2017 (December 31, 2016: US\$37 million) includes trade and other payables of US\$18.1 million (December 31, 2016: US\$14.2 million) arising mainly from New Liberty mining and plant operations, current portion of borrowings of US\$10.7 million (December 31, 2016: US\$20.3 million), finance lease liabilities of US\$2.4 million (December 31, 2016: US\$2.4 million) and derivative liability of US\$0.3 million (December 31, 2016: US\$0.1 million) being the fair value of the warrants issued.

Non-current liabilities of US\$93.8 million (December 31, 2016: US\$85.3 million) includes bank borrowings of US\$81.8 million (December 31, 2016: US\$73.2 million), finance lease liabilities of US\$9.7 million (December 31, 2016: US\$9.8 million) and provision for rehabilitation of New Liberty mine of US\$2.3 million (December 31, 2016: US\$2.3 million). The finance lease liabilities are in respect of mining equipment, power generators and a fuel storage facility at New Liberty.

Borrowings include a Senior Facility of US\$85.6 million, a Subordinated Facility of US\$12 million and related interest (together the Company's "Loan Facilities"). The movement in current and non-current borrowings is mainly due to the amendment of the Loan facilities as further discussed on the following Liquidity, Capital Resources and Financial Instruments section.

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

**Liquidity, Capital Resources and Financial Instruments**

As at March 31, 2017, the Company had cash and cash equivalents of US\$6.7 million and a working capital deficiency of US\$2 million which is expected to be remedied through cash inflows from operations.

On March 31, 2017, the Company finalised the amendment of its Loan Facilities. The revisions include improved conditions and rescheduled repayment terms of the Loan Facilities with the Company's Lenders in exchange for the provision of a personal guarantee from Mehmet Nazif Gnal, Non-Executive Chairman of the Company, and corporate guarantees from the Avesoro Holdings Limited group, the beneficial owner of 73.5% of the Company's issued equity.

The rescheduled repayment structure provides no further capital repayments until March 31, 2018 and the Senior Facility loan tenor extended by two years until January 31, 2022, whilst the tenor on the Subordinated Facility has been extended to the earlier of 12 months following the repayment of the Senior Facility or January 31, 2023.

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, available-for-sale investment, borrowings, trade payables and accruals, finance lease liabilities and derivative liabilities. Financial instruments are initially recognized at fair value with subsequent measurement depending on classification as described below. Classification of financial instruments depends on the purpose for which the financial instruments were acquired or issued, their characteristics, and the Company's designation of such instruments.

The majority (c.99%) of the Company's cash and cash equivalents are invested with a leading multi-national bank with a Standard & Poor's A- long-term credit rating.

**Cash Flows for the quarter ended March 31, 2017 vs. March 31, 2016**

Net cash generated from operations during Q1 2017 amounted to US\$1.8 million (Q1 2016: US\$3.8 million) and is due predominantly to cash inflows from New Liberty operations less exploration costs, corporate expenses and movements in operating working capital. The net cash generated from operations in Q1 2016 due predominantly from cash inflows from the start of commercial production on March 1, 2016 of New Liberty was mainly expended on pre-production operating liabilities which were included in investing activities.

Net cash used in investing activities in Q1 2017 was US\$5.3 million (Q1 2016: US\$8 million) relates mainly to payments for capitalised stripping cost, camp construction and upgrade works on the TSF.

Net cash used in financing activities in Q1 2017 of US\$3.3 million (Q1 2016: US\$nil) was in respect of financing charges on the Loan Facilities and finance leases.

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

**(D) OTHER INFORMATION**

**(ii) Outstanding Share Data**

As at the date hereof, the Company had an unlimited number of common shares authorized for issuance with 5,324,759,001 Common Shares issued and outstanding.

The Company has the following incentive stock options and warrants outstanding at the date hereof:

	Number	Exercise Price	Expiry Date
Stock Options	117,797,078	C\$0.03-C\$0.72	Apr 2017 – Dec 2021
Warrants	60,472,175	GBP0.07-GBP0.378	Oct 2017 – Apr 2019

**(ii) Going concern**

The condensed interim consolidated financial statements have been prepared on a going concern basis. As at March 31, 2017, the Company has cash and cash equivalents of US\$6.7 million, net current liabilities of US\$2 million and has approximately US\$10 million of debt repayments due in the next twelve months.

On March 31, 2017, the Company finalised the amendment of its Loan Facilities. The revisions include improved conditions and rescheduled repayment terms of the Loan Facilities with the Lenders in exchange for the provision of a personal guarantee from Mehmet Nazif Gnal, Non-Executive Chairman of the Company, and corporate guarantees from the Avesoro Holdings Limited, the beneficial owner of 73.5% of the Company's issued equity.

The rescheduled repayment structure provides no further capital repayments until March 31, 2018 and the Senior Facility loan tenor extended by two years until January 31, 2022, whilst the tenor on the Subordinated Facility has been extended to the earlier of 12 months following the repayment of the Senior Facility or January 31, 2023.

The Company's forecasts and projections, considering the above amendment of its Loan Facilities, show that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus, it continues to adopt the going concern basis of accounting in preparing the interim consolidated financial statements.

**(iii) Subsequent events**

None

**(iv) Related party transactions**

**(a) Guarantee on the Loan Facilities**

In exchange for the revised and improved conditions and rescheduled repayment terms of the Loan Facilities a personal guarantee was provided by Mehmet Nazif Gnal, Non-Executive Chairman of the Company and corporate guarantees were provided by the Avesoro Holdings Limited group, the beneficial owner of 73.5% of the Company's issued equity.

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

(b) Provision/(purchases) of goods and services

The Company provided/(purchased) the following services from related parties:

	<b>Three months ended March 31, 2017 \$'000</b>	Three months ended March 31, 2016 \$'000
Recharge of employee costs	105	-
Drilling services	(143)	-
Travel charges	(8)	-
Environmental consultancy services	-	(21)

Included in trade and other receivables is a receivable from a related party of \$227,000 as at March 31, 2017 (December 31, 2016: \$122,000) which represents recharged employee costs.

Included in trade and other payables is \$220,000 payable to related parties as at March 31, 2017 (December 31, 2016: \$86,000) which represents services provided to the New Liberty mine.

**(v) Off balance sheet arrangements**

As part of the settlement for legacy mining claims at Weaju a third party is entitled to receive a 7.5% net profit interest ("NPI") on life-of-mine production at Weaju.

As part of the agreement to acquire Sarama Investments Liberia Limited, a third party is entitled to receive a royalty equal to 1% net smelter returns from the Cape Mount permit.

Other than the NPI interests disclosed above the Company does not have any off-balance sheet arrangements and does not contemplate having any in the foreseeable future.

**(vi) Operating segments**

The Company is engaged in the acquisition, exploration, development and operations of gold properties in the West African countries of Liberia and Cameroon. Information presented to the Chief Executive Officer for the purposes of resource allocation and assessment of segment performance is focused on the geographical location. The reportable segments under IFRS 8 are as follows:

- New Liberty operations;
- Liberia exploration;
- Cameroon exploration; and
- Corporate.



**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

Following is an analysis of the Group's results, assets and liabilities by reportable segment for the three months ended March 31, 2017:

	<b>New Liberty operations</b>	<b>Liberia exploration</b>	<b>Cameroon exploration</b>	<b>Corporate</b>	<b>Total</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Loss for the period	(7,631)	(517)	(62)	(1,344)	<b>(9,555)</b>
Gold sales	19,699	-	-	-	<b>19,699</b>
Production costs					
- Mine operating costs	(16,145)	-	-	-	<b>(16,145)</b>
- Change in inventories	(1,350)	-	-	-	<b>(1,350)</b>
	(17,495)	-	-	-	<b>(17,495)</b>
Depreciation	(6,751)	(80)	(3)	(6)	<b>(6,840)</b>
Segment assets	215,629	246	70	5,147	<b>221,092</b>
Segment liabilities	(125,043)	(95)	-	(223)	<b>(125,361)</b>
Capital additions – property, plant and equipment	7,180	-	-	27	<b>7,207</b>

Following is an analysis of the Group's results, assets and liabilities by reportable segment for the three months ended March 31, 2016:

	<b>New Liberty operations</b>	<b>Liberia exploration</b>	<b>Cameroon exploration</b>	<b>Corporate</b>	<b>Total</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
Loss for the period (restated)	(3,554)	(1,120)	(82)	(1,980)	<b>(6,736)</b>
Gold sales	8,253	-	-	-	<b>8,253</b>
Production costs					
- Mine operating costs	(7,678)	-	-	-	<b>(7,678)</b>
- Change in inventories	986	-	-	-	<b>986</b>
- Impairment of ore stockpiles	(2,607)	-	-	-	<b>(2,607)</b>
	(9,299)	-	-	-	<b>(9,299)</b>
Depreciation of property, plant and equipment	1,871	89	6	7	<b>1,973</b>
Segment assets	216,567	503	72	10,101	<b>227,243</b>
Segment liabilities	(121,483)	(69)	-	(715)	<b>(122,267)</b>

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

**(vii) Non-IFRS financial measures**

*Cash Costs*

Operating cash costs and all-in-sustaining cash costs are a common financial performance measure in the mining industry but have no standard definition under IFRS. The Company reports cash costs on an ounces of gold sold basis. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, investors use this information to evaluate the Company's performance and ability to generate cash flow from its operations. Other companies may calculate these measures differently and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

The following table reconciles these non-IFRS measures to the most directly comparable IFRS measures:

In US\$'000 except per ounce figures	<b>Quarter ended March 31, 2017</b>	<b>Quarter ended December 31, 2016</b>
Gold ounces sold	<b>16,008</b>	17,781
Mine operating costs excluding royalty, freight and refining	<b>15,480</b>	27,901
Change in inventories	<b>1,350</b>	6,550
Total operating cash costs	<b>16,830</b>	34,451
Total operating cash costs per ounce sold	<b>1,051</b>	1,938
Total production cash costs	<b>16,830</b>	34,451
Royalty, freight and refining	<b>665</b>	728
Corporate administrative costs *	<b>929</b>	1,133
Share based compensation	<b>276</b>	331
Capitalised stripping and sustaining capital	<b>4,992</b>	-
Sustaining exploration	<b>29</b>	47
Accretion and depreciation on reclamation provision	<b>96</b>	67
Total all-in sustaining costs	<b>23,817</b>	36,758
Total all-in sustaining costs per ounce sold	<b>1,488</b>	2,067

\* Corporate administrative costs exclude non-recurring arbitration costs with the Company's earthworks and civils contractor.

*EBITDA and Adjusted EBITDA*

A non-IFRS financial measure, the Company calculates EBITDA as net profit or loss for the period excluding finance costs, income tax expense, depreciation and impairment charges of long-lived assets.

EBITDA does not have a standardised meaning prescribed by IFRS and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. EBITDA excludes the impact of cash costs of financing activities and taxes and the effects of changes in working capital balances and

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

therefore is not necessarily indicative of operating profit or cash flow from operations as determined under IFRS. Other companies may calculate EBITDA differently.

Adjusted EBITDA is a non-IFRS financial measure calculated by excluding one-off costs or credits relating to non-routine transactions from EBITDA. It excludes other credits and charges, that individually or aggregate, if of a similar type, are of a nature or size that requires explanation in order to provide additional insight into the underlying business performance.

In US\$'000	Quarter ended March 31, 2017	Quarter ended December 31, 2016
Loss for the period	(9,555)	(73,606)
Finance costs	2,770	2,584
Derivative liability loss/(gain)	163	(212)
Depreciation	6,840	6,773
Impairment of New Liberty	-	42,473
<b>EBITDA</b>	<b>218</b>	<b>(21,988)</b>
Professional fees related to the arbitration with ICE	292	1,027
Termination fees paid to Atmaca Services Liberia Inc.	-	4,500
<b>Adjusted EBITDA</b>	<b>510</b>	<b>(16,461)</b>

**(ix) Critical accounting estimates**

In the application of the Company's accounting policies, as disclosed in Note 3.23 of the Company's annual financial statements, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The following critical IFRS accounting policies and estimates are relevant to the presentation of the Company's consolidated financial statements:

*Carrying value of New Liberty cash generating unit*

The ability of the Company to realise the carrying values of the cash generating unit is contingent upon future profitable production or proceeds from the New Liberty Gold Mine and influenced by operational, legal and political risks and future gold prices.

Management makes the judgements necessary when considering impairment at least annually with reference to indicators in IAS 36. If an indication exists, an assessment is made of the recoverable amount. The recoverable amount is the higher of value in use (being the net present value of expected future cash flows) and fair value less costs to sell. Value in use is estimated based on operational forecasts with key inputs that include gold reserves, gold prices, production levels including grade and tonnes processed, production costs and capital expenditure. Because of the above-mentioned uncertainties, actual future cash

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

flows could materially differ from those estimated. The consolidated financial statements for the year ended December 31, 2016 outlines the significant inputs used when performing impairment test on the New Liberty cash generating unit.

*New Liberty reserve estimates*

The Group estimates its ore reserves and mineral resources in accordance with the National Instrument 43-101 "Standards of Disclosure for Mineral Projects" of the Canadian Securities Administrators. Reserves determined in this way are used in the calculation of depreciation of mining assets, as well as the assessment of the carrying value of the New Liberty cash generating unit and timing of mine closure provision. Uncertainties inherent in estimating ore reserves and assumptions that are valid at the time of estimation may change significantly when new information becomes available. Changes in the forecast prices of commodities, exchange rates, production costs or recovery rates may change the economic status of reserves and may, ultimately, result in the reserves being restated. The failure of the Company to achieve production estimates could have a material and adverse effect on any or all of its future cash flows, profitability, results of operations and/or financial condition.

*Declaration of commercial production*

Management used its judgement to declare commercial production at New Liberty effective March 1, 2016 following a 60-day period of process plant operations in line with both design specifications and management expectations in terms of throughput capacity and gold recovery.

*Provisions for mine closure and rehabilitation costs*

Management uses its judgement and experience to provide for and amortise the estimated mine closure and site rehabilitation over the life of the mine. Provisions are discounted at a risk-free rate and cost base inflated at an appropriate rate. The ultimate closure and site rehabilitation costs are uncertain and cost estimates can vary in response to many factors including changes to relevant legal requirements or the emergence of new restoration techniques. The expected timing and extent of expenditure can also change, for example in response to changes in ore reserves or processing levels. As a result, there could be significant adjustments to the provisions established which could affect future financial results.

*Capitalisation of exploration and evaluation costs*

Exploration and evaluation costs are expensed as incurred until a decision is taken that a mining property is economically feasible, after which subsequent expenditures are capitalised as intangible assets. Management estimates the economic feasibility of a property using key inputs such as gold resources, future gold prices, production levels, production costs and capital expenditure.

*Inventories*

Valuations of ore stockpile and gold in circuit require estimations of the amount of gold contained in, and recovery rates from, the various work in progress. These estimations are based on analysis of samples and prior experience. Judgement is also required regarding the timing of utilisation of stockpiles and the gold price to be applied in calculating net realisable value.

*Share-based payments and warrants*

The amounts used to estimate fair values of stock options and warrants issued are based on estimates of future volatility of the Company's share price, expected lives of the options, expected dividends to be paid by the Company and other relevant assumptions.

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

By their nature, these estimates are subject to measurement uncertainty and the effect of changes in such estimates on the consolidated financial statements of future periods could be significant.

**4. NI 43-101 STATEMENT AND QUALIFIED PERSON**

The Company's Qualified Person is Mark J. Pryor, who holds a BSc (Hons) in Geology & Mineralogy from Aberdeen University, United Kingdom and is a Fellow of the Geological Society of London, a Fellow of the Society of Economic Geologists and a registered Professional Natural Scientist (Pr.Sci.Nat) of the South African Council for Natural Scientific Professions. Mark Pryor is an independent technical consultant with over 30 years of extensive global experience in exploration, mining and mine development and is a "Qualified Person" as defined in National Instrument 43-101 "Standards of Disclosure for Mineral Projects" of the Canadian Securities Administrators. Mr. Pryor has reviewed and approved the scientific and technical information contained in this MD&A, and consents to the inclusion in this MD&A of the matters based on their information in the form and context in which it appears and confirms that this information is accurate and not false or misleading.

Assay and sampling information are taken from the Company's database as prepared on the New Liberty Gold Mine site by the project geologists. Drill core is split on site and sent under custody to internationally recognised assayers.

Quality control and quality assurance procedures include the regular and methodical implementation of field duplicates, blank samples, standards and laboratory repeats as well as regular and specific programmes of re-assaying and umpire laboratory assaying.

The Company has had prepared an NI 43-101 compliant technical report dated March 25, 2015 and titled "*New Liberty Gold Project, Bea Mountain Mining Licence Southern Block, Liberia, West Africa, Definitive Project Plan*" regarding the New Liberty Project which is available under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

**5. FORWARD-LOOKING STATEMENTS**

Certain information contained in this Management's Discussion and Analysis ("MD&A") herein is forward looking information. This information may relate to future events or the Company's future performance. All information other than information of historical fact is forward looking information. The use of any of the words "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "should", "believe", "predict" and "potential" and similar expressions are intended to identify forward looking information. This information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated or projected in such forward looking information. No assurance can be given that this information will prove to be correct and such forward looking information included in this MD&A should not be unduly relied upon. Forward-looking information speaks only as of the date of this MD&A.

Such forward looking statements include, among other things, statements or information relating to: the New Liberty Gold Mine (including any possible expenses related to future remediation and rehabilitation and the quantity and quality of mineral resource and mineral reserve estimates at the New Liberty Gold Mine), the proposed new plans relating to the New Liberty Gold Mine regarding operations and mine design, estimates relating to tonnage, grades, waste ratios, recovery rates, future gold production, future cash flows, life-of-mine estimates, assay results, gravity concentration test results, expectations regarding throughput gold production, mill treatment and plant feed, estimates of capital and operating costs and start-up costs, anticipated sources of funding, expectations regarding staffing requirements and the engagement of external contractors, estimates of revenues, expectations regarding operating parameters, plans regarding optimization work (including the timing thereof), construction activities, power supply and infrastructure development, the proposed budget for the work program at the New Liberty Gold Mine, asset retirement obligations and decommissioning requirements, plans

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

for further exploration work, including drilling and metallurgical test work, expectations regarding the potential direct and indirect environmental and socio-economic impacts of the New Liberty Project, as well as the other forecasts, estimates and expectations relating to the New Liberty Gold Mine included in this MD&A, the future market price of commodities, strategic plans, production targets, timetables, the continued listing of the Common Shares on the TSX and the AIM, financing plans and alternatives, proposed plans and exploration activities on the Company's other target areas (including the proximal targets of Weaju, Ndablama, Leopard Rock, Gondoja, Yambesei, Archean West, Mabong and Mafa West) and the timing related thereto, and targets, goals, objectives and plans associated therewith, and the Company's expectation that all licences/permits will be able to be obtained.

With respect to forward looking information contained in this MD&A, assumptions have been made regarding, among other things: general business, economic and mining industry conditions; that Avesoro will be able to advance and complete any remediation, rehabilitation and restoration activities that may be required within expected timeframes; that there will be no significant delay or other material impact on the expected timeframes for completion of any remediation and restoration of the New Liberty Gold Mine and the recommencement of processing operations; that any required permits, approvals and arrangements to proceed with planned remediation and restoration will be obtained in a timely manner; that there will be no interruptions that will materially delay Avesoro's progress with any remediation plans; that Avesoro will have access to any additional capital if required; interest rates and foreign exchange rates; mineral resource and mineral reserve estimates; geological and metallurgical assumptions (including with respect to the size, grade and recoverability of mineral resources and mineral reserves) and cost estimates on which the mineral resource and mineral reserve estimates are based; the parameters and assumptions employed in the DFS, (including but not limited to, those relating to construction, future mining and operating costs, processing and recovery rates, net present values and internal rates of return, timing for the commencement of production, tax and royalty rates, future gold prices, metallurgical rates, pit design, operations and management, grades, the base case analysis and the proposed budget for further exploration plans and objectives); the supply and demand for commodities and precious and base metals and the level and volatility of the prices of gold; market competition; the ability of the Company to raise sufficient funds from capital markets and/or debt to meet its future obligations and planned activities; the business of the Company including the continued exploration of its properties; the political environments and legal and regulatory frameworks in Liberia and Cameroon with respect to, among other things, the ability of the Company to obtain, maintain, renew and/or extend required permits, licences, authorizations and/or approvals from the appropriate regulatory authorities and the ability of the Company to continue to obtain qualified staff and equipment in a timely and cost-efficient manner to meet its demand. Assumptions used in the preparation of such information, although considered reasonable by Avesoro at the time of preparation, may prove to be incorrect.

Actual results could differ materially from those anticipated in the forward looking information contained in this MD&A as a result of the risk factors, including: risks normally incidental to exploration and development of mineral properties; uncertainty regarding the outcome of any sample testing and analysis to be conducted on the area affected by the overflow from the TSF; risks relating to the timely receipt of necessary approvals and consents to proceed with any required remediation plan; risks relating to the timing, costs and liabilities relating to the modifications to the detoxification circuit and overflow from the TSF; uncertainty as to actual timing of completion of any remediation and restoration activities and the recommencement of processing operations at the New Liberty Gold Mine; risks relating to the impact of the overflow from the TSF on Avesoro's reputation; the quantum of any claims, fines or penalties that may become payable by Avesoro and the risk that current sources of funds are insufficient to fund any such liabilities; risks that Avesoro will be unsuccessful in defending against any legal

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

claims or potential litigation; risk of costs arising from any unforeseen longer-term environmental consequences of the overflow from the TSF at the New Liberty Gold Mine; risks that additional financing that may be required may not be available to Avesoro on terms acceptable to Avesoro or at all; the inability of the Company to obtain required financing when needed and/or on acceptable terms or at all; risks that the cost of implementing the Mine Plan and the operating cash costs of the New Liberty Gold Mine exceed those estimated in the Mine Plan; risks related to operating in West Africa; health risks associated with the mining workforce in West Africa; risks related to the Company's title to its mineral properties; adverse changes in commodity prices; risks related to current global financial conditions; risks that the Company's exploration for and development of mineral deposits may not be successful; risks normally incidental to exploration and development of mineral properties; the inability of the Company to obtain, maintain, renew and/or extend required licences, permits, authorizations and/or approvals from the appropriate regulatory authorities and other risks relating to the legal and regulatory framework in Liberia, including adverse changes in applicable laws; competitive conditions in the mineral exploration and mining industry; risks related to obtaining insurance or adequate levels of insurance for the Company's operations; uncertainty of mineral resource and reserve estimates; the inability of the Company to delineate additional mineral resources; risks related to environmental regulations; uncertainties in the interpretation of results from drilling; uncertainties in the estimates and assumptions used, and risks in the methodologies employed, in the DFS and that the completion of additional work at the New Liberty Gold Mine could result in changes to the forecasts, estimates and expectations contained in the DFS; risks related to the legal systems in Liberia; risks related to the tax residency of the Company; the possibility that future exploration, development or mining results will not be consistent with expectations; delays in construction; inflation; changes in exchange and interest rates; risks related to the activities of artisanal miners; actions of third parties that the Company is reliant upon; lack of availability at a reasonable cost or at all, of plants, equipment or labour; the inability to attract and retain key management and personnel; political risks; the inability to enforce judgments against the Company's directors and officers; risks related to the Ebola crisis; and future unforeseen liabilities and other factors.

Disclosure herein of exploration information and of mineral resources and mineral reserves is derived from the respective technical reports. Information relating to "mineral resources" and "mineral reserves" is deemed to be forward looking information as it involves the implied assessment based on certain estimates and assumptions that the mineral resource and mineral reserves can be profitable in the future. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. By their nature, mineral resource and reserve estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. If such mineral resource estimates are inaccurate or are reduced in the future, this could have a material adverse impact on the Company. Accordingly, readers should not place undue reliance on forward looking information. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty that may be attached to inferred mineral resources, it cannot be assumed that all or any part of an inferred mineral resource will be upgraded to an indicated or measured mineral resource as a result of continued exploration.

The forward looking information included in this MD&A is expressly qualified by this cautionary statement and is made as of the date of this MD&A. The Company does not undertake any obligation to publicly update or revise any forward looking information except as required by applicable securities laws.

**AVESORO RESOURCES INC.**  
**Management's Discussion and Analysis**  
**For the quarter ended March 31, 2017**  
**(stated in US dollars)**

**6. RISKS AND UNCERTAINTIES**

In the event any rehabilitation and restoration may be required, there would be inherent risks and uncertainties related to the scope, timing and cost of any rehabilitation and restoration, and the recommencement of processing operations at the New Liberty Gold Mine may be further delayed. Furthermore there may be unforeseen or long term environmental consequences as a result of the cause of any rehabilitation and restoration requirements.

It is also unknown at this time whether the Company may become subject to regulatory or civil claims, fines and penalties or the potential quantum thereof. The Company may be unsuccessful in defending against any legal claims that may arise, and current sources of funds may be insufficient to fund liabilities arising from such claims. Any additional financing that may be required may not be available to the Company on terms acceptable to the Company or at all.

Avesoro is also exposed to a number of potential risks due to the nature of the mining and exploration business in which it is engaged, the countries in which it operates, adverse movements in gold prices and foreign exchange and liquidity risk. Readers are referred to the Company's Annual Information Form, located on SEDAR at [www.sedar.com](http://www.sedar.com), for a full list of applicable risk factors.

**7. INTERNAL CONTROL OVER FINANCIAL REPORTING**

During the quarter ended March 31, 2017, there were no changes in the Company's disclosure controls and procedures or internal controls over financial reporting that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting

**8. OUTLOOK**

The continued focus of the management team is to stabilise and then improve both operational and financial performance at New Liberty.

The Company confirms that it remains committed to maintaining its listing on both the AIM and TSX markets, and its management team intends to produce a revised life of mine plan for New Liberty in the second half of 2017 following completion of the on-going operational and financial performance reviews.

The Board confirms that it expects the Company to meet the previously-stated production target of 90,000 - 100,000 ounces of gold during the 2017 financial year, at a cash cost of US\$ 750 – US\$800 per ounce.