

Management's Discussion & Analysis For the Third Fiscal Quarter Ended September 30, 2017

This Management's Discussion and Analysis of the Operations ("MD&A") of TriStar Gold, Inc. ("TriStar" or "the Company") is provided to enable the reader to understand the material changes in the financial condition and operations of the Company for the third fiscal quarter ended September 30, 2017. This MD&A should be read in conjunction with the condensed consolidated unaudited interim financial statements and notes thereto for the quarter ended September 30, 2017, which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. This MD&A complements and supplements, but does not form part of, the Company's condensed consolidated unaudited interim financial statements.

The condensed consolidated interim unaudited financial statements referred above are available for review under the Company's profile on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com, and the Company's website at www.tristargold.com

This MD&A contains forward-looking statements such as statements regarding the adequacy of cash resources to carry out the Company's exploration programs, managements' expectations for the success or lack thereof of its exploration programs and the Company's need for future financing are forward looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based upon the beliefs, expectations, reasonable investigation and opinions of management as of the date of this report. All forward-looking statements, including those not specifically identified here-in are made subject to the cautionary language beginning on page 22. Readers are advised to refer to the cautionary language when reading any forward looking statements.

All dollar amounts in this MD&A are expressed in United States dollars ("US\$") unless otherwise indicated. The Company's condensed consolidated unaudited interim financial statements for the third fiscal quarter ended September 30, 2017 and this MD&A have been prepared by management as of November 27, 2017 and were approved by the Company's Board of Directors.

Outlook and Objectives for 2017

The Company is a junior exploration company with no operating assets and hence its activities are financed from the sale of its common stock and its cash resources predicate how much work may be done on its properties. In 2017, efforts have been focused on further delineation of the potential gold mineralization at the 100% owned Castelo de Sonhos property ("CDS") in Brazil and the preparation of a new independent resource estimate at CDS and on general and administration expenses. On September 18, 2017, the Company announced a significant increase in its resources as a result of the 2017 reverse circulation drill program. The Company is currently seeking additional funding in order to continue with its exploration and development efforts at CDS. Many factors influence the Company's ability to raise funds, including the health of capital markets, the robustness of the gold market and investors' perception of the Company's planned activities. There is no guarantee that the Company will be able to complete the required future financings.

New Resource Estimate at CDS

On September 18, 2017, the Company announced a new independent mineral resource estimate, effective as at September 13, 2017 prepared by CSA Global. This mineral resource estimate estimated that there were 31 million tonnes at a grade of 1.3 grams per tonne ("g/t") containing 1.3 million ounces of gold (using a 0.4 g/t cut-off) as follows.

<i>Area</i>	<i>Resource Category</i>	<i>Metric Tonnes (millions)</i>	<i>Grade (g/t)</i>	<i>Metal Content (million ounces Au)</i>
Esperança South	Inferred	21	1.4	1.0
Esperança Center	Inferred	10	0.9	0.3
TOTALS	Inferred	31	1.3	1.3

Notes:

- All numbers have been rounded to reflect the precision of an Inferred mineral resource estimate.
- The reported cut-off corresponds to the approximate marginal cut-off for an open pit with operating costs of US\$ 15.00 per tonne and metallurgical recoveries of 98% and a gold price of US\$1200 per ounce.
- These are minerals resources and not reserves and as such do not have demonstrated economic viability.
- The metal content estimates reflect gold in situ and do not include such factors as external dilution, mining losses and process recovery losses.
- TriStar is not aware of any environmental, permitting, legal, title, taxation, socio-economic, marketing or political factors that might materially affect these mineral resource estimates,

Adrian Martinez (P. Geo.) is the independent Qualified Person for the mineral resource estimate presented above.

Business Overview and Summary

The Company was incorporated under the British Columbia Business Corporations Act (“BCBCA”) under the name of TriStar Gold Inc., on May 21, 2010. TriStar was created to hold certain existing Brazauro assets as a result of an Arrangement Agreement (the “Arrangement”) between Brazauro Resources Corporation (“Brazauro”) and Eldorado Gold Corporation (“Eldorado”). The completion of the Arrangement occurred on July 20, 2010.

TriStar’s primary business focus is the acquisition, exploration and development of precious metal prospects in the Americas, including its current focus on advancing the exploration success of CDS located in the Tapajós Gold District of Brazil’s northerly Pará State.

The Company’s properties are in the exploration stage and have not yet been proven to be commercially developable. The Company is subject to regulation by the Federal Mines Department in Brazil and the Departamento Nacional de Produção Mineral (“DNPM”). The Company holds exploration licenses and/or applications for exploration licenses granted or to be granted by the DNPM for CDS. The exploration licenses for CDS are subject to requirements to maintain rights over the properties. With respect to the core exploration license on the CDS property, the Company was required to file a report by August, 2014 demonstrating sufficient exploration work has been conducted to determine the existence of a deposit, as defined by Brazilian regulations. The Company filed the required report at the end of July 2014. Official approval of this report was received by the Company on April 17, 2017 and therefore the Company will have twelve (12) months from the date of this approval to prepare a report which demonstrates the potential economic viability of the concessions, along with an application for a mining concession. Also, on August 24, 2017, the Company filed the required exploration reports for three concessions that form part of the CDS project. These reports were required pursuant to Brazilian mining law.

Since its inception, the Company has had no revenue from operations. The Company relies on the sale of its treasury securities to fund its operations and the Company’s cash position is believed to be sufficient to maintain its planned operations for 2017. There can be no assurance that the Company will be able to raise any or sufficient funds to continue to fund its planned exploration program at CDS beyond 2017.

Property Information and Activity

Castelo de Sonhos (Para State Brazil)

A. New Technical Report dated March 7, 2016

Management believes that the 2014 Technical Report (see below) while reasonable in its initial resource estimation likely failed to fully convey the true potential of the CDS property because it is believed to be a paleoplacer deposit. On January 29, 2016, Tristar Gold reported the following as an exploration target range for the Castelo de Sonhos gold project: (i) tonnage between 50 and 84 million tonnes; (ii) gold grade between 1.3 and 1.6 grams per tonne; and metal content between 2.1 and 4.3 million ounces. The effective date for this 43-101 Technical Report was March 7, 2016 and it is filed on SEDAR.

The exploration target range reported above is conceptual in nature and is NOT an estimate of mineral resources. There is no guarantee that the additional drilling required to estimate a mineral resource will be done. Nor is there any guarantee, if additional exploration is conducted, that the project's mineral resources will eventually reach the target range.

The Technical Report provides the technical and scientific information used to support the above mentioned exploration ranges. The report utilized many different lines of evidence and honored and incorporated all past exploration and data, including: (i) available drill hole data; (ii) surface mapping and outcrop sampling; (iii) site visits and inspection of historical garimpeiro workings; (iv) hydro-

dynamics of fluvio-deltaic systems; (v) preliminary metallurgical test work; (vi) information from deposits in similar geological settings and (vii) reconstructions of continental plates at the time of deposition.

The Company believes the geology and mineralization of the CDS deposit is typical of a paleoplacer in which low-grade metamorphism may have remobilized gold over short distances in places. The sediments that now constitute the conglomerate bands at CDS that were formed approximately 2.0 to 2.1 billion years ago, likely in a near-shore environment or in a large inland basin close to the sea. CDS bears strong similarities to two other paleoplacer deposits that were formed at approximately the same time and are producing mines; Tarkwa (Ghana) and Jacobina (Brazil). In all three of these deposits, gold is hosted in quartz-pebble supported conglomerates; furthermore, gold grades in all of these tend to be higher in the pebble-supported conglomerates and to generally decrease when the size, frequency, sorting and packing of pebbles indicates an environment more distal from the source, lower in energy where water would flow more slowly and would be less able to keep gold grains and large pebbles in suspension.

In all three deposits, the mineralized horizons within the conglomerate band show significant silicic and hematitic alteration, although Jacobina also contains abundant pyrite. It is believed the mineralogy of CDS is more similar to Tarkwa than Jacobina. Reconstructions of the relative locations of cratons two billion years ago indicate that they formed a supercontinent close to the South Pole. At that time, lode deposits along a central mountain range provided a source for gold that rivers and creeks could transport downhill toward the coastline.

Preliminary metallurgical work has been completed and recovery is anticipated to be excellent owing to the placer style of mineralization. Furthermore, the target exploration range reported herein was constrained inside hypothetical open pits utilizing a 0.4 g/t cutoff, then current metal prices and it employed a "monte-carlo" simulation technique" to identify ranges of mineralization within the plausible models of the mineralization.

Below is a comparison of the geological characteristics of Castelo de Sonhos and its closest peer deposits.

	Tarkwa	Jacobina	Castelos de Sonhos
Age	2.1 billion years	2.0 billion years	2.0 to 2.1 billion years
Conglomerate hosted	Yes	Yes	Yes
Silification	Yes	Yes	Yes
Fuchsite in quartzites	Yes	Yes	Possible
Carbon	No	Yes	No
Hematite	Yes	Yes	Yes
Magnetite	Yes	No	Yes
Pyrite	No	Yes	No
Uranium	No	Yes	No
Cross bedded quartzites	Yes	Yes	Anomalous in footwall
Mineralized Thickness	Up to 8 meters	1 to 10 meters	1 to 20 meters
Open pit grade	1.2 g/t	1.9 g/t	Est 1.5 to 2.0 g/t

The Qualified Persons responsible for this Technical Report were Nicholas Appleyard, B.Sc. MAusIMM (CP), Anthony Brown, B. Met, M.Met. IMMM (C. Eng) and Mohan Srivastava, B.Sc. M.Sc. APGO (P.Geo).

B. Property Overview and History of Prior Exploration

CDS consists of 26,751 hectares of mineral rights on six contiguous claims located approximately 15 kilometers ("km") east of the Cuiabá-Santarém paved highway (BR-163). The host rocks for the property's gold mineralization are quartzites, meta-arenites and metaconglomerates of the Early Proterozoic (+2 billion years ago) Castelo de Sonhos Formation. The property encompasses a 15 km by 12 km plateau with an average elevation of 300 meters above the surrounding plains. The main creeks and drainages that flow from the plateau were extensively mined for alluvial gold from 1987 to 1992 and the historic gold output from these artisanal mining operations has been estimated at 250,000 to 320,000 ounces.

Barrick Gold Corp. conducted exploration at CDS from June 1995 to November 1996 for which TriStar has recovered the exploration data, consisting of 509 stream sediment samples; 3,093 soil samples; 1,472 rock samples; 2,313 trench samples and 23 diamond drill holes for a total of 2,027 meters. All these activities led to the definition of two large strong gold soil anomalies each of which extends for more than 2.5 km as well as positive gold intercepts in trench and drill core samples.

The soil anomalies as identified by Barrick were in the Esperança South target and the Esperança Center target. The Esperança South target was 2.5 km long and 0.8 km wide with gold assays higher than 100 ppb ("parts per billion") gold. The soil anomaly in the Esperança Center target was also 2.5 km long and 0.8 km wide but with gold assays higher than 250 ppb. These two target areas both

run north-south and are located in the same trend, being split only by the existence of a narrow valley between them. Most of the Barrick trenches and drill-holes (22 holes) were located in the Esperança South target, and only one (1) hole was drilled in Esperança Center.

C. Infrastructure Considerations

Existing infrastructure for CDS is considered good for an exploration project located in northern Brazil.

Specifically, it has:

- a fully functional on-site exploration camp;
- the camp is serviced by a 550 meter airstrip adequate for small aircraft;
- the property is accessible by a 30 km all-weather road from the nearby village of Castelo de Sonhos;
- the village of Castelo de Sonhos (population circa 10,000) offers many services including banks, medical facilities, supermarkets, restaurants, hotels, an airstrip and light and heavy vehicle repair facilities;
- the village of Castelo de Sonhos located on a paved highway (BR -163) nearby; and
- a 138 kv power line parallels state highway BR-163 which is in close proximity to CDS.

D. Previous Exploration Activity by Tristar Gold

TriStar's initial exploration program included a review of all Barrick's results, followed by a more detailed soil sampling program over the two main soil anomalies, soil sampling over areas that Barrick did not cover, geological mapping, an airborne geophysical survey and core drilling.

From December 2010 through June 2014, the Company completed the construction of a camp, worked at Esperança Center, Esperança South and other targets involving the collection and assaying of 7,529 soil samples, conducted geological mapping over 4,016 points with geological descriptions, completed an airborne geophysical survey and completed 16,213 meters of core drilling in 144 drill holes. The geochemical soil sampling was conducted to confirm Barrick's results, to identify new targets and to prepare sites for the drilling campaign which the Company started in September, 2011. In 2011, an airborne geophysical survey (magnetometry and radiometry), was undertaken covering a total of 7,019 linear kilometers.

The soil geochemistry sampling program performed by the Company at CDS confirmed the previous results obtained by Barrick and extended the anomalous zones, and also identified new anomalous zones with the discoveries of the Esperança East and West targets. The Esperança East target has been identified to the East of Esperança Center and is 2,000 meters long by 800 meters wide (gold assays higher than 100 ppb and with a maximum value of 1,617 ppb). Also, a narrower soil anomaly, which was only suggested by Barrick's sampling survey, has been better defined with the continuation of the soil sampling being carried out. This target area, named Esperança West, extends for approximately 4,000 meters with an average width of 400-500 meters and highest gold assays between 250 ppb and 422 ppb. At CDS the main conglomerate package, which is the host for the gold mineralization, has a horseshoe shape surface expression which extends for approximately 16 kilometers. The initial exploration performed by TriStar expanded the gold-in-soil anomalies to a total length of approximately 18 kilometers coincident with the outcropping conglomerates.

The Company contracted Layne-Christensen do Brasil Ltda. to conduct a three phase drilling program of 16,213 meters of core drilling to cover: the Esperança Center and Esperança South geochemical anomalies along with the newly discovered Esperança East and Esperança West targets. The first drilling campaign (33 holes for 5,663 meters) started in September 2011 and was completed on February 2012. The second phase drilling campaign (60 holes for 6,440 meters) started in July 2012 and was completed in November 2012. The third phase drilling campaign (51 holes for 4,110 meters) started in April 2014 and was completed in June 2014. Total drilling in the three campaigns amounted to 16,213.20 meters distributed as follow:

- Esperança South target; 103 holes; 9,565 meters
- Esperança Center target; 34 holes; 5,667 meters
- Esperança East target; 5 holes; 588 meters
- Esperança West target; 2 holes; 394 meters

The significant assays for all holes have been disclosed in the news releases of February 27, 2012; April 10, 2012; October 2, 2012, November 13, 2012; January 7, 2013; June 11, 2014 and July 9, 2014 (all are filed on SEDAR).

The principal goals for the drilling at the Esperança South and Esperança Center targets were to add more drill holes in previously drilled sections and to fill in and extend the drilling grid in these target areas. The drill holes at Esperança East and Esperança West were the first investigative holes in these targets.

At Esperança South, the drilling was focused on extending the known mineralization along strike as well down dip. At this target, the Company drilled 103 holes along a 2,800 meters long drilling line which follows the strike of the soil anomaly and the open cuts worked by the local garimpeiros. Mineralization at Esperança South remains open.

At the Esperança Center target, 34 holes were initially drilled to investigate a 2,500 meters long by 800 meters wide soil anomaly. Here the drilling campaign was designed to fill in the grid, which had drilling lines spaced from 200 meters to 400 meters and also in a fence-like pattern, to follow mineralization along the cross-sections. At Esperança Center, the current results enhance the previous drilling results, and a mineralized zone of approximately 1,000 meters was defined at this target. The strong geochemical anomaly continues further north for at least another 1,500 meters. Future drilling will be required.

The new anomaly named Esperança East (to the East of Esperança Center) is 2,000 meters long by 800 meters wide and its gold assays range from 100 ppb to 1,617 ppb. At this target the initial drilling results on five holes are encouraging and additional drilling is needed to better define the mineralization. At Esperança West, the drilling aims to investigate its soil anomaly as well a magnetic high anomaly identified by the airborne survey and one of the two holes drilled shows positive results.

During the second quarter of 2014 the Company completed a total of 4,110 meters of infill drilling as part of a campaign designed to demonstrate sufficient economic potential for converting one of its exploration licenses to an exploitation license. Due to the success of the drill program, the Company filed a positive report with the DNPM on July 31, 2014 and this report was officially approved on April 17, 2017.

E. 2016 Core Drilling Program and Metallurgical Test work

TriStar resumed drilling activities in the second half of 2016. The Company planned a core drilling program starting in 2016 and a reverse circulation (“RC”) drilling program which was started in the February of 2017 and is now finished. The core drilling program was completed in February 2017. In addition to the drilling programs, the Company also undertook additional metallurgical studies on samples collected in 2016 and 2017.

The core drilling program consisted of eleven completed core holes along a fence-like step-out program in Esperança South and more northerly in Esperança Center. All the results from this program are described in news releases dated October 31, 2016, November 29, 2016, January 5, 2017 and February 3, 2017 (all are filed on SEDAR).

The table below summarizes the significant assay results from the core drilling program. In summarizing these results this drilling confirmed that the gold mineralization extended approximately two kilometers beyond the area defined by the Company in 2014.

Hole ID	Area	Thickness and grade	Down hole depth	Grade times Thickness
CSH-16-144	Esperanca South	3.10 m @ 3.90 g/t	121.8 to 124.9 m	12.1 g/t
CSH-16-145	Esperanca South	3.9 m @ 0.7 g/t 1.85 m @ 1.10 g/t 2.0 m @ 4.96 g/t	12.7 to 16.6 m 163.4 to 165.25 m 177.2 to 179.2 m	
	Total	7.75 m @ 1.89 g/t		14.7 g/t
CSH-16-146	Esperanca South	2.1 m 7.51 g/t	144.9 to 147.0 m	15.8 g/t
CSH-16-147	Esperanca South	1.8 m @ 0.63 g/t 4.1 m @ 3.68 g/t	65.1 to 66.9 m 182.3 to 186.4 m	
	Total	5.9 m @ 2.75 g/t		16.2 g/t
CSH-16-148	redrilled as CSH-16-150	n.a	n.a	n.a.
CSH-16-149	Esperanca South	1.85 m @ 3.28 g/t	67.2 to 69.05 m	6.1 g/t
CSH-16-150	Esperanca South	1.95 m @ 1.95 g/t	21.85 to 23.8 m	3.8 g/t
2016 Average	SW Extension	3.78 m @ 3.03 g/t		11.4 g/t
2014 Average	Resource area	4.14 m @ 2.43 g/t		10.1 g/t
CSH-16-151	North end of Esperanca South	2.0 m @ 1.12 g/t 2.0 m @ 0.71 g/t	63.8 to 65.8 m 214.35 to 216.35 m	
	Total	4.0 m @ 0.92 g/t		3.7 g/t

Hole ID	Area	Thickness and grade	Down hole depth	Grade times Thickness
CSH-16-152	Esperanca Center	4.0 m @ 0.67 g/t	158.6 to 162.6 m	
		2.0 m @ 1.16 g/t	178.6 to 180.6 m	
	Total	6.0 m @ 0.83 g/t		5.0 g/t
CSH-16-154	Esperanca Center	1.80 m @ 0.73 g/t	90.3 to 92.1 m	1.3 g/t
2016 Average	Esperanca Center	3.9 m @ 0.81 g/t		3.2 g/t
2014 Average	Esperanca Center	4.82 m @ 1.98 g/t		9.5 g/t

Notes:

(1) In Esperanca South the holes were drilled towards an Azimuth of 140 degrees, (except CSH-16-151 which has an azimuth of 90 degrees), with a dip of 55 degrees. The downhole intersections are approximately true width of mineralization.

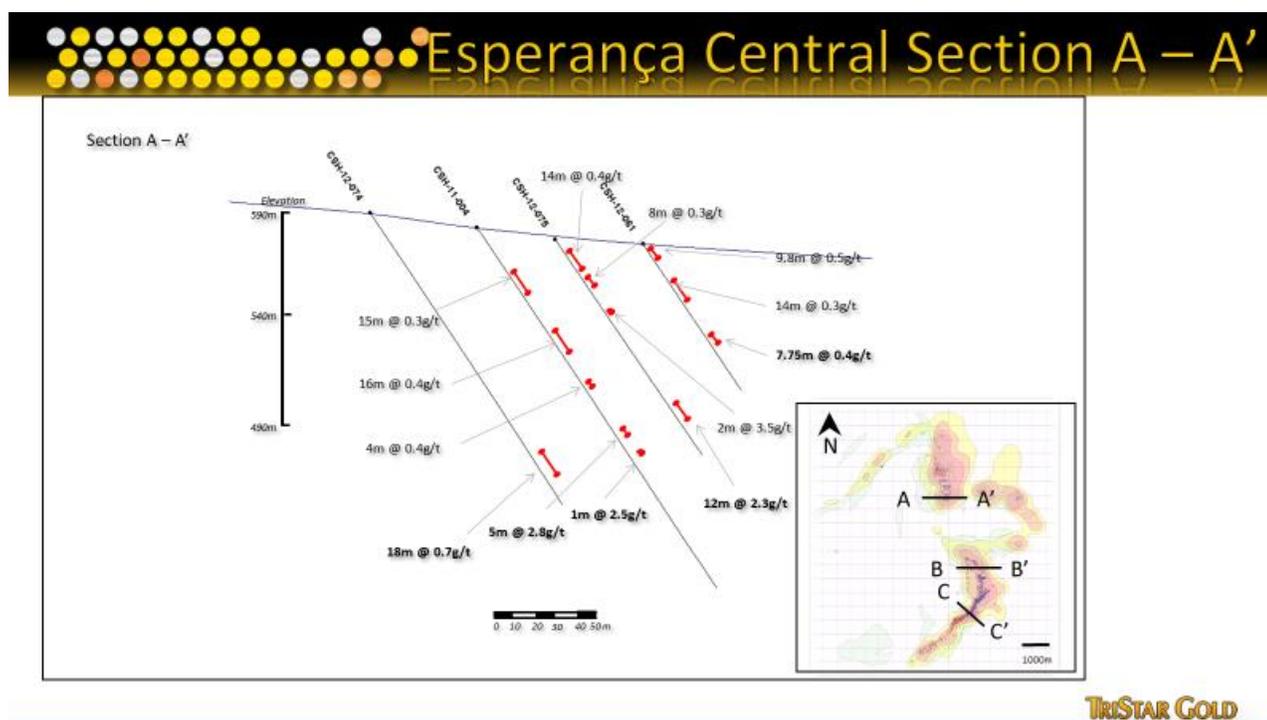
(2) In Esperanca Center the drill holes were drilled perpendicular to mineralization, at a dip of 60 degrees, making the downhole intersections approximately the true width of mineralization. CSH-16-152 was drilled with an azimuth of 90 degrees, and CSH-16-154 with an azimuth of 25 degrees.

(3) Grade times thickness is a measure of gold accumulation, and is used here for comparison purposes only

In early January 2017, McClelland Laboratories in Sparks, Nevada completed metallurgical test-work on a bulk sample created from 2016 drill core from the Esperanca South area of the CDS deposit. This bulk sample had a head grade of approximately 1.5 g/t gold. McClelland tested gold recoveries using both gravity concentration and cyanidation, with both sets of test being performed at a range of commercially reasonable grind sizes. Gravity alone recovery to a rougher concentrate ranged from 41% to 84%. Gold recovery by cyanidation was analyzed by bottle roll tests with recoveries ranging from 93% to 98%. Consumption of cyanide and lime were both low, an additional benefit as this reduces operating costs. Additional test work is being planned to establish standard operating procedures for crushing and grinding, gold recovery and tailings disposal. This work is described in more detail in the news release dated February 27, 2017 (which is filed on SEDAR).

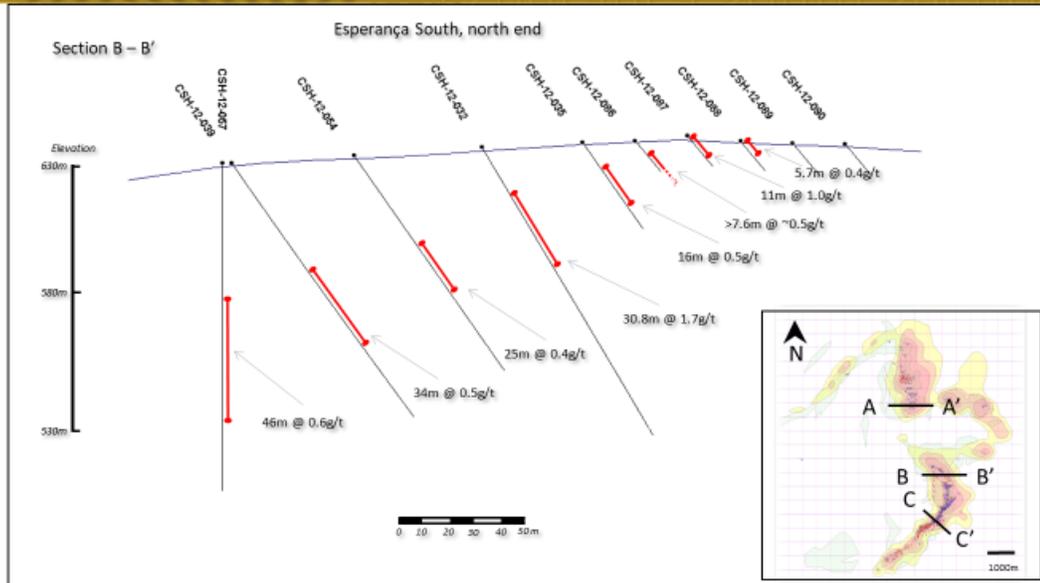
F. 2017 Reverse Circulation Drilling Program

The 2017 reverse circulation drill program consisted of 133 reverse circulation drill holes totaling approximately 15,019 meters in the Esperanca South and Center areas, following up on the success of the 2016 core drilling program. The holes were generally targeted to a maximum depth of 120 meters. The diagrams below are drill cross-sections with the Longitudinal Fence being an interpretive 'long-section' across approximately 12 km of the near-surface mineralization and the three cross-sections show detail from the various areas of the deposit.





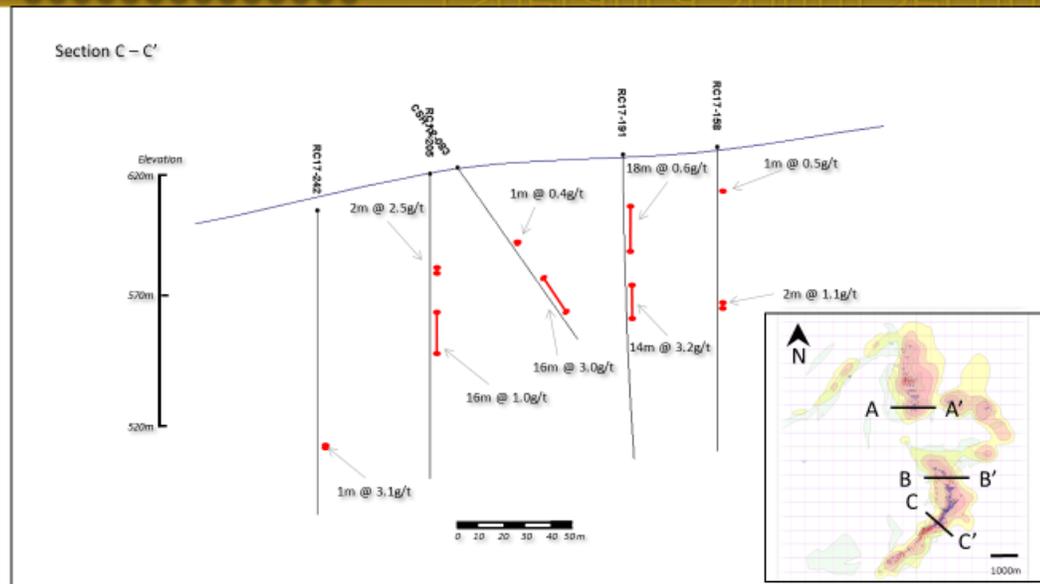
Esperança South Section B – B'



TriSTAR GOLD

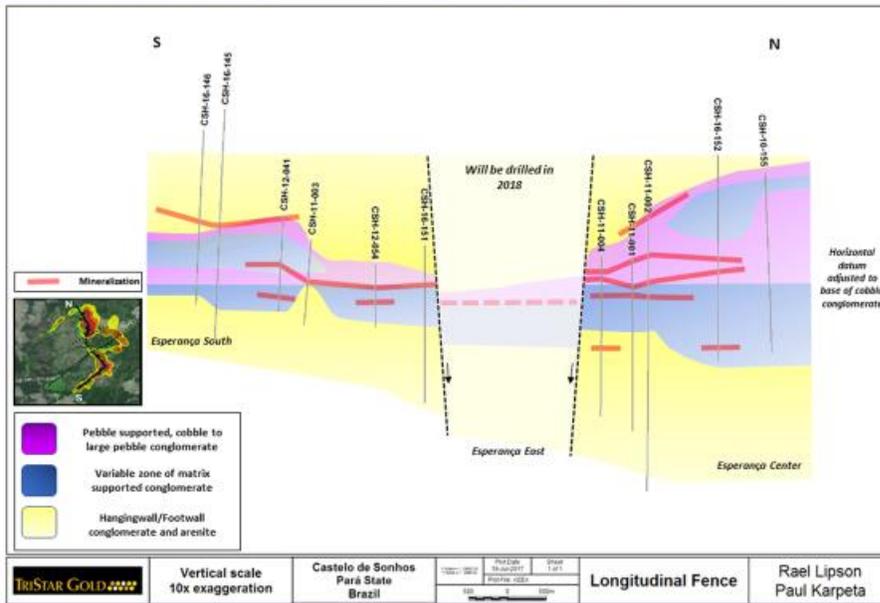


Esperança South Section C – C'



TriSTAR GOLD

Longitudinal Fence



Bom Jardim (Brazil)

The Bom Jardim concession is located approximately 30 km north-east of the Crepori river mouth along the Tapajós river. Bom Jardim is a circular structure suggesting a large volcanic caldera. No work is planned on Bom Jardim in 2017 and it is not considered material to the Company.

Overall Performance for the Quarter ended September 30, 2017

During the third fiscal quarter of 2017, management's activities were primarily focused on completing the reverse circulation drill program and completing a new resource estimate.

Select Annual Financial Information

The table following provides selected material financial information for the last four fiscal years reported in thousands (000's) of US dollars. These results are audited.

	2016	2015	2014	2013
Cash and cash equivalents	1,674.3	1,081.0	138.8	386.7
Total assets	15,793.3	12,951.2	11,243.5	9,556.2
Total shareholders' equity	14,518.2	10,941.1	9,385.0	8,458.2
Total revenue	nil	nil	nil	nil
Net income/(loss) from continuing operations	(2,143.4)	(2,123.1)	(563.1)	2,838.6
Per share-basic	(0.02)	(0.02)	(0.01)	0.05
Per share-fully diluted	(0.02)	(0.02)	(0.01)	0.04
Net and comprehensive income/(loss)	(2,143.4)	(2,123.1)	(563.1)	3,032.9
Per share-basic	(0.02)	(0.02)	(0.01)	0.05
Per share-fully diluted	(0.02)	(0.02)	(0.01)	0.04
Dividends paid	nil	nil	nil	nil

The key highlights from the above information include the following:

- Change in cash and cash equivalents is closely correlated with changes in shareholders' equity because the sale of common stock is the Company's sole means of raising capital;

- The most significant uses of cash are for exploration at CDS and general and administrative costs;
- The Company has no operating activities and therefore will not report positive earnings from operations;
- As discussed below the main factors impacting earnings are general and administrative expenditures, expensing of stock options and changes in the fair value of warrants liability (see the discussion below for further details on these trends); and
- The Company capitalizes expenditures at its mineral properties which is responsible for any increase in total long term assets.

Summary of Quarterly Results

The following table includes selected quarterly financial information of the Company and is derived from the condensed consolidated unaudited interim financial statements prepared by management and the Company's audited consolidated financial statements for the years ended December 31, 2016 and 2015. The Company's consolidated financial statements are prepared in accordance with IFRS. All amounts are reported in 000's of US dollars.

The Company is an exploration stage junior mining company. It has no operations in production and no source of sales or revenue from operations. It relies on funding its activities largely from the sale of its equity. In accordance with International Financial Reporting Standards, the Company capitalizes all expenditures made on its resource properties. As such there are only a few significant items which impact its results from operations. These items include the on-going level of general and administrative spending which, in accordance with IFRS, may include the non-cash cost of stock options granted. A second major item affecting its results from operations is the change in warrants liabilities. Warrants liability changes are most significantly affected by changes in the Company's trading price of its common shares, by changes in the United States and Canadian dollar exchange rate because the Company reports its financial statements in US dollars whereas the exercise price of the Company's warrants and its underlying common stock are traded and priced in Canadian dollars ("Can\$") and by the number of warrants outstanding (a change caused by warrants being exercised and/or some warrants expiring unexercised). In accordance with IFRS, this foreign exchange variance associated with the warrants is considered an embedded derivative and changes must be reported in profit and loss. It is important to remember that the change in the fair value of warrants liability is a non cash item.

Significant variances in the Company's reported income (loss) from quarter to quarter most commonly arise from those factors described above and they are difficult to anticipate in advance or to predict from past results. These factors include: (i) the vesting of incentive stock options, which results in the recording of amounts for share-based compensation expense, and (ii) the periodical valuation at fair value of warrants liabilities. Both of these amounts may be quite large in relation to other general and administrative expenses incurred in any given quarter or fiscal year.

	Q3.2017	Q2.2017	Q1.2017	Q4.2016
Cash and cash equivalents	1,827.8	3,717.3	1,248.7	1,674.3
Total assets	18,807.5	19,000.9	15,727.1	15,793.3
Total shareholders' equity	17,664.4	16,929.5	14,786.5	14,518.2
Total revenue	nil	nil	nil	nil
Net income/(loss) from continuing operations	226.7	(497.3)	(253.9)	2,229.0
Per share-basic	0.00	(0.00)	(0.00)	0.02
Per share-fully diluted	(0.00)	(0.00)	(0.00)	0.02
Net and comprehensive /(loss)	226.7	(497.3)	(253.9)	2,229.0
Per share-basic	0.00	(0.00)	(0.00)	0.02
Per share-fully diluted	(0.00)	(0.00)	(0.00)	0.02
Dividends paid	nil	nil	nil	nil

	Q3.2016	Q2.2016	Q1.2016	Q4.2015
Cash and cash equivalents	1,677.4	857.1	877.6	1,081.0
Total assets	15,370.4	13,232.8	13,156.3	12,951.2
Total shareholders' equity	9,946.9	9,484.2	8,694.9	10,941.1
Total revenue	nil	nil	nil	nil
Net income/(loss) from continuing operations	(2,177.4)	675.6	(2,870.6)	(1,693.0)
Per share-basic	(0.02)	0.01	(0.03)	(0.02)
Per share-fully diluted	(0.02)	(0.00)	(0.03)	(0.02)
Net and comprehensive income/(loss)	(2,177.4)	675.6	(2,870.6)	(1,693.0)
Per share-basic	(0.02)	0.01	(0.03)	(0.02)
Per share-fully diluted	(0.02)	(0.00)	(0.03)	(0.02)
Dividends paid	nil	nil	nil	nil

Discussion of Results from Operations

Results for the three month periods ending September 30, 2017 and September 30, 2016

The table below provides a comparison of the financial performance for the three months ended September 30, 2017 to the comparable period ended September 30, 2016.

	Three Months Ended September 30, 2017	Three Months Ended September 30, 2016	Change Increase/(decrease)
<i>Expenses</i>			
General and admin costs	\$886,778	\$598,168	\$288,610
Foreign exchange losses (gains)	(87,148)	13,469	(100,617)
<i>Other income/(expenses)</i>			
F.V. warrant liability change	1,017,730	(1,565,142)	2,582,872
Gain on sale of property	5,763	-	5,763
Bank charges and interest income	2,799	(668)	3,467
Net and comprehensive income/(loss) for the quarter	\$226,662	\$(2,177,447)	\$2,404,109

Net income for the third fiscal quarter ending September 30, 2017 was \$226,662 compared to a net loss during the quarter ended September 30, 2016 of \$(2,177,447). The reason for the positive earnings for the third quarter of 2017 compared to the net loss for the third quarter of 2016 was the result of a large change (i.e. reduction) in the current quarter in the fair value of warrants liability. In 2017, this account resulted in a gain to earnings while in 2016 the same account recorded a charge to earnings of just over one and one-half million dollars. The increase in income in 2017 for the change in fair value of the warrants liability was due to the decline in the Company's share price (September 30, 2017 of Can\$0.235 per share versus June 30, 2017 of Can\$0.375 per share) off-set by an appreciation of the Canadian dollar versus the US dollar (approximately 4%), whereas during the third quarter of 2016 there were negligible foreign exchange factors but the Company share price increased from Can \$0.295 per share (June 30, 2016) to Can \$0.41 per share (September 30, 2016). In the third quarter of 2017, general and administrative costs rose slightly due in large part to slightly higher consultant and professional fee expense and increased salaries expense both of which were a result of stock option grants in September 2017. Other general and administrative expenses were similar to past periods and other relevant changes are described below.

General and Administrative Expenses

The table below provides detail of the Company's general and administrative spending for the third fiscal quarter of 2017 compared to the third fiscal quarter of 2016.

	Q3. 2017	Q3.2016	YOY Change
Consulting and professional fees	\$335,808	\$182,781	\$153,027
Depreciation	289	304	(15)
Change in provision	7,251	6,496	755
Insurance	3,304	3,309	(5)
Office supplies etc	23,872	22,724	1,148
Rent	16,040	17,054	(1,014)
Salaries & benefits	444,977	293,899	151,078
Shareholder relations	34,705	13,601	21,104
Travel and meals	20,532	53,338	(32,806)
Exploration expenses	-	4,662	(4,662)
TOTAL EXPENSES	\$886,778	\$598,168	\$288,610

Significant factors which impacted expenses for the third quarter of 2017 compared to the third quarter of 2016 include the following:

- the increase in professional fees and salaries expense reflects the expensing of a stock option grants (a non-cash charge);
- shareholder relations increased due to investor visits in Canada and the USA coupled with an increase in fees paid relating to shareholder activities; and
- travel decreased as fewer trips were made to Brazil.

Impact of Inflation

The Company has no source of revenue and therefore inflation effects relate primarily to the exploration costs in Brazil which are affected by both worldwide and country specific inflationary trends.

Trend Information

The cyclical nature of the prices of metals, particularly the price of gold, is reasonably likely to have an effect on the Company's liquidity and capital resources. If the price of gold or the worldwide demand for gold decreases, there would likely be an adverse effect on the Company's ability to raise additional funding or to attract exploration partners for its properties.

Financial Condition: Liquidity and Capital Resources.

The Company's properties have not yet proven to be developable due to the limited mineral resource currently estimated, and it has no revenues from mining operations. The rights and interests in the CDS and Bom Jardim properties in Brazil constitute the Company's current mineral holdings. The Company's future financial success will depend on the discovery of one or more economic mineral deposits. This process can take many years, can consume significant financial resources and is largely based on factors that are beyond the control of the Company and its management.

To date, the Company has financed its activities by the private placement of equity securities. In order to continue funding its exploration activities and corporate costs, the Company is reliant on its ongoing ability to raise financing through the sale of equity.

The most significant expenditure areas during 2017 are for expenditures at CDS, including RC drilling and televiewer costs, assaying, a new resource estimate and for general and administrative costs.

In April 2017, the Company completed a prospectus based financing where-in it raised Can\$5.1 million.

In July 2016, the Company completed a private placement in which it raised Can\$4.3 million and also in 2016 and in January 2017 the Company raised an additional Can\$2.1 from the exercise of warrants.

At September 30, 2017, the Company had working capital of \$1,524,776 including \$1,827,827 in cash and cash equivalents (December 31, 2016: working capital of \$1,562,121 including \$1,674,263 in cash and cash equivalents). Of the \$1,827,827 in cash and cash equivalents as at September 30, 2017, \$750,159 and \$27,053 was denominated in Canadian dollars and Brazilian currency, respectively, with the remaining balance in US dollars. The Company's major exploration and development expenditures during the nine months ended September 30, 2017 were denominated in US dollars and Brazilian reals.

Mineral Properties and Deferred Expenditures

The Company's total mineral properties and deferred expenditures increased to \$16,907,380 at September 30, 2017 from \$14,048,562 at December 31, 2016 as a result of capitalized spending at CDS. For the nine months ended September 30, 2017, the Company spent \$2,858,818 at CDS.

During the three months ended September 30, 2017, the Company incurred \$1,693,555 in capitalized exploration expenses at CDS. During this quarter, the most significant activity at CDS was the completion of the reverse circulation drill program, related camp operating costs, assay expenses and the completion of the new resource estimate. During the first six months of 2017, the Company incurred \$1,165,263 in exploration expenses at CDS. The Company has completed all scheduled acquisition payment at CDS although certain mineral reserve milestone payments may be required in the future.

Risks and Uncertainties

An investment in the Company's common shares is highly speculative and subject to a number of risks. Additional risks that the Company is unaware of or that are currently believed to be immaterial may become important factors that affect the Company's business. If any of the following risks occur, or if others occur, the Company's business, operating results and financial condition could be adversely impacted.

The Company is in the mineral property acquisition, exploration and development business and is exposed to a number of operational, financial, regulatory and other risks and uncertainties that are typical in the natural resource industry and common to other companies of like size and stage of development. These risks may not be the only risks faced by the Company. Additional risks and uncertainties not presently known by the Company or which are presently considered immaterial could adversely impact the company's business, results of operation, and financial performance in future years.

The Company's business plan to acquire additional exploration prospects, continue exploration activities on its current projects, and, if warranted, undertake development and mining operations, is subject to numerous risks and uncertainties, including the following:

General economic and financial market conditions

Since mid 2008, there has been heightened global economic uncertainty, increase financial and commodity market volatility, reduced investor confidence, greater shareholder and other stakeholder activism, bank failures and lessened credit availability. These economic events have had a negative effect on commodity markets which has secondarily impacted participants in the mining and exploration industries. This macro-environment may impact the ability of the Company to raise financing and/or implement its exploration and development plans.

Metal price risk

The price of gold greatly affects the value of the Company's own securities and investments, the recoverable value of its exploration projects and the ability of the Company to raise additional financing.

Geo-political Risk

The Company's exploration properties are located in Brazil and it has no country diversification with respect to its principal assets. Therefore, any political or social disruptions unique to Brazil would have a material impact on the operations of the Company and its financial performance and stability. Additionally, the Company's projects are subject to the laws of Brazil and can be negatively impacted by the existing laws and regulations of that country, as they apply to mineral exploration, land ownership, royalty interests and taxation, and by any potential changes of such laws and regulations.

Properties in which the Company has an interest are located in the Amazon region in Brazil (albeit, in an area largely deforested), which may be of particular interest or sensitivity to one or more special interest groups in the future. Consequently, mineral exploration and mining activities in those areas may be affected in varying degrees by political uncertainty, expropriations of property and changes in applicable government policies and regulation such as business laws, environmental laws, indigenous peoples' land claims entitlements or procedures and mineral rights and mining laws affecting the Company's business in that area. Any changes in regulations or shifts in political conditions are beyond the control or influence of the Company and may adversely affect its business, or if significant enough, may result in the impairment or loss of mineral concessions or other mineral rights, or may make it impossible to continue its mineral exploration and mining activities in such areas.

Exploration and Development Stage Risk

Exploration for mineral resources involves a high degree of risk, the cost of conducting exploration programs may be substantial and the probability of success is difficult to assess.

Resource exploration and development is a highly speculative business, characterized by a number of significant risks including, but not limited to, unprofitable efforts resulting not only from the failure to discover minerals deposits but also from finding mineral deposits that, though present, are insufficient in size and quality to justify development or if developed generate profits and cash flows. Few exploration projects successfully achieve development due to factors that cannot be predicted or anticipated and even one unexpected factor may result in the economic viability of the project being detrimentally impacted such that the project cannot be developed or operations continue. The Company closely monitors its activities and those factors that could negatively impact them and the Company's employees and its advisors assist in risk management and to make timely decisions regarding future property expenditures.

Other risks associated with projects in the exploration and development stage which could cause delays or prohibit the advancement of the project including delays in obtaining required government approvals and permits and the inability to obtain suitable or adequate machinery, equipment, access, power or labor.

It is impossible to ensure that the current development programs planned by the Company will result in a profitable commercial mining operation. Mineral deposits and production costs are affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, foreign exchange changes, inflation, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions.

Need for Additional Funding

Further funding is required by the Company to continue as a going concern and to implement management's plans to enhance shareholder value. The Company will require additional funding in late 2017 or early 2018. However, there is no guarantee that the Company will be able to raise sufficient funds to meet existing and future obligations such as, future general and administrative expenditures and management's plans for undertaking additional exploration and preliminary economic studies at CDS.

The inability of the Company to raise further equity financing could adversely affect the Company's business plan, including its ability to acquire additional properties and perform exploration activities on, and maintain its existing properties.

Title to Properties

The Company cannot guarantee title to all of its properties as the properties may be subject to prior mineral rights applications with priority, prior unregistered agreements or transfers or indigenous peoples' land claims, and title may be affected by undetected defects. Certain of the mineral rights held by the Company are held under applications for mineral rights or are subject to renewal applications and, until final approval of such applications is received, the Company's rights to such mineral rights may not materialize and the exact boundaries of the Company's properties may be subject to adjustment. The Company does not maintain title insurance on its properties.

Environmental Laws

The exploration programs conducted by the Company are subject to national, state and/or local regulations regarding environmental considerations in the jurisdiction where they are located. Most operations involving exploration or production activities are subject to existing laws and regulations relating to exploration and mining procedures, reclamation, safety precautions, employee health and safety, air quality standards, pollution of stream and fresh water sources, odor, noise, dust, and other environmental protection controls adopted by federal, state and local governmental authorities as well as the rights of adjoining property owners. The Company may be required to prepare and present to federal, state or local authorities data pertaining to the effect or impact that any proposed exploration or production of minerals may have upon the environment. All requirements imposed by any such authorities may be costly, time consuming, and may delay commencement or continuation of exploration or production operations.

Operating Hazards and Risks

The Company's operations are subject to hazards and risks normally associated with the exploration and development of mineral properties, any of which could cause delays in the progress of the Company's exploration and development plans, damage or destruction of property, loss of life and/or environmental damage. Some of these risks include, but are not limited to, unexpected or unusual geological formations, rock bursts, cave-ins, flooding, fires, earthquakes; unanticipated changes in metallurgical characteristics and mineral recovery; unanticipated ground or water conditions; industrial or labor disputes; hazardous weather conditions; cost overruns; land claims; and other unforeseen events. A combination of experience, knowledge and careful evaluation may not be able to overcome these risks.

The nature of these risks is such that liabilities may exceed any insurance policy limits, the liabilities and hazards might not be insurable or the company might not elect to insure itself against such liabilities due to excess premium costs or other factors. Such liabilities may have a material adverse effect on the Company's financial condition and operations and could reduce or eliminate any future profitability and result in increased costs and a decline in the value of the securities of the Company.

Competition

The mineral industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees.

Potential Dilution to Existing Shareholders

The Company will require additional financing in order to complete full exploration of its mineral properties. The Company anticipates that it may sell additional equity securities including, but not limited to, its common stock, share purchase warrants or some form of convertible security. The effect of additional issuances of equity securities will result in dilution to existing shareholders.

Insurance Coverage

Mineral exploration is subject to risks of human injury, environmental and legal liability and loss of assets. The Company may elect not to have insurance for certain risks because of the high premiums associated with insuring those risks or, in some cases, insurance may not be available for certain risks. Occurrence of events for which the Company is not insured could have a material adverse effect on the Company's financial position or results of operations.

Key Executives

The Company's operations require employees, consultants, advisors and contractors with a high degree of specialized technical, management and professional skills, such as engineers, trades people, geologists and equipment operators. The Company competes both locally and internationally for such professionals. If the Company is unable to acquire the talents it seeks then it could experience higher operating costs, poorer results and an overall lack of success in implementing its business plans.

The Company is dependent on the services of key senior executives and certain other vice-presidents and advisors. Each of these executives has many years of background in the mining industry. The Company may not be able to replace that experience and knowledge with other individuals which may result in a material adverse effect on the Company's business, results of operation and financial performance.

Supplemental Disclosure for Venture Exchange Issuers

The required disclosure is in note 8 in the condensed consolidated unaudited interim financial statements for the quarter ended September 30, 2017.

Disclosure of Outstanding Share Data, Warrants and Options

A. Common Shares

The Company's authorized share capital consists of an unlimited number of common shares without par value.

As of the date of this report, the Company has issued and outstanding a total of 155,524,143 common shares compared to 135,523,769 outstanding as at December 31, 2016 with the increase in shares outstanding reflecting the completion of the financing which closed on April 28, 2017, and the exercise of warrants and compensation options in 2017.

B. Common Stock Purchase Warrants

As of the date of this report the Company had 15,648,238 stock purchase warrants outstanding in accordance with the following schedule.

Expiration date	Exercise price (Can\$)	Number
July 7, 2018	0.55	6,618,917
July 18, 2018	0.55	475,187
April 28, 2019	0.45	8,554,134

C. Stock options and compensation warrants for the purchase of Common Stock

TriStar has established a stock option plan for directors, senior officer employees, management company employees and consultants of TriStar and its subsidiaries. Under the terms of the plan, the options may be exercisable over periods of up to ten years at the option of the Board of Directors, and the exercise price of each option equals the closing market price of the Company's stock on the trading day immediately before the date of grant. Options are issued at the discretion of the Board of Directors and typically vest in full upon grant. In addition to the stock options granted to employees and consultants, the Company granted underwriters of the July 2016 private placement a total of 611,872 options to acquire common shares at an exercise price of Can\$0.30 per common share and it granted the underwriters of the April 28, 2017 financing a total of 660,496 compensation options exercisable at Can\$0.45 for a period of 24 months following the closing.

As of the date of this report, the company had a total of 16,534,868 stock options and agent compensation warrants outstanding in accordance with the following schedule. The Can \$0.30 and \$0.45 series of warrants were issued to the underwriters of the 2016 and 2017 financings, respectively.

Expiry date	Exercise price (Can \$)	Number
April 29, 2019	0.15	1,475,000
February 11, 2020	0.20	1,600,000
December 10, 2020	0.18	8,375,000
April 18, 2021	0.28	750,000
September 27, 2022	0.25	2,975,000
October 19, 2022	0.25	150,000
July 7, 2018	0.30	549,372
April 28, 2019	0.45	660,496
TOTAL		16,534,868

Financial Instruments

Non-derivative financial assets

The Company recognizes all financial assets initially at fair value and classifies them into one of the following four categories: held-to-maturity, available-for-sale ("AFS"), loans and receivables or other financial assets, or fair value through profit or loss ("FVTPL"). Financial instruments held to maturity and loans and receivables are measured at amortized cost. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss). Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in net income (loss).

The fair value of financial instruments traded in active markets (such as FVTPL and AFS securities) are based on quoted market prices at the date of the statement of financial position. The quoted market price used for financial assets held by the Company is the closing bid price of the day.

The Company has classified cash and cash equivalents and receivables as loans and receivables. The fair value of cash and cash equivalents and accounts receivable are approximated by their carrying value due to the short term nature of these financial instruments.

Non-derivative financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or other financial liabilities. Financial liabilities classified as FVTPL are measured at fair value with unrealized gains and losses recognized in the statement of comprehensive income (loss). Other financial liabilities, are initially measured at fair value net of transaction costs, and subsequently measured at amortized cost.

Accounts payable and accrued liabilities and provisions are classified as other financial liabilities. The fair value of accounts payable and accrued liabilities are approximated by their carrying value due to the short term nature of these financial instruments.

Derivative instruments

Derivative instruments are recorded at fair value on initial recognition and at each subsequent reporting period. Any gains or losses arising from changes in fair value on derivatives that do not qualify for hedge accounting are recorded in net income or loss. The Company's share purchase warrants with exercise prices in Canadian dollars are derivative liabilities and accordingly, they are recorded at fair value at each reporting period, with the gains or losses recorded in the statement net income or loss.

Financial Instruments and Management of Financial Risk

The Company is exposed to potential loss from various risks including currency risk, interest rate risk, liquidity risk, market risk and commodity price risk.

Market Risks

The significant market risks to which the Company is exposed include commodity price risk, foreign exchange risk and interest rate risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. At September 30, 2017, the financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents and accounts receivable. The Company invests any excess cash balances in short-term, highly liquid and highly-rated financial instruments such as cash and short-term guaranteed deposits, all held with financial institutions in Canadian and the United State. Management considers that its exposure to credit risk is low.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial obligations associated with its accounts payable and accrued liabilities.

The Company attempts to manage liquidity risk by maintaining sufficient cash and cash equivalents balances. Liquidity requirements are managed based on expected cash flow to ensure there is sufficient capital to meet short-term obligations. At September 30, 2017 the Company had cash and cash equivalents of \$1,827,827 and accounts payable and accrued liabilities of \$371,651.

Commodity Price Risk

The Company's ability to raise capital to fund exploration or development activities is subject to risk associated with fluctuations in the market price of gold. The Company does not have any properties in production and therefore has no sales revenue or cash flow from operations. Nor does it undertake any hedging or other commodity price management techniques.

The international price of gold has historically fluctuated widely and is affected by numerous factors outside of the Company's control, including, but not limited to, levels of worldwide production, short-term changes in supply and demand, industrial and retail demand, central bank lending, the relative strength of the US dollar vis a vis other currencies, the monetary policies of governments and forward sales by producers and speculators. The Company does not actively manage its commodity price risk to the price of gold.

Interest Rate Risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

In respect of financial assets, the Company's policy is to invest cash at variable rates of interest in cash equivalents, in order to maintain liquidity, while achieving a low risk market return. The Company is exposed to interest rate risk on its short-term investments which are included in cash and cash equivalents. The short-term investment interest earned is based on prevailing one to ninety days market interest rates which may fluctuate. The Company has not entered into any derivative contracts to manage this risk.

Currency risk

The Company operates in United States of America, Canada, and Brazil. As a result, the Company has foreign currency exposure with respect to items not denominated in United States dollars. The three main types of foreign exchange risk of the Company can be categorized as follows:

Transaction exposure

The Company operates and incurs costs in three main currencies; the US dollar, the Canadian dollar and the Brazilian real. This creates exposure at the operational level, which may affect the Company's profitability as exchange rates fluctuate. The Company has not hedged its exposure to currency fluctuations.

Translation exposure

A strengthening of the U.S. dollar by 10% against the Canadian dollar and the Brazilian Real at September 30, 2017, with all other variables held constant would have decreased the Company's before tax net loss by approximately \$29,000 (at September 30, 2016 would have decreased the Company's before tax net loss by approximately \$425,000) as a result of a change in value of the financial assets and liabilities denominated in those currencies.

Exposure to currency risk

The Company is exposed to currency risk through the following assets and liabilities denominated in currencies other than the United States dollar: cash and cash equivalents, accounts receivables, prepaid expenses, accounts payables and other liabilities, provisions and warrants liability. The currencies of the Company's financial instruments and other foreign currency denominated liabilities, based on notional amounts, were as follows:

	September 30, 2017		December 31, 2016	
	Canadian dollar	Brazilian Real	Canadian dollar	Brazilian Real
Cash and cash equivalents	\$ 750,159	\$ 27,053	\$ 969,757	\$ 20,048
Accounts receivable	3,111	13,616	8,461	4,457
Prepaid expenses	36,390	510	36,430	2,289
Accounts payable and accrued liabilities	(111,100)	(253,476)	(53,981)	(66,112)
Provisions	-	(338,182)	-	(310,687)
Warrants liability	(433,348)	-	(782,873)	-
Net balance sheet exposure	\$ 245,212	\$ (550,479)	\$ 177,794	\$ (350,005)

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices other than those arising from interest rate risk, financial market risk or currency risk. As at September 30, 2017, the Company has negligible other price risk.

Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Fair values are determined directly by reference to published price quotations in an active market, when available, or by using a valuation technique that uses inputs observed from relevant markets.

The fair value hierarchy categorizes into three levels the inputs to valuation techniques used to measure fair value.

- Level 1 inputs are unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that the entity can access at the measurement date.
- Level 2 inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly (for example, interest rate and yield curves observable at commonly quoted interval and volatility measurements used to value option contracts), or inputs that are derived principally from or corroborated by observable market data or other means.
- Level 3 inputs are prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs.

As at September 30, 2017, the Company's assets and liabilities measured at fair value on a recurring basis were as follows:

	Level 1	Level 2	Level 3
Assets			
Cash and cash equivalents	\$ 1,827,827	\$ -	\$ -
Liabilities			
Warrants liability	-	433,348	-
	\$ 1,827,827	\$ 433,348	\$ -

The following table provides the carrying value and the fair value of financial instruments at September 30, 2017:

	Carrying Amount	Fair Value
Financial assets		
Cash and cash equivalents	\$ 1,827,827	\$ 1,827,827
Accounts receivable	17,080	17,080
	\$ 1,844,907	\$ 1,844,907
Financial liabilities		
Accounts payable and accrued liabilities	\$ 371,651	\$ 371,651
	\$ 371,651	\$ 371,651
Derivative instruments		
Warrants liability	\$ 433,348	\$ 433,348

Commitments and Contingencies

The Company leases offices in the USA and Brazil and a house at CDS, with expiry dates ranging between September 2017 and December, 2017 for an estimated cost of \$5,300 per month with one to three month's cancellation notice.

The Company has various property access agreements related to its projects at an estimated cost of approximately \$2,000 per month.

There are no known pending legal proceedings of a material nature to which the Company or any of its subsidiaries is a party or to which any of their properties are subject.

Related Party Transactions

Key management personnel compensation comprised:

	Quarter ended September 30, 2017	Quarter ended September 30, 2016
Short term employee benefits: Salaries	\$ 172,953	\$ 318,157
Consulting fees	52,288	76,155
Stock-based compensation	322,287	-
	\$ 547,528	\$ 394,312

For the quarter ended September 30, 2017 short term employee benefits received by key management personnel in the amount of \$55,762 (September 30, 2016: \$nil) were recorded in Mineral properties and deferred expenditures for CDS and the amount of \$466,696 (September 30, 2016: \$658,786) was recorded in the salary and benefits account in the Consolidated Statements of Comprehensive Income (Loss).

For the nine months ended September 30, 2017, consulting fees paid to key management personnel in Brazil in the amount of \$120,552 (September 30, 2016: \$108,439) were reported in Mineral properties and deferred expenditure in exploration costs at CDS.

The stock option compensation amounts received by key management personnel have been recorded as capital reserve in the Consolidated Statements of Financial Position. They were also included in the consulting and salary expense accounts in the Consolidated Statements of Comprehensive Income (Loss).

During the three and nine months ended September 30, 2017, the Company paid consulting fees of \$52,288 and \$155,008 respectively (September 30, 2016: \$76,155 and \$145,107), to directors and officers for advisory services, and did not pay any directors' fees.

As of September 30, 2017 the total number of outstanding warrants and options held by directors and officers of the Company was 1,977,839 and 11,175,000, respectively (September 30, 2016: 4,418,906 and 10,525,000, respectively).

During the period ended September 30, 2016, directors and officers participated for a total of 3,955,679 units in the private placement which closed on July 18, 2016.

During the nine months ended September 30, 2017 a director exercised at total of 1,316,067 warrants (September 30, 2016: 400,000 warrants).

During the period ended September 30, 2016 the Company paid legal fees in the amount of \$321 to a company in which a direct has an ownership interest.

Related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Critical Accounting Estimates

The following are critical judgments and key assumptions concerning the future and other key sources of estimation uncertainty at the statement of financial position date that management has made in applying the Company's accounting policies which have the most significant effect on the amounts recognized in the consolidated financial statements and a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

Going concern

Management considers whether there exists any event(s) or condition(s) that may cast doubt on the Company's ability to continue as a going concern. Considerations take into account all available information about the future including the availability of debt and equity financing as well as the Company's working capital balance and future commitments.

Functional currency

The functional currency of each of the Company's entities is measured using the currency of the primary economic environment in which that entity operates. The functional currency of all entities within the group is the United States dollar. Functional currency of each of the entities was determined based on the currency that mainly influences sales prices for goods and services, labor, material and other costs and the currency in which funds from financing activities are generated.

Impairment of assets

Management assesses each cash-generating unit at each reporting period to determine whether any indication of impairment exists. In addition, management assesses a cash-generating unit for impairment if events or changes in circumstances indicate that the carrying value may not be recoverable. Where an indicator of impairment exists, a formal estimate of the recoverable amount is made which is considered to be the higher of the fair value less costs to sell and its value in use. These assessments require the use of estimates and assumptions such as future capital requirements and assessments of preliminary assay results. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's-length transaction between knowledgeable and willing parties.

Fair value of derivative financial instruments

Management assesses the fair value of the Company's financial derivatives in accordance with the accounting policy stated in the notes to the financial statements. Fair values of warrants have been measured using the Black-Scholes model, taking into account the terms and conditions upon which the warrants are granted. These calculations require the use of estimates and assumptions. Changes in assumptions concerning volatilities, interest rates and expected life could have significant impact on the fair valuation attributed to

the Company's financial derivatives. When these assumptions change or become known in the future, such differences will impact asset and liability carrying values in the period in which they change or become known.

At September 30, 2017 the fair value of the Company's warrants were estimated using the Black-Scholes option-pricing model with the following assumptions:

Expected dividend yield	0%
Expected volatility	75.03% to 84.76%
Risk-free interest rate	1.22%
Expected life	9 to 19 months
Share Price	Can\$ 0.235

At September 30, 2016 the fair value of the Company's warrants were estimated using the Black-Scholes option-pricing model with the following assumptions:

Expected dividend yield	0%
Expected volatility	102.78% to 116.04%
Risk-free interest rate	0.57%
Expected life	3 to 21 months
Share Price	Can\$ 0.41

Fair value of stock options

The Company provides additional compensation benefits to employees and non-employees through a stock-based compensation plan. Management assesses the fair value of stock options granted in accordance with the accounting policy stated in the notes to the financial statements. The fair value of the options granted is measured using the Black-Scholes model, taking into account the terms and conditions upon which the options are granted. Changes in assumptions concerning volatilities, interest rates and expected life could have significant impact on the fair valuation attributed to the Company's stock options.

At September 30, 2017 the fair value of the Company's stock option granted during the quarter ended September 30, 2017 were estimated using the Black-Scholes option-pricing model with the following assumptions:

Expected dividend yield	0%
Expected volatility	112.26%
Risk-free interest rate	1.39%
Expected life	2 years
Share Price	Can\$ 0.26

At September 30, 2016 the fair value of the Company's stock options granted during the period ended September 30, 2016 were estimated using the Black-Scholes option-pricing model with the following assumptions:

Expected dividend yield	0%
Expected volatility	123.6%
Risk-free interest rate	0.60%
Expected life	3.5 years
Share Price	Can\$ 0.32

Provisions

Provisions recognized in the financial statements involve judgments on the occurrence of future events which could result in a material outlay for the Company. The provision recognized in the accounts of the Company represents a possible tax liability in Brazil relating to the termination of certain employees in Brazil. The Company cannot predict with any level of certainty the amount or timing of this contingent liability, if one exists. The changes in the provision mostly reflects changes in foreign exchange rates as the ultimate liability, if any, would be payable in the Brazilian real.

The following table presents the changes in the Provision:

	<u>Amount</u>
Balance at December 31, 2016	\$ 310,687
Change in provision estimate	<u>27,495</u>
Balance at September 30, 2017	<u>\$ 338,182</u>

New Accounting Standards and Accounting Standards Not Yet Effective

The IASB and IFRIC have issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting periods nor has the Company applied any of these standards.

IFRS 9, "Financial instruments" (2014). This is the finalized version of IFRS 9 which contains accounting requirements for financial instruments replacing *IFRS 39 Financial Instruments: Recognition and Measurement*. The new standard contains requirements in the following areas:

Classification and measurement. Financial assets are classified by reference to the business model within which they are held and their contractual cash flow characteristics. The 2014 version of IFRS 9 introduces a "fair value through other comprehensive income" category for certain debt instruments. Financial liabilities are classified in a manner similar to that under IAS 39, however there are differences in the requirements applying to the measurement of an entity's own credit risk.

Impairment. The 2014 version of IFRS introduces an "expected credit loss" model for the measurement of the impairment of financial assets, so it is no longer necessary for a credit event to have occurred before a credit loss is recognized.

Derecognition. The requirements for derecognition of financial assets and liabilities are carried forward from IAS 39. This standard is applicable to the Company for annual periods beginning on July 1, 2018. The Company is evaluating the impact of the adoption of this standard on its consolidated financial statements.

IFRS 15, "Revenue from Contracts with Customers" replaces IAS 18, *Revenue*, IAS 11, *Construction Contracts* and a number of related interpretations. IFRS 15 establishes a single five-step model framework for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. This standard is mandatory for annual periods beginning on or after January 1, 2018 with early adoption permitted. The Company plans to adopt IFRS 15 at the date it becomes effective but its impact is believed to be insignificant.

IFRS 16, *Leases* was published in January 2016 and supersedes IAS 17- *Leases*. IFRS 16 specifies how to recognize, measure, present and disclose leases. The standard provides a single lease accounting model, requiring the recognition of assets and liabilities for all leases, unless the lease term is 12 months or less or the underlying asset has a low value. The standard is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted if IFRS 15 has also been applied. The Company is evaluating the impact of the adoption of this standard on its consolidated financial statements.

Disclosure Controls and Procedures and Internal Controls Over Financial Reporting

Disclosure controls and procedures ("DC&P") are designed to ensure that information required to be disclosed by the Company is accumulated and communicated to management as appropriate to allow timely decision-making regarding required disclosures. The Company's CEO and CFO have concluded that information required to be disclosed in the Company's annual and quarterly financial statements and the annual and quarterly MD&A have been disclosed and fairly presented as at each reporting date and they believe that processes are in place to provide them with sufficient knowledge to support such representation. However, a control system, no matter how well conceived and implemented can only provide reasonable, not absolute, assurance that the objectives of the control system are met.

Internal control over financial reporting ("ICFR") is intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. ICFR should include those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of assets;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures are being made only in accordance with the Company's management and Board of Directors; and
- Provide reasonable assurance regarding the prevention or timely detection of unauthorized acquisition, use of, or disposition of assets that could have a material impact on financial statements.

The Company is not required to certify the design and evaluation of its disclosure controls and procedures nor its internal controls over financial reporting as it is a venture exchange issuer, nor has the Company conducted a detailed investigation into these controls. Therefore inherent limitations exist on the ability of the CEO and CFO to design and implement cost effective DC&P and ICFR for the Company and these limitations may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Management's Responsibility For Financial Statements

The Company's unaudited condensed consolidated interim financial statements for the quarter ended September 30, 2017 have been prepared by management and are in accordance with IFRS as issued by IASB. Financial information contained in this MD&A has also been prepared by management and is consistent with the data contained in the Company's financial statements for the quarter ended September 30, 2017.

Off-Balance Sheet Arrangements

As of the date of this report, the Company has no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company's financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Proposed Transactions

The Company does not currently have any undisclosed proposed transactions approved by the Board of Directors. All existing transactions are fully disclosed in the Company's unaudited condensed consolidated interim financial statements for the quarter ended September 30, 2017.

Conflicts of Interest

The Company's directors and officers may serve as directors and officers, or be associated with, other reporting companies or have significant shareholdings of other companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding on terms with respect to the transaction. If a conflict of interest arises, the Company will follow the provisions of the BC Business Corporations Act ("BCBCA") dealing with conflict of interest. These provisions state that where a director has such a conflict, that person must at a meeting of the Company's directors disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the BCBCA. In accordance with the laws of the province of British Columbia, the directors and officers of TriStar Gold are required to act honestly, in good faith, and in the best interests of the Company.

Qualified Person

Mr. Nicholas Appleyard B.Sc., MAusIMM (CP), a qualified person as defined in NI 43-101, has read and approved the technical portions of this Management's Discussion and Analysis.

Cautionary Note Regarding Forward-Looking Statements and Information

Certain statements in the MD&A constitute forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following: general economic and business conditions; competition within the minerals industry to acquire properties of merit, and competition from other companies possessing greater technical and financial resources; success of operating initiatives; the success (or lack thereof) with respect to the Company's exploration and development operations on its properties; the Company's ability to raise capital and the terms thereof; the acquisition of additional mineral properties; changes in business strategy or development plans; exploration and other property write downs; the continuity, experience and quality of the Company's management; changes in or failure to comply with government regulations or the lack of government authorization to continue certain projects; the outcome of litigation matters, and other factors referenced from time to time in the Company's filings with securities regulators. The use in the following Management's Discussion and Analysis of such words as "believes", "plans", "estimates", "may", "could", "would", "might", "will", "anticipates", "expects", "intends" and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. Material factors and assumptions used to develop the forward-looking information include but are not limited to, the following: there will be adequate liquidity available to the Company to fund future operations; the Company will be successful in raising additional capital in this and future

periods; the actual exploration results will be favorable; exploration and development costs will not exceed the Company's expectations; the Company will be able to retain and hire skilled staff, all required regulatory and government approvals will be obtained in a timely manner on terms acceptable to the Company, applicable geo-political conditions are favorable for future investment, gold and commodity price and foreign exchange rates remain favorable, no title disputes arise with respect to the Company's properties and the Company will remain in compliance with applicable regulatory and contractual obligations.

These forward-looking statements are based upon the beliefs, expectations, reasonable investigation and opinions of management on the date such statements are made. The success of the Company is dependent on the efforts of the Company, its employees and many other factors including, primarily, its ability to raise additional capital and establishing the economic viability of any of its exploration properties.

It is the Company's policies that all forward looking statements are based upon the Company's beliefs and assumptions which are based on and derived from information available to management at the time these assumptions are made. The forward looking statements contained herein are based upon information available as at the effective date of this MD&A and are subject to change after this date. The Company assumes no obligation and has no policy for updating or revising forward looking information or statements to reflect new events or circumstances except as may be necessary under applicable securities law. Although management believes that the expectations represented by such forward-looking information or statements are reasonable, there is significant risk that the forward looking information or statements may not be achieved and the underlying assumptions thereto will not prove to be accurate. Actual results or events could differ materially from the plans, intentions and expectations expressed or implied in any forward looking information or statements, including the underlying assumptions thereto, as a result of the numerous risks, uncertainties and other factors such as those described above and discussed under Risks and Uncertainties.

Additional Information

Additional Information related to TriStar including material change notices, certifications of annual and interim filings, and press releases are available for review under the Company's profile in SEDAR at www.sedar.com, and the Company's website at www.tristargold.com.