

**Form 51-102F1**

**GREEN ARROW RESOURCES INC.**

*Management's Discussion & Analysis  
Condensed Interim Unaudited Financial Statements for  
the three months ended March 31, 2016 and 2015*

*The following discussion and analysis of the financial condition and financial position and financial performance of operations of Green Arrow Resources Inc. (the "Corporation" or "Green Arrow" or the "Company") should be read in conjunction with the condensed interim unaudited financial statements and notes thereto for the three months ended March 31, 2016 and the annual audited financial statements for the years ended December 31, 2015 and 2014 and notes thereto. The condensed interim financial statements and notes thereto have not been reviewed by the Company's Auditor.*

*These financial statements, including comparatives, have been prepared using accounting policies in compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The Company's financial statements are expressed in Canadian (CDN) Dollars. All amounts in this MD&A are in CDN dollars unless otherwise stated.*

**The following information is prepared as at May 19, 2016.**

**FORWARD-LOOKING STATEMENTS**

Certain statements contained herein are "forward-looking" and are based on opinions and estimates of management, or on opinions and estimates provided to and accepted by management. Forward-looking statements are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those expressed or implied. Readers therefore are cautioned not to place reliance on any forward looking statements.

**DESCRIPTION OF BUSINESS**

The Company was incorporated in the Province of Alberta on December 21, 2007 under the *Business Corporations Act* (Alberta) and was classified as a Capital Pool Company as defined in TSX-V Policy 2.4. As of April 24, 2012, the Company is classified as a "Tier 2 Mineral Exploration" company under the rules and policies of the TSX Venture Exchange (the "Exchange"). Effective February 14, 2013, the Company has continued into the Province of British Columbia from the Jurisdiction of Alberta, under the *Business Corporations Act* (BC), and has changed its name to Green Arrow Resources Inc. As a result, the Company's new trading symbol on the Exchange is "GAR".

The principal business office of the Company is located at Suite 300, 570 Granville Street, Vancouver, British Columbia, V6C 3P1 and its registered office is located at 1055 West Georgia Street, Suite 1500, PO Box 11117, Vancouver, British Columbia V6E 4N7. The Company's main contact is its President, Mr. Jacob H. Kalpakian, telephone number is (604) 681-0204 ext. 6105 and the Company's facsimile number is (604) 681-9428. The Company's registrar and transfer agent is Computershare Investor Services Inc. located at 510 Burrard Street, Vancouver, BC, V6C 3B9.

The Company is in the business of acquiring, exploring and, if warranted, developing mineral prospects.

The Company is a reporting issuer in the Provinces of Alberta, British Columbia and Ontario and files all public documents on [www.sedar.com](http://www.sedar.com).

## **RESULTS OF OPERATIONS**

All financial figures presented herein are expressed in Canadian Dollars (CDN\$) unless otherwise specified.

The Company together with Jackpot Digital Inc. (“Jackpot”) (formerly Las Vegas From Home.com Entertainment Inc.) and 37 Capital Inc. (“37 Capital”), companies with certain common directors and officers, had entered into an office lease agreement with an arm’s length party for office space effective as of August 1, 2014 for a one year period which was extended until July 31, 2016. The office lease agreement has been further extended until July 31, 2017. Under the office lease agreement, the three companies are required to pay a monthly base rent of \$7,769 plus property and operating expenses for the leased premises. A lease deposit of \$10,000 has been made by Jackpot.

The Corporation has entered into an agreement for office support services (the “Agreement”) with Jackpot whereby effective as of May 1, 2013, the Corporation is obligated to pay to Jackpot a monthly sum of \$5,000 plus applicable taxes for certain office support services from Jackpot. The Agreement expires on April 30, 2017, and may be terminated by either party upon giving three months’ written notice.

At the Annual General Meeting of the Shareholders of the Company which was held in Vancouver, BC on Thursday, October 15, 2015, the Company received Shareholders’ approval to all the resolutions that were proposed. Specifically, at the Annual General Meeting of the Shareholders of the Company, the Shareholders received the Audited Financial Statements for the fiscal year ended December 31, 2014 and the Auditor’s Report thereon; fixed the number of Directors for the ensuing year at five; re-elected Bedo H. Kalpakian, Jacob H. Kalpakian, Christopher Kape, Fred A.C. Tejada and Neil Spellman as Directors of the Company; re-appointed the Company’s Auditor, Smythe Ratcliffe, Chartered Accountants for the ensuing year and authorized the Directors to fix the remuneration to be paid to the Auditor, and re-approved the Company’s Rolling Stock Option Plan.

On September 23, 2014, the Company entered into a Property Option Agreement with Eagle Plains whereby the Company had the right to acquire from Eagle Plains a 60% right, title and interest in the Goatfell Property by making staged cash payments totaling \$350,000 over a period of 3 years. The Goatfell Property is located near Creston in the Province of British Columbia. The NI 43-101 technical report on the Goatfell Property can be found on [www.sedar.com](http://www.sedar.com). During the second quarter of 2015, the Company has applied an impairment loss on exploration and evaluation assets in regards to the Goatfell Property in the amount of \$10,000 as the Property Option Agreement has been terminated.

For the three months ended March 31, 2016:

- The Company’s operating expenses were \$54,144 as compared to \$59,027 for the three months ended March 31, 2015.
- The Company realized a net loss and comprehensive loss of \$54,144 as compared to a net loss and comprehensive loss of \$59,027 for the three months ended March 31, 2015.
- The basic and diluted loss per common share was \$0.01 as compared to a basic and diluted loss of \$0.01 for the three months ended March 31, 2015.
- The Company’s total assets were \$29,978 as compared to \$32,121 for the three months ended March 31, 2015.

- The Company’s total liabilities were \$343,451 as compared to \$128,517 for the three months ended March 31, 2015.
- The Company had a working capital deficiency of \$313,473 as compared to a working capital deficiency of \$106,396 for the three months ended March 31, 2015.
- The Company’s weighted average number of common shares outstanding was 7,440,000 as compared to 7,240,000 during the three months ended March 31, 2015.

### **Mineral Properties**

#### *a) Eagle Lake Property, Saskatchewan*

The Company entered into a Letter of Intent dated December 15, 2011 with Eagle Plains Resources Ltd. (“Eagle Plains”) whereby the Company was granted the option to acquire a 60% interest in the Eagle Lake Property located in Saskatchewan. On January 19, 2012, Eagle Plains and the Company entered into a Property Option Agreement which served as the Company’s Qualifying Transaction under the policies of the Exchange.

On April 24, 2012, the Company received final Exchange approval for the Property Option Agreement with Eagle Plains. Pursuant to the Property Option Agreement and, in order to exercise the option and acquire the sixty percent (60%) interest in the Eagle Lake Property, the Company was required to issue an aggregate of 125,000 Common Shares to Eagle Plains, was required to make staged cash payments to Eagle Plains totaling \$300,000 and was required to incur exploration expenditures on the Eagle Lake Property totaling \$3-million over a period of four years.

On May 8, 2012 the Company entered into a geological contracting agreement (the “Geological Contract”) with TerraLogic Exploration Inc., a subsidiary of Eagle Plains, to perform exploration and development work on the Eagle Lake project with an estimated total project cost of \$318,000 plus 10% contingency (before HST). On June 28, 2012, the Company announced that an exploration work program had commenced on the Eagle Lake Property by Terralogic Exploration Inc.

On December 4, 2012, the Company announced the results of a 649.3 m diamond drilling program that was carried out on the Eagle Lake Property at the Red October Showing during July 2012. During the year ended December 31, 2013, the Company considered the results of testing performed on the Eagle Lake property to not meet the Company’s expectations. As such, management has recorded an impairment provision against all capitalized costs relating to the property. On January 31, 2014 the Company formally terminated the Property Option Agreement.

#### *b) Application to Acquire a Mineral Exploration Concession in Portugal.*

The Company has applied to acquire a mineral exploration concession covering an area of approximately 640 sq. km in Portugal. During the year ended December 31, 2014 the Company incurred expenses totaling \$7,534 towards the application process to acquire the subject concession. As of the date of this MD&A, the Company has not been granted the subject mineral exploration concession.

*c) Goatfell Property, British Columbia*

The Company entered into a Property Option Agreement dated September 23, 2014 with Eagle Plains whereby the Company had the right to acquire from Eagle Plains a 60% right, title and interest in the Goatfell Property located near Creston, British Columbia.

The Company did not carry out any exploration work on the Goatfell Property. During the second quarter of 2015, the Company applied an impairment loss on exploration and evaluation assets in regards to the Goatfell Property for the amount of \$10,000 as the Property Option Agreement was terminated on June 16, 2015.

**First Quarter (March 31, 2016)**

For the three month [first quarter] period ended March 31, 2016:

- The Company’s Operating costs were \$54,144 as compared to \$59,027 during the three month period ended March 31, 2015.
- The Company had a net loss and comprehensive loss of \$54,144 or \$0.01 per share as compared to a net loss and comprehensive loss of \$59,027 or \$0.01 per share during the three month period ended March 31, 2015.

**SUMMARY OF QUARTERLY FINANCIAL RESULTS**

The following are the results for the eight most recent quarterly periods, starting with the three month quarterly period ended March 31, 2016:

	First Quarter Ended March 31, 2016 (\$)	Fourth Quarter Ended December 31, 2015 (\$)	Third Quarter Ended September 30, 2015 (\$)	Second Quarter Ended June 30, 2015 (\$)	First Quarter Ended March 31, 2015 (\$)	Fourth Quarter Ended December 31, 2014 (\$)	Third Quarter Ended September 30, 2014 (\$)	Second Quarter Ended June 30, 2014 (\$)
Cash & Cash Equivalents	261	391	1,977	850	10,521	70,377	2,948	2,689
Working Capital / (Deficiency)	(313,473)	(259,329)	(205,193)	(156,714)	(106,396)	(47,369)	(127,267)	(77,862)
Total Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net Loss and Comprehensive Loss	(54,144)	(64,136)	(48,479)	(60,318)	(59,027)	(111,382)	(61,405)	(50,551)
Loss per share	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.02)	(0.02)	(0.02)
Total Assets	29,978	(29,844)	4,690	4,662	32,121	110,214	18,183	35,979

**LIQUIDITY AND CAPITAL RESOURCES**

The Company has incurred operating losses over the past two fiscal years, has limited resources, and no sources of operating cash flow.

During 2016, the Company shall require at least \$250,000 so as to conduct its operations uninterrupted. In order to meet this requirement, the Company intends to seek equity and/or debt financings through private placements and/or public offerings and/or loans. However, there are no assurances that the Company shall be successful in securing future funding for the Company.

The Company has total assets of \$29,978 at March 31, 2016 as compared to \$32,121 for the three months ended March 31, 2015. The Company has working capital deficiency of \$313,473 as at March 31, 2016 as compared to \$106,396 as at March 31, 2015.

The Company has financed its operations to date through the issuance of Common Shares and through the exercise of certain share purchase warrants. The Company has a cash balance of \$261 as at March 31, 2016 as compared to a cash balance of \$10,521 as at March 31, 2015.

There were no share transactions during the three months ended March 31, 2016.

#### *Stock Options*

As at the date of this MD&A, there are 211,250 stock options outstanding, which had been previously granted to certain directors and officers, at the amended exercise price of \$0.05 per share which expire on April 24, 2017. Should any outstanding stock options be exercised, then any funds received by the Company shall be used for general working capital purposes. However, there are no assurances whatsoever that any stock options will be exercised.

#### *Warrants*

During the year ended December 31, 2015, a total of 200,000 share purchase warrants were exercised for total proceeds to the Company of \$10,000.

As at March 31, 2016, there were a total of 3,860,000 share purchase warrants outstanding which are exercisable at \$0.05 per share. If any warrants are exercised in the future, then any funds received by the Company shall be used for general working capital purposes. However, there are no assurances whatsoever that any warrants will be exercised.

### **SIGNIFICANT ACCOUNTING PRINCIPLES**

All of the Company’s significant accounting policies and estimates are included in Notes 3 and 4 of the Company’s condensed interim unaudited financial statements for the period ended March 31, 2016.

### **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has no off-balance sheet arrangements.

### **CRITICAL ACCOUNTING ESTIMATES**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results may differ from those estimates. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates on the resulting effects of the carrying amounts of the Company’s assets and liabilities are accounted for prospectively.

## **TRENDS**

Lately, funding for junior mineral exploration companies has been very difficult, and should this trend continue then companies such as Green Arrow will have difficulty in raising funds.

## **TRANSACTIONS WITH RELATED PARTIES**

The amounts due from (to) related parties included other receivables, accounts payable and accrued liabilities are unsecured, payable on demand without interest and consist of the following:

	<b>March 31, 2016</b>	<b>March 31, 2015</b>
37 Capital Inc. (“37 Capital”)	\$ 27,160	\$ 27,160
Jackpot Digital Inc. (“Jackpot”) (formerly Las Vegas from Home.com Entertainment Inc.)	(90,718)	-
Entities controlled by key management personnel	(92,125)	(18,175)
Key management personnel	(7,722)	-
	<b>\$ (163,405)</b>	<b>\$ 8,985</b>

The Company shares office space and certain expenses with Jackpot and 37 Capital, entities with common management. From May 1, 2013 to July 31, 2014, Jackpot and 37 Capital were charged by the Company for their proportionate share of office rent. As of August 1, 2014, Jackpot commenced to charge the Company for its proportionate share of office rent.

Jackpot charges the Company for office support services provided by Jackpot.

Related party transactions during the three months ended March 31, 2016:

- a) Management fees of \$22,500 (March 31, 2015: \$22,500) were paid to three entities controlled by key management personnel.
- b) Paid to/from the Company:
  - Jackpot charged the Company for office support services of \$15,000 (March 31, 2015 - \$15,000);
  - Jackpot charged the Company for office rent of \$7,393 (March 31, 2015 - \$7,313); and
  - Jackpot charged the Company for other expenses paid on behalf of the Company of \$232 (March 31, 2015 - \$nil).
- c) There were no short-term benefits, post-employment benefits, termination benefits or long-term benefits paid to key management personnel for the three months ended March 31, 2016.

Jackpot is related to the Company by virtue of the fact that Jackpot’s President and CEO namely Jacob H. Kalpakian, is the President and CEO of the Company. Furthermore, Bedo H. Kalpakian and Neil Spellman are directors of both the Company and Jackpot.

37 Capital is related to the Company by virtue of the fact that 37 Capital’s Vice President namely Jacob H. Kalpakian, is the President and CEO of the Company. Furthermore, Bedo H. Kalpakian and Fred A.C. Tejada are directors of both the Company and 37 Capital.

Pursuant to the Management Services and Consulting Agreements dated May 1, 2012, the aggregate amount of payments made for Management and Consulting Fees totalled \$22,500 during the three months ended March 31, 2016 (March 31, 2015: \$22,500) which were paid to 30 Rock Management Inc. (“30 Rock”) as to \$7,500, JAMCO Capital Partners Inc. (“JAMCO”) as to \$7,500, and Kalpakian Bros. of BC Ltd. (“Kalpakian Bros.”) as to \$7,500. The principals of 30 Rock and JAMCO are Jacob H. Kalpakian and Christopher Kape respectively, directors of the Company. The Management Services Agreements with 30 Rock and JAMCO expire on April 30, 2017. The Management Services Agreements are renewable on an annual basis and may be terminated by either party by giving three months’ notice in writing. Effective as of August 1, 2015, the Company has entered into a Consulting Services Agreement with Kalpakian Bros., a company owned and controlled by Jacob H. Kalpakian and Bedo H. Kalpakian, at a monthly rate of \$2,500 plus applicable taxes which expires on July 31, 2016, which is renewable on an annual basis, and can be terminated by either party upon giving three months’ written notice.

## **ADDITIONAL INFORMATION**

### **Legal Proceedings**

As of the date of this MD&A, management is not aware of any legal proceedings involving the Company.

### **Contingent Liabilities**

Other than the contingent liabilities which are disclosed in the Company’s condensed interim unaudited financial statements for the three months ended March 31, 2016, management is not aware of any other contingent liabilities relating to the Company’s activities.

### **Analysis of expenses**

For a breakdown of general and administrative expenditures, please refer to the Statements of Comprehensive Loss in the Company’s condensed interim unaudited financial statements for the three months ended March 31, 2016.

## **FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

### **a) Risk management overview**

The Company's activities expose it to a variety of financial risks including credit risk, liquidity risk and market risk. This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. The Company employs risk management strategies and policies to ensure that any exposure to risk is in compliance with the Company's business objectives and risk tolerance levels. While the Board of Directors has the overall responsibility for the Company's risk management framework, the Company's management has the responsibility to administer and monitor these risks.

b) Fair value of financial instruments

The fair values of cash, other receivables (excluding GST), and accounts payable and accrued liabilities approximate their carrying values due to the short-term maturity of these instruments.

The significance of inputs used in making fair value measurements are examined and classified according to a fair value hierarchy. The levels of the fair value hierarchy are as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;

Level 3: Inputs for assets or liabilities that are not based on observable market data.

c) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The financial instruments that potentially subject the Company to a significant concentration of credit risk consist of cash and other receivables (excluding GST). The Company mitigates its exposure to credit loss associated with cash by placing its cash with a major financial institution. Other receivables (excluding GST) primarily consist of income from the rental of office space to entities controlled by common management. To reduce credit risk, the Company regularly reviews the collectability of other receivables (excluding GST).

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when due.

At March 31, 2016, the Company had cash of \$261 (March 31, 2015: \$10,521) available to apply against short-term business requirements and current liabilities of \$343,451 (March 31, 2015: \$128,517). All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days of March 31, 2016. Amounts due to related parties included in accounts payable and accrued liabilities are due on demand.

e) Market risk

Market risk is the risk that changes in market prices, such as interest rates, and foreign exchange rates will affect the Company's net earnings or the value of financial instruments. As at March 31, 2016, the Company is not exposed to any significant interest rate risk, currency risk or other price risk on its financial assets and liabilities.

f) Capital management

The Company considers its capital under management to be comprised of shareholders’ equity (deficiency). The Company's policy for managing capital is to maintain a strong capital base for the objectives of maintaining financial flexibility and to sustain the future development of the business. The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources. To secure the capital necessary to pursue these plans, the Company may adjust spending, raise additional funds through the issuance of equity or by securing strategic partners. The Company's officers are responsible for managing the Company's capital and the Company's Board of Directors is responsible for overseeing this process.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust spending, issue new shares or incur debt. The Company monitors its working capital and expected capital spending and issues share capital to manage its development plans. The Company's ability to raise additional equity or debt financing is impacted by external conditions including the global economic downturn.

There were no changes in the Company's approach to capital management for the three months ended March 31, 2016. The Company is not subject to externally imposed capital requirements.

## **RISKS & UNCERTAINTIES**

The Company, and the securities of the Company, should be considered a highly speculative investment. The following risk factors should be considered when evaluating an investment in any of the Company’s Securities:

***Dilution*** – There are a number of outstanding securities and agreements pursuant to which common shares of the Company may be issued in the future. This will result in further dilution to the Company’s shareholders.

***Revenues and Dividends*** – The Company does not have any revenues and does not expect to have any revenues in the foreseeable future. In the event that the Company generates any revenues in the future, then the Company may retain its earnings in order to finance the Company’s business activities. The Company has not paid any dividends. The Company has no intention of paying any dividends.

***Reliance on Key Management*** – The Company relies heavily on its management team. The loss of any member of the management team could have an adverse effect on the Company.

***Disruption in Trading*** - Trading in the common shares of the Company may be halted or suspended or may be subject to cease trade orders at any time for certain reasons, including, but not limited to, the failure by the Company to submit documents to the Regulatory Authorities within the required time periods.

***Share Price Volatility and Liquidity*** – The market price of the Company’s common shares has experienced considerable volatility and may continue to fluctuate in the future. Furthermore, there is a limited trading market for the Company’s common shares and as such, the ability of investors to sell their shares cannot be assured.

**Additional Risks** - Exploration of mineral prospects involves a high degree of risk which even experience, knowledge and careful evaluation may not be able to avoid. Furthermore, exploration and development of mineral prospects require substantial capital, which may or may not be available to the Company.

**SHARES ISSUED AND OUTSTANDING**

**Capital Stock**

**Authorized share capital:**

Unlimited number of common shares without nominal or par value  
 Unlimited number of preferred shares without nominal or par value

Outstanding Share Data	No. of Common Shares	Exercise Price per Share	Expiry Date	No. of Preferred Shares
Issued and Outstanding as at May 19, 2016	7,440,000	N/A	N/A	Nil
Warrants as at May 19, 2016	360,000 1,250,000 1,200,000 650,000 <u>400,000</u> 3,860,000	Cdn \$0.05 Cdn \$0.05 Cdn \$0.05 Cdn \$0.05 Cdn \$0.05	Oct. 17, 2018 Oct. 31, 2019 Dec. 4, 2019 Dec. 11, 2019 Dec. 24, 2019	Nil
Stock Options as at May 19, 2016	211,250	Cdn \$0.05	April 24, 2017	Nil
Fully Diluted as at May 19, 2016	11,511,250			Nil

As of the date of this MD&A, there are no shares held in escrow.

**DIRECTOR APPROVAL**

The contents of this MD&A and the sending thereof to the Shareholders of the Company have been approved by the Company’s Board of Directors.

**OUTLOOK**

Management’s efforts are directed towards pursuing opportunities of merit for the Company.