



MANAGEMENT DISCUSSION & ANALYSIS
For the period ended October 31, 2015

Directors and Officers as at December 11, 2015:

Directors:

Gary Arca
Serge Depatie
Robert Eadie
Jordan Estra
David R. Gunning
Michael Gunning
Cory Kent
Ken Sumanik
Federico Villaseñor

Officers:

Executive Chairman, Chief Executive Officer & President – Robert Eadie
Chief Financial Officer – Gary Arca
Chief Operating Officer – Dave Gunning
Corporate Secretary – Cory Kent

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Form 51-102-F1

STARCORE INTERNATIONAL MINES LTD.

MANAGEMENT DISCUSSION & ANALYSIS

For the Period Ended October 31, 2015

1. **Date of This Report**

This MD&A is prepared as of December 11, 2015.

This Management Discussion and Analysis (“MD&A”) should be read in conjunction with the unaudited condensed interim consolidated financial statements of Starcore International Mines Ltd. (“Starcore”, or the “Company”) for the period ended October 31, 2015. **Monetary amounts throughout this MD&A are shown in thousands of Canadian dollars, unless otherwise stated.**

This MD&A includes certain statements that may be deemed “forward-looking statements”. Such statements and information include without limitation: statements regarding timing and amounts of capital expenditures and other assumptions; estimates of future reserves, resources, mineral production and sales; estimates of mine life; estimates of future mining costs, cash costs, minesite costs and other expenses; estimates of future capital expenditures and other cash needs, and expectations as to the funding thereof; statements and information as to the projected development of certain ore deposits, including estimates of exploration, development and production and other capital costs, and estimates of the timing of such exploration, development and production or decisions with respect to such exploration, development and production; estimates of reserves and resources, and statements and information regarding anticipated future exploration; the anticipated timing of events with respect to the Company’s minesite and; statements and information regarding the sufficiency of the Company’s cash resources. Such statements and information reflect the Company’s views as at the date of this document and are subject to certain risks, uncertainties and assumptions, and undue reliance should not be placed on such statements and information. Many factors, known and unknown could cause the actual results to be materially different from those expressed or implied by such forward looking statements and information. Such risks include, but are not limited to: the volatility of prices of gold and other metals; uncertainty of mineral reserves, mineral resources, mineral grades and mineral recovery estimates; uncertainty of future production, capital expenditures, and other costs; currency fluctuations; financing of additional capital requirements; cost of exploration and development programs; mining risks, risks associated with foreign operations; risks related to title issues; governmental and environmental regulation; and the volatility of the Company’s stock price. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements.

2. **Overall Performance**

Description of Business

Starcore is engaged in exploring, extracting and processing gold and silver through its wholly-owned subsidiaries, Compañía Minera Peña de Bernal, S.A. de C.V. (“Bernal”), which owns the San Martin mine in Queretaro, Mexico and Altiplano GoldSilver S.A. de C.V (“Altiplano”), which owns the gold and silver processing plant in Matehuala, Mexico. The Company is a public reporting issuer on the Toronto Stock Exchange (“TSX”). The Company is also engaged in owning, acquiring, exploiting, exploring and evaluating mineral properties, and either joint venturing or developing these properties further or disposing of them when the evaluation is completed. The Company has interests in properties which are exclusively located in Mexico, USA and Canada.

Financial Highlights for period ending October 31, 2015

- Cash and short-term investments on hand is \$7.2 million at October 31, 2015 compared to \$6.0 million at July 31 2015;
- Gold and silver sales of \$7.7 million for the quarter ended October 31, 2015 compared to \$7.3 million for the quarter ended October 31, 2014, an increase of 5.5%;
- Net income of \$0.6 million for the quarter ended October 31, 2015 compared to net income of \$0.9 million for the quarter ended October 31, 2014;
- Equivalent gold production of 5,195 ounces in quarter ended October 31, 2015 compared to 5,382 ounces in the quarter ended October 31, 2014, a decrease of 3.5%;
- Mine operating cash cost is US\$787/EqOz for the quarter ended October 31, 2015 compared to US\$916/EqOz for the quarter ended October 31, 2014, a decrease of 14%;
- All-in sustaining costs of US\$973/EqOz for the quarter ended October 31, 2015 compared to US\$1,094 for the quarter ended October 31, 2014, a decrease of 11%;
- EBITDA⁽¹⁾ of \$2,041 for the quarter ended October 31, 2015 compared to \$1,743 for the quarter ended October 31, 2014, an increase of 17%.

Reconciliation of Net income to EBITDA

For the quarter ending October 31,	2015	2014
Net Income	\$ 562	\$ 870
Income tax recovery	(334)	(918)
Interest	36	-
Depreciation and depletion	1,777	1,791
EBITDA	\$ 2,041	\$ 1,743
EBITDA MARGIN⁽²⁾	26%	23%

(1) EBITDA ("Earnings before Interest, Taxes, Depreciation and Amortization") is a non-GAAP financial performance measure with no standard definition under IFRS. It is therefore possible that this measure could not be comparable with a similar measure of another Corporation. The Corporation uses this non-GAAP measure which can also be helpful to investors as it provides a result which can be compared with the Corporation market share price.

(2) EBITDA MARGIN is a measurement of a company's operating profitability calculated as EBITDA divided by total revenue. EBITDA MARGIN is a non-GAAP financial performance measure with no standard definition under IFRS. It is therefore possible that this measure could not be comparable with a similar measure of another Corporation. The Corporation uses this non-GAAP measure which can also be helpful to investors as it provides a result which can be compared with the Corporation market share price.

Recent News

Bond Offering

The Company completed a private placement of secured bonds in the aggregate principal amount of CDN\$4.5 million (the "Bonds"). The Bonds bear interest of 8% per annum, payable on maturity, and mature November 12, 2016. The Bonds will be secured by a charge over all of the Company's assets that ranks pari passu with the existing debt obligations of the Company. The Company has agreed that it will not incur any additional debt obligations without first obtaining the consent of the holders of the Bonds, and will set aside any proceeds received from asset sales in excess of \$250,000 towards repayment of the Bonds.

The proceeds from the sale of the Bonds will be used primarily for the purchase of concentrates for treatment at the Altiplano processing plant in Matehuala, Mexico owned by Starcore's wholly-owned subsidiary, Cortez Gold Corp., and for mine and mill upgrades at Starcore's San Martin Mine in Queretaro, Mexico.

Share Consolidation Approval

Subsequent to the quarter end, the Company completed a consolidation of its share capital on the basis of four old common shares of the Company being consolidated to one new common share.

Prior to the consolidation, the Company's authorized share capital was an unlimited number of common shares without par value, of which 180,614,397 shares were issued and outstanding, with a further 27,914,945 shares reserved for issuance upon the exercise of existing stock options and warrants and the conversion of outstanding subscription receipts.

Upon completion of the share consolidation, on the basis of a 4:1 share consolidation, there are approximately 45,153,600 common shares issued and outstanding, subject to adjustment for fractional shares.

3. Selected Annual Information

The highlights of financial data for the Company for the three most recently completed financial years are as follows:

	July 31, 2015		July 31, 2014		July 31, 2013
Revenues	\$	28,405	\$	33,136	\$ 30,246
Cost of Sales		(27,760)		(24,548)	(21,948)
Earnings from mining operations		645		8,588	8,298
Administrative Expenses		(2,355)		(3,557)	(4,245)
Income tax (expense) recovery		1,920		(2,066)	649
Total earnings					
(i) Total earnings	\$	210	\$	2,965	\$ 4,702
(ii) Earnings per share – basic	\$	0.00	\$	0.02	\$ 0.03
(iii) Earnings per share – diluted	\$	0.00	\$	0.02	\$ 0.03
Total assets	\$	69,197	\$	65,094	\$ 59,537
Total long-term liabilities	\$	15,141	\$	14,295	\$ 11,897

4. Results of Operations

Discussion of Acquisitions, Operations and Financial Condition

The following should be read in conjunction with the unaudited condensed interim consolidated financial statements of the Company and notes attached thereto for the period ended October 31, 2015.

4.1 San Martín Mine, Queretaro, Mexico

Reserves

The San Martin Mine, an ISO 9001 certified facility located approximately 50km east of the City of Queretaro, State of Queretaro, Mexico, consists of mining concessions covering 12,992 hectares and includes seven underground mining units and four units under exploration, as well as an additional property, San Pedrito, located 50 km west of San Martin. Luismin (now “Goldcorp Mexico”) operated the mine from 1993 to January, 2007 when it was purchased by Starcore, who has been mining at San Martin at a rate of approximately 300,000 tonnes per year. Starcore expects to continue to operate the mine over an expected mine life of at least 5 years based on the current expected conversion of known resources and exploration is able to maintain approximately two years proven and probable reserves replacing those mined with new reserves, such that the total resource remains relatively constant from year to year. The Company’s last Resource estimate was filed on SEDAR “RESERVES AND RESOURCES IN THE SAN MARTIN MINE, MEXICO AS OF JULY 31, 2014”, dated October 6, 2014, prepared by Joseph Campbell, P. Eng. (the “Technical Report”), which is also available on the Company website www.starcore.com.

Production

The following table is a summary of mine production statistics for the San Martin mine for the three and twelve months ended October 31, 2015 and for the year ended July 31, 2015.

	<i>Unit of measure</i>	Actual results for 3 months ended October 31, 2015	Actual results for 12 months ended July 31, 2015
Mine production of gold in dore	<i>thousand ounces</i>	4.8	18.3
Mine production of silver in dore	<i>thousand ounces</i>	28.5	97.1
Total mine production – equivalent ounces	<i>thousand ounces</i>	5.2	19.6
Silver to Gold equivalency ratio		75.0:1	71.6:1
Mine Gold grade	<i>grams/tonne</i>	2.22	2.14
Mine Silver grade	<i>grams/tonne</i>	21.5	18.2
Mine Gold recovery	<i>percent</i>	86.6%	85.1%
Mine Silver recovery	<i>percent</i>	52.9%	53.1%
Milled	<i>thousands of tonnes</i>	78.0	311.9
Mine development, preparation and exploration	<i>meters</i>	1,508	6,055
Mine operating cash cost per tonne milled	<i>US dollars/tonne</i>	52	57
Mine operating cash cost per equivalent ounce	<i>US dollars/ounces</i>	787	903
Number of employees and contractors at minesite		305	301

During the quarter ended October 31, 2015, the mill operated at a rate of approximately 848 milled tonnes/calendar day. Gold and silver grades in the current quarter were 2.22 g/t and 21.5 g/t, respectively, compared to prior quarter grades of 2.00 g/t and 16.78 g/t. Overall equivalent gold production from the mine this quarter of 5,195 ounces was higher than the previous quarter production of 4,694 due to an increase in gold and silver ore grades and slightly higher overall production tonnage of 78,016 tonnes compared to 77,279 tonnes last quarter. The increase in mine production was also due to the increase in the recoveries and ore grades for gold, which were generally higher than the average for the year ended July 31, 2015.

Production cash costs of the mine for the current quarter were US\$787/EqOz. This was lower than the previous quarter amount of US\$849/EqOz. due to cost savings in mine development and exploitation and partially because of a stronger US Dollar. This quarter’s costs are lower than the prior year average of US\$903/EqOz due both lower average metal production in the prior year and decrease in costs at the mine due to a reclassification of certain mine development expenditures which were generally capitalized in the prior quarter.

Management believes a more conservative expensing of certain costs was appropriate resulting in higher cash costs and lower CAPEX expenditures overall. Operating cash costs of US\$52/t were the same as the prior quarter. Operating cash costs were lower than the twelve months ended October 31, 2015 of US\$57/t due to the favourable US Dollar exchange rate and due to reductions in labour costs and electrical costs. The mine plan has been developed to ensure the mine is properly developed and mined so as to ensure a constant supply of ore in accordance with currently planned production capacity and ore grades. Changes to the plan that may involve increased production and capital investment are continually being assessed by management. Currently, the Company is continuing underground exploration in order to identify higher grade ore zones and has allocated an adequate budget to support year-long exploration, exceeding 10,000 metres of underground exploration drilling for the 2015 calendar year.

During the quarter ended October 31, 2015, the Company incurred approximately US\$1,143 in mine capital expenditures, which includes mine development drifting and drilling, machinery and equipment leases and purchases, and construction and tailings dam remediation, compared to US\$384 in the prior quarter.

4.2 Property Activity

San Martin properties – Queretaro, Mexico

The San Martin mine properties are comprised of mining concessions covering 12,992 hectares, excluding the San Pedrito property located approximately 50km west of the San Martin mine. In addition to the ongoing mine exploration and development that is currently being performed in development of the mine, management is continually assessing the potential for further exploration and development of the San Martin properties and continually modifying the exploration budget accordingly.

The mine operates three underground drill rigs to provide information to assist with mine planning in addition to exploration, with the intent of increasing the reserves and resources on the property, and the Company has achieved budgeted targets of approximately 10,000 metres of underground exploration drilling in calendar 2015

David Gunning, P.Eng., a director of the Company and Chief Operating Officer, is the Company's qualified person under NI 43-101, and has reviewed and approved the scientific and technical disclosure on the San Martin Mine disclosed in this MD&A.

Acquisition of Creston Moly

On February 19, 2015, the Company closed the transaction to acquire all of the shares of Creston Moly from Deloitte Restructuring Inc. in its capacity as trustee in bankruptcy of Mercator Minerals Ltd. at a purchase price of CDN \$2 Million.

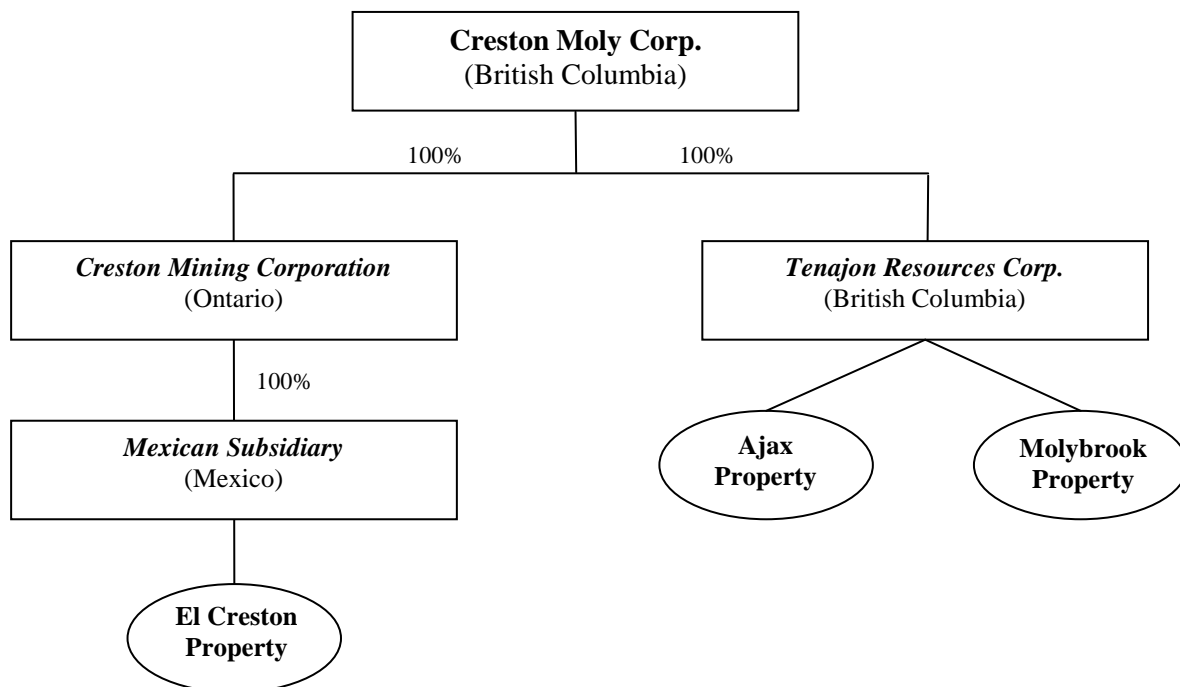
In June, 2011, Mercator Minerals Ltd. ("Mercator"), a TSX listed company, acquired Creston Moly in a cash and shares deal valuing Creston Moly at approximately \$194 million. At that time, the Board of Directors of Creston Moly, after receiving the recommendation of its special committee and consultation with its financial and legal advisors, unanimously supported the arrangement whereby Mercator would acquire all of the issued and outstanding common shares of Creston.

BMO Capital Markets, financial advisor to Creston Moly and its Board, provided a fairness opinion to the effect that the consideration (of \$194 million) was fair, from a financial point of view, to the shareholders of Creston Moly.¹ Creston shareholders voted in favour of the acquisition. The most significant asset in this acquisition was the El Creston project in Sonora, Mexico which had been advanced to a completed Preliminary Economic Assessment ("PEA").

On September 5, 2014, pursuant to the *Bankruptcy and Insolvency Act (Canada)*, Mercator and Creston Moly were deemed to have filed assignments in bankruptcy. Creston Moly is a British Columbia company that owns, through its subsidiaries, a 100% interest in the following properties:

¹ The information in this report relating to the acquisition of Creston Moly by Mercator has been drawn from documents filed under the Creston Moly Corp. issuer profile on SEDAR, more specifically: Creston's Management Information Circular dated May 9, 2011 and filed on SEDAR on May 16, 2011, and Creston's news release of June 6, 2011 as filed on SEDAR on June 7, 2011.

- The El Creston Project in Sonora, Mexico;
- The Ajax Project in British Columbia; and
- The Molybrook Project in Newfoundland.



El Creston Project, Sonora, Mexico:² The El Creston molybdenum property is located in the State of Sonora, Mexico, 175 kilometres south of the US Border and 145 kilometers northeast of the city of Hermosillo. In 2010, a PEA was prepared on the project by an independent consulting firm. The result of this study indicated that the El Creston molybdenum-copper deposit had a US \$561.9million net present value after tax (using an 8% discount rate). The internal rate of return (after tax) was calculated to be 22.3% and a capital cost payback was calculated to be four years.

Other highlights of the report include:

- ***Large moly-copper deposit in a mining-friendly jurisdiction.*** Total Measured and Indicated Resources of 215 million tonnes grading 0.071% Mo and 0.06% Cu, containing 336 Mlbs Mo and 281 Mlbs Cu. Mineral resources that are not mineral reserves do not have demonstrated economic viability;
- ***Initial Capital cost:*** US\$655.9million with payback of 4 years, based on metal prices of \$15/lb Mo and \$2.60/lb Cu. Metal recoveries were estimated at 88% for Mo and 84% for Cu;
- ***Low Operating Cost:*** operating cost of \$US4.12/lb Mo, net of copper credits, 0.84:1 waste to ore strip ratio within an optimized pit containing an additional 7.6 million tonnes of Inferred Resources responsible for \$20M of the NPV;
- ***Excellent infrastructure:*** Road accessible with a 230kV power grid within 50 km;
- ***Apart from the PEA,*** recommendations have been made to test known mineralization below the current pit-limiting “Creston Fault” where results such as drill hole EC08-54 returned 241.4m at 0.083% Mo and 0.059% Cu to a depth of 495m in the Red Hill Deep zone.

² The technical information in this news release relating to the El Creston Project is based on the technical report entitled “Preliminary Economic Assessment, El Creston Project, Opodepe, Sonora, Mexico”, dated December 16, 2010, filed under the Creston Moly Corp. issuer profile on SEDAR.. Information regarding the effective date of the mineral resources, key assumptions, parameters and methods used to estimate the mineral resources, and known risks that materially affect the mineral resources can be found in the technical report.

David Gunning, P.Eng., a director of the Company and Chief Operating Officer, is the Company's qualified person under NI 43-101, and has reviewed and approved the scientific and technical disclosure on the El Creston Project disclosed in this report.

Ajax, British Columbia, Canada³

Ajax Molybdenum Property is comprised of 11,718 hectares and is located 13 km north of Alice Arm, British Columbia. The Ajax Property, one of North America's largest undeveloped molybdenum deposits occupying a surface area of approximately 600 by 650 metres, is a world class primary molybdenum property in the advanced stage of exploration.

Molybrook, Newfoundland, Canada⁴

Creston's Molybrook molybdenum property located on the south coast of Newfoundland is centred 2.5 km from the outport of Grey River less than 4 kilometres from a deep water, ice free navigable fjord. The property hosts a 3 km long trend in which at least three zones of at surface molybdenum mineralization occur: Molybrook, Wolf and Chimney Pond. To date, almost all exploration has been completed on the Molybrook Zone where a large porphyry molybdenum deposit has been outlined.

The Company now owns 100% of 27 mineral claims of the Moly Brook molybdenum property, located 2.5 km from the Hamlet of Grey River on the southern coast of Newfoundland, pursuant to the acquisition of Creston Moly Corp. The Moly Brook property is subject to a 2% net smelter royalty ("NSR"), of which 1.5% can be purchased by the Company for \$1.5 million. In addition, the Company acquired:

- The Moly Brook Extension property, which consists of 4 mineral claims and adjoins the southern boundary of the Company's Moly Brook molybdenum property. The extension property is subject to a 2% NSR, of which 1.5% can be purchased by the Company for \$1.5 million.
- The Grey River Gold property immediately to the east of the Moly Brook molybdenum property. The property consists of 5 mineral claims is subject to a 2% NSR, of which 1% can be purchased back for \$1.5 million.
- The Grey River West property, which consists of 40 mineral claims. The property is subject to a 2% NSR, of which 1% can be purchased back for \$1.5 million.
- The Moly Brook North which consists of 18 claims which border on the northern side of the Moly Brook Property, and borders the Grey River West property. The property will be subject to a 2% NSR of which 1% can be purchased by the Company for \$1.5 million. The Company also owned 100% of 51 mineral claims north of the Moly Brook North property.

Acquisition of American Consolidated Minerals Corp.

On November 20, 2014, the Company announced the approval of the proposed acquisition of American Consolidated Minerals Corp ("AJC") pursuant to a plan of arrangement (the "Transaction") by the AJC shareholders.

The Transaction was completed on December 1, 2014 upon the satisfaction of all of the conditions set out in the arrangement agreement entered into by AJC and the Company on October 1, 2014, including approval by the Supreme Court of British Columbia.

Pursuant to the acquisition of AJC, the Company has acquired the right to 3 properties as follows:

³ Technical information in this report relating to the Ajax Project is based on the NI 43-101 Resource Estimate Press Release entitled "Tenajon Announces 75% Increase in Indicated Molybdenum Resources at Ajax Project", dated May 15, 2008 and the technical report entitled "Update of Resource Estimation, Ajax Property, Alice Arm, British Columbia", dated April 18, 2007, both of which are filed under the Tenajon Resources Corp. issuer profile on SEDAR.

⁴ Technical information in this report relating to the Moly Brook property is based on the technical report entitled "Technical Report, Moly Brook Property, Grey River Area, Newfoundland, Canada", dated June 15, 2009, filed under the Tenajon Resources Corp. issuer profile on SEDAR.

Sierra Rosario, Sinaloa, Mexico

Pursuant to the acquisition of AJC, the Company acquired a 50% interest in two claims over the 500-hectare Sierra Rosario Property, located in the state of Sinaloa, Mexico.

During the year ended July 31, 2015, the Company acquired the remaining 50% interest from the optionor for \$25 and a 1% NSR over the entire property.

Toiyabe, Nevada, USA

Pursuant to the acquisition of AJC, the Company has the right to acquire a 100% undivided interest, subject to a 3% NSR, in 165 mining claims located in Lander County, Nevada, United States of America (“Toiyabe”) from MinQuest.

Consideration to be paid for the interest is US\$900 and the Company must incur total exploration expenditures of US\$1,025 (US\$1,025 incurred) on the property, by the fifth anniversary of the “New Effective Date” as agreed by MinQuest. The New Effective Date shall be the earlier of October 15, 2018 or the date the Company enters into a joint venture agreement over Toiyabe or the date that the Company completes a bankable feasibility study on the property.

The optionor has also granted the Company the right to purchase up to one-half of the NSR (or 1.5%) on the basis of US\$2 million per each 1% of the royalty.

Lone Ranch, Washington, USA

Pursuant to the acquisition of AJC, the Company has acquired the right to a 100% undivided interest, subject to a 3% NSR in 73 mining claims located in Ferry County, Washington State, United States of America (“Lone Ranch”) from MinQuest Inc. (“MinQuest”).

Consideration to be paid for the interest is US\$410, and the Company must incur total exploration expenditures of US\$1,225 (\$175 incurred) on the property, by the third anniversary of the “New Effective Date” as agreed by MinQuest. The New Effective Date shall be the earlier of October 15, 2018 or the date the Company enters into a joint venture agreement over the property or the date that the Company completes a bankable feasibility study on the property.

The optionor has also granted the Company the right to purchase up to one-half of the NSR (or 1.5%) on the basis of US\$1.5 million per each 1% of the royalty. If the Company does not incur the exploration expenditures as specified, the unpaid portions may be paid to the optionor to maintain the option.

Acquisition of Cortez Gold Corp.

On April 28, 2015, the Company signed of a letter of intent with Cortez Gold Corp. (“Cortez or “CUT”) (TSXV: CUT) (the “LOI”) that would see the Company acquire all of the outstanding securities of CUT in an all-share transaction (the “Transaction”) to be completed pursuant to a court approved Plan of Arrangement under the Business Corporations Act (British Columbia) (the “Arrangement”). Under the terms of the planned acquisition, each CUT shareholder would receive three Starcore common shares (a “Starcore Share”) for every one CUT common share (the “CUT Shares”) held by CUT shareholders (the “Exchange Ratio”). Cortez is a Vancouver-based junior resource company that owns a gold and silver processing plant (“Processing Plant”) in Matehuala, Mexico.

Shareholders of Cortez approved the Arrangement on July 9, 2015 and, in accordance with the Business Corporations Act (British Columbia), the Arrangement was approved by the British Columbia Supreme Court on August 5, 2015. Pursuant to the Arrangement, the former Cortez shareholders received 28,667,550 pre-consolidation common shares of Starcore, representing 15.87%, of the 180,614,397 outstanding common shares of Starcore after completion of the Arrangement and prior to the consolidation. In addition, each holder of the outstanding common share purchase warrants of CUT (the “CUT Warrants”) may receive such number of replacement warrants of Starcore (the “Starcore Warrants”) based upon the Exchange Ratio and at the exercise price adjusted based upon the Exchange Ratio.

Altiplano Goldsilver Processing Plant, Matehuala, Mexico

Altiplano has title to 20 hectares of land in Matehuala, S.L.P., Mexico, and to the buildings and equipment located thereon (the "Processing Plant").

The construction of the Processing Plant was completed in 2015 and Altiplano is ready to accept concentrates for processing

Located within a historic mining district in an area that is home to numerous medium-sized mining operations, the Altiplano Plant is designed to employ a cleaner and more economical treatment production process that will enable the facility to offer lower processing rates than those currently available to concentrate producers in the area

4.3 Results of Operations

The Company recorded earnings for the period ended October 31, 2015 of \$562 compared with \$870 for the comparative period ended October 31, 2014. The details of the Company's operating results and related revenues and expenses are as follows:

For the period ended October 31,	2015	2014	Variance
Revenues			
Mined ore	\$ 7,704	\$ 7,337	\$ 367
Purchased concentrate	-	332	(332)
Total Revenue	7,704	7,669	35
Cost of Sales			
Mined ore	(4,817)	(5,231)	414
Purchased concentrate	-	(306)	306
Depreciation and depletion	(1,751)	(1,681)	(70)
Total Cost of Sales	(6,568)	(7,218)	650
Earnings from mining operations	1,136	451	685
Financing costs	(103)	(22)	(81)
Foreign exchange gain	25	274	(249)
Professional and consulting fees	(190)	(188)	(2)
Management fees and salaries	(216)	(268)	52
Office and administration	(414)	(290)	(124)
Shareholder relations	(10)	(5)	(5)
Earnings (Loss) before taxes	228	(48)	276
Income tax recovery			
Current	-	439	(439)
Deferred	334	479	(145)
Earnings for the period	562	\$ 870	(308)

Overall, revenue from milled ore increased to \$7.7 million from \$7.3 million in the prior period due mainly to the strengthening US Dollar, which is the functional currency for the mine operations. Cost of sales decreased in the current period due to lower overall mine development costs and costs of labour and supplies, including chemicals and electricity. As a percentage of mined ore revenue, earnings from mining operations increased to 15% of mined ore revenue compared to 5% in the comparative period.

Sales of metals for the period ended October 31, 2015 approximated 4,942 ounces of gold and 25,788 ounces of silver sold at average prices in the period of US\$1,133 and US\$15.19 per ounce, respectively. This is a decrease in sale ounces from the comparative period ended October 31, 2014 where sales of metal approximated 5,297 ounces of gold and 27,780 ounces of silver, sold at higher average prices of US\$1,256 and US\$19 per ounce, respectively. The overall revenue was higher compared to the prior period due to strengthening US dollar.

The total cost of sales above includes non-cash expenses for depreciation and depletion of \$1,751, compared to \$1,681 in the comparable period last period, which is calculated based on the units of production from the mine over the expected mine production as a denominator. This calculation is based solely on the San Martin mine proven and probable reserves and a percentage of inferred resources in accordance with the Company's policy of recognizing the value of expected Resources which will be converted to Proven and Probable Reserves, as assessed by management.

For the period of operations to October 31, 2015, the Company produced earnings from mine operations of \$1,136 compared to \$451 for the period ended October 31, 2014. As discussed above, average gold ore grades of 2.22 g/t and silver ore grades of 21.5 g/t for the period ended October 31, 2015 were higher when compared to the October 31, 2014 period where grades averaged 2.00 g/t and 19.00 g/t, respectively. This, in combination with higher recoveries of 86.6% for gold and 52.9% for silver in the current period compared to 83.9% for gold and 56.2% for silver in the prior comparable period ending October 31, 2014, resulted in higher production.

Costs per ounce for the period ended October 31, 2015 were much lower at an average operating cash cost of US\$787/EqOz. compared to an average operating cash cost of US\$916/EqOz. during the period ended October 31, 2014, resulting in reported mined ore costs which were \$640 lower at \$6,568. Also included in mined ore costs in the current period is depletion of \$1,751 compared to \$1,681 for the period ended October 31, 2014.

Other Items

Changes in other items for the period ended October 31, 2015, resulted in the following significant changes from the period ended October 31, 2014:

- Financing costs during the period increased by \$81 due to the debt that was raised by the Company to finance the Altiplano project;
- Office and administration increased by \$124 to \$414 due higher corporate costs relating to acquisition of Cortez, general regulatory administration and office related costs.
- Foreign exchange gain decreased by \$249 to a gain of \$25 for the period ended October 31, 2015. The gain is due to the weakening of the Mexican peso and Canadian dollar in relation to the US dollar, the functional currency of the mining operations, however, the change in the US dollar was not as radical as in the prior period. Cash balances are mainly held in US dollars.
- Management fees and salaries decreased by \$52 to \$216 due to the timing of bonuses paid to management.

Sustaining Costs

In conjunction with a non-GAAP initiative being undertaken within the gold mining industry, the Company has adopted an "all-in sustaining cash cost" non-GAAP performance measure that the Company believes more fully defines the total costs associated with producing gold; however this performance measure has no standardized meaning. As the measure seeks to reflect the full cost of equivalent gold production from current operations, new project capital is not included in the calculation. Accordingly it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. The Company reports this measure on a sales basis:

<i>(In Canadian Dollars unless indicated)</i> For the period ended October 31,	Sustaining Costs (in 000's)		Sustaining Costs Per Ounce (in \$/oz)	
	2015	2014	2015	2014
Total cost of sales cash costs ¹	\$ 4,817	\$ 5,231	\$ 911	\$ 916
Total corporate and administration cash costs ²	933	774	177	135
Foreign exchange gain	(25)	(274)	(5)	(48)
Reclamation and closure accretion	21	63	4	11
Sustaining capital expenditures and exploration	1,026	1,113	194	195
All-in sustaining cash costs	6,772	6,907	1,281	1,209
Foreign exchange adjustment	(1,627)	(658)	(308)	(115)
All-in sustaining USD cash costs	\$ 5,145	\$ 6,249	\$ 973	\$ 1,094
Total equivalent ounces sold	5,288	5,710		

¹ Excludes non-cash depletion of \$1,751 for the period ended October 31, 2015 (October 31, 2014: \$1,681) and includes non-cash share-based compensation of \$Nil (October 31, 2014: \$9).

² Includes non-cash share-based compensation of \$Nil for the period ended October 31, 2015 (October 31: 2014: \$63).

Cash Flows

Cash flows generated from operating activities were \$2,760 during the period ended October 31, 2015, compared to \$1,399 for the comparative period ended October 31, 2014. Cash flows from operating activities were determined by removing non-cash expenses from the earnings and adjusting for non-cash working capital amounts. Cash used for financing activities resulted in an outflow of \$747 mainly due to the repayment of debt and interest in the period of \$650 and \$97 respectively. Cash used for investing activities resulted in an outflow of \$1,225 due to investment of \$1,143 in mining interest, plant and equipment and \$82 in exploration and evaluation assets. Overall cash increased during the period ended October 31, 2015 by \$788.

Investor Relations Activities

During the period ended October 31, 2015, the Company responded directly to investor inquiries.

Financings, Principal Purposes & Milestones

During the period ended October 31, 2015, the Company did not have any financings.

5. Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	Q1 31-Oct-15	Q4 31-Jul-15	Q3 30-Apr-15	Q2 31-Jan-15
Total Revenue	\$ 7,704	\$ 6,366	\$ 7,227	\$ 7,143
Earnings from mining operations	\$ 1,136	\$ (393)	\$ 374	\$ 213
Earnings/(loss)	\$ 562	\$ (60)	\$ (484)	\$ (116)
Per share – basic	\$ 0.00	\$ (0.00)	\$ (0.00)	\$ (0.01)
Per share – diluted	\$ 0.00	\$ (0.00)	\$ (0.00)	\$ (0.01)
	Q1 31-Oct-14	Q4 31-Jul-14	Q3 30-Apr-14	Q2 31-Jan-14
Total Revenue	\$ 7,669	\$ 7,742	\$ 8,267	\$ 8,378
Earnings from mining operations	\$ 451	\$ 1,126	\$ 1,957	\$ 2,388
Earnings (loss)	\$ 870	\$ (2,170)	\$ 1,239	\$ 1,600
Per share – basic	\$ 0.01	\$ (0.01)	\$ 0.01	\$ 0.01
Per share – diluted	\$ 0.01	\$ (0.01)	\$ 0.01	\$ 0.01

Discussion

The Company reports income of \$562 for the quarter compared to income of \$870 in the comparative quarter ended October 31, 2014. Revenue from mining operations increased in this quarter to \$7,704 from the comparative quarter of \$7,337 as a result of increased ore production. For more detailed discussion on the quarterly production results and financial results for the quarter ended October 31, 2015, please refer to *Sections 4.1 and 4.3 under "Results of Operations"*.

6. Liquidity, Commitments and Related Party Transactions

The Company expects to continue to receive income and cash flows from the mining operations at San Martin (*section 4.1*). Management expects that this will result in sufficient working capital and liquidity for the Company for the next twelve months.

As at October 31, 2015, the Company had the following commitments:

- As at October 31, 2015, the Company has shared lease commitments for office space of approximately \$144 per year, expiring at various dates up to September 2017, which includes minimum lease payments and estimated taxes, but excluded operating costs, taxes and utilities, to expiry.
- As at October 31, 2015, the Company has a land lease agreement commitments with respect to the land at the San Martin mine site, for \$132 per year until December 2017.
- As at October 31, 2015, the Company has management contracts to officers and directors totaling \$840 per year, payable monthly, expiring in January 2017.

Obligations due within twelve months of October 31:	2015	2016-2017	2018 and beyond
Trade and other payables	\$ 3,053	\$ -	\$ -
Rehabilitation and closure cost provision	-	-	1,571

7. Capital Resources

The capital resources of the Company are the mining interests, plant and equipment, with an amortized historical cost of \$54,943 as at October 31, 2015. The Company is committed to further expenditures of capital required to maintain and to further develop the San Martin mine which management believes will be funded directly from the operating cash flows of the mine.

8. Off Balance Sheet Arrangements

The Company has no off balance sheet transactions.

9. Transactions with Related Parties

There were no material reportable related party transactions other than the acquisition of Cortez Gold Corp. discussed in section 4.2.

10. First Quarter

Due to mine operating activity of the San Martin mine discussed throughout this MD&A and as detailed in Section 4.1, the operations and activities are similar to previous quarters which are discussed in *Section 4.3 – Results of Operations*.

11. Proposed Transactions

N/A

12. Critical Accounting Estimates

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in accounting estimate is recognized prospectively by including it in the Company's profit or loss in the period of the change, if it affects that period only, or in the period of the change and future periods, if the change affects both.

Information about critical judgements in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the consolidated financial statements within the current financial period are discussed below:

a) Economic Recoverability and Profitability of Future Economic Benefits of Mining Interests

Management has determined that mining interests, evaluation, development and related costs incurred which have been capitalized are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit including geologic and metallurgic information, history of conversion of mineral deposits to proven and probable reserves, scoping and feasibility studies, accessible facilities, existing permits and life of mine plans.

b) Rehabilitation Provisions

Rehabilitation provisions have been created based on the Company's internal estimates. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from period to period. Actual rehabilitation costs will ultimately depend on

future market prices for the rehabilitation costs, which will reflect the market condition at the time of the rehabilitation costs are actually incurred. The final cost of the currently recognized rehabilitation provision may be higher or lower than currently provided for.

The inflation rate applied to estimated future rehabilitation and closure costs is 3.5% and the discount rate currently applied in the calculation of the net present value of the provision is 8%

c) Impairments

The Company assesses its mining interest, plant and equipment assets annually to determine whether any indication of impairment exists. 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 value in use. These assessments require the use of estimates and assumptions such as long-term commodity prices, discount rates, future capital requirements, exploration potential and operating performance.

d) Income Taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recuperated.

e) Share-Based Payment Transactions

The Company measures the cost of equity-settled transactions with employees, and some with non-employees, by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

f) Mineral Reserves and Mineral Resource Estimates

Mineral reserves are estimates of the amount of ore that can be economically and legally extracted from the Company's mining properties. The Company estimates its mineral reserve and mineral resources based on information compiled by Qualified Persons as defined by Canadian Securities Administrators National Instrument 43-101 Standards for Disclosure of Mineral Projects. Such information includes geological data on the size, depth and shape of the mineral deposit, and requires complex geological judgments to interpret the data. The estimation of recoverable reserves is based upon factors such as estimates of commodity prices, future capital requirements, and production costs along with geological assumptions and judgments made in estimating the size and grade that comprise the mineral reserves. Changes in the mining reserve or mineral resource estimates may impact the carrying value of mineral properties and deferred development costs, property, plant and equipment, provision for site reclamation and closure, recognition of deferred income tax assets and depreciation and amortization charges.

g) Units of production depletion

Estimated recoverable reserves are used in determining the depreciation of mine specific assets. This results in depreciation charges proportional to the depletion of the anticipated remaining life of mine production. Each item's life, which is assessed annually, has regard to both its physical life limitations and to present assessments of economically recoverable reserves of the mine property at which the asset is located. These calculations require the use of estimates and assumption, including the amount of recoverable reserves and estimate of future capital expenditure. Changes are accounted for prospectively.

13. Changes in Accounting Policies

N/A

14. Financial and Other Instruments

All significant financial assets, financial liabilities and equity instruments of the Company are either recognized or disclosed in the audited consolidated financial statements together with other information relevant for making a reasonable assessment of future cash flows, interest rate risk and credit risk. Where practicable the fair values of financial assets and financial liabilities have been determined and disclosed; otherwise only available information pertinent to fair value has been disclosed.

In the normal course of business, the Company's assets, liabilities and forecasted transactions are impacted by various market risks, including currency risks associated with inventory, revenues, cost of sales, capital expenditures, interest earned on cash and the interest rate risk associated with floating rate debt.

Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates. The primary currency the Company exposed to is the United States dollar which is also the functional currency of the San Martin Mine. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. At October 31, 2015 the Company had the following financial assets and liabilities denominated in Canadian dollars (CDN) and denominated in Mexican Pesos:

<u>In '000 of</u>	<u>CDN Dollars</u>	<u>Mexican Pesos (MP)</u>
Cash and cash equivalents	\$ 208	MP 2,510
Other working capital amounts – net	\$ 185	MP 7,725

At October 31, 2015, US dollar amounts were converted at a rate of \$1.308 Canadian dollars to \$1 US dollar and Mexican Pesos were converted at a rate of MP16.531 to \$1 US Dollar.

15. **Other**

15.1 **Disclosure of Outstanding Share Capital as at December 11, 2015**

	Number	Book Value
Common Shares	180,614,397	\$ 48,221

The following is a summary of changes in options from October 31, 2015 to December 11, 2015:

Grant Date mm/dd/yy	Expiry Date mm/dd/yy	Exercise Price	Opening Balance	During the Period			Closing	Closing, Vested and Exercisable
				Granted	Exercised	Cancelled/ Forfeited		
05/06/11	05/06/16	\$0.15	150,000	-	-	-	150,000	150,000
01/16/12	01/16/17	\$0.20	400,000	-	-	-	400,000	400,000
01/27/12	01/27/17	\$0.25	1,940,000	-	-	-	1,940,000	1,940,000
04/13/12	04/13/17	\$0.37	3,250,000	-	-	-	3,250,000	3,250,000
08/22/13	08/22/18	\$0.20	275,000	-	-	-	275,000	275,000
08/22/13	08/22/18	\$0.25	800,000	-	-	-	800,000	800,000
09/06/13	09/06/18	\$0.23	200,000	-	-	-	200,000	200,000
09/12/13	09/12/18	\$0.25	200,000	-	-	-	200,000	200,000
01/15/14	01/15/19	\$0.22	4,170,000	-	-	-	4,170,000	4,170,000
			11,385,000	-	-	-	11,385,000	11,385,000
Weighted Average Exercise Price			\$0.27	-	-	-	\$0.27	\$0.27

At December 11, 2015, there were 557,135 warrants and 15,972,810 special warrants exercisable to purchase one common share for each warrant held at \$0.30 per share until June 16, 2016.

15.2 **Disclosure Controls and Procedures**

The Company's management, with the participation of its Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures. Based upon the results of that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by the Company in reports it files is recorded, processed, summarized and reported, within the appropriate time periods and forms.

Internal Controls Over Financial Reporting

The Company's management, with the participation of its Chief Executive Officer and Chief Financial Officer, are responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision of the Chief Financial Officer, the Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS. The Company's controls include policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with IFRS; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the annual consolidated financial statements or interim financial statements.

There has been no change in the Company's internal control over financial reporting during the Company's period ended October 31, 2015 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Limitations of Controls and Procedures

The Company's management, including the Chief Executive Officer and Chief Financial Officer, believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.