



MANAGEMENT'S DISCUSSION AND ANALYSIS

For the years ended June 30, 2016 and 2015

INTRODUCTION

The following is management's discussion and analysis of the financial condition and the results of operations of Tri Origin Exploration Ltd. (the "Company" or "TOE") for the year ended June 30, 2016, and should be read in conjunction with the Company's audited annual financial statements for the year ended June 30, 2016 including the accompanying notes thereto, as well as the Company's audited annual financial statements for the year ended June 30, 2015 and related MD&A. The Company's annual audited financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Additional information relating to the Company, including press releases, have been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") and is available online at www.sedar.com. The date of this management's discussion and analysis is October 12, 2016. Unless otherwise indicated all amounts discussed herein are denominated in Canadian dollars.

The Company's common shares are listed on the TSX Venture Exchange under the trading symbol "TOE".

HIGHLIGHTS

During the year ended June 30, 2016 your Company was able to capitalize on previous programs of new property acquisition and advancing its properties to the drilling stage. This was done during a period which remained largely in a state of depressed market conditions. During the latter part of fiscal 2016 corporate and exploration activities both increased notably. It is Management's objective to ensure that this uptrend continues during fiscal 2017. The Company now has significant exploration programs planned at its key projects. During the year ended June 30, 2016 the main activities included;

- Final results were received from an airborne geophysical survey completed at the South Abitibi property in the Temagami-Cobalt region of the Abitibi Greenstone Belt of Ontario on behalf of the gold and base metal alliance between Sumac Mines Ltd (a subsidiary of Sumitomo Metal Mining Co, Ltd.) and Tri Origin.
- Results from the airborne survey were used to select a portion of the regional South Abitibi property holding as "Target Area 1".
- A budget of \$955,000 fully-funded by Sumitomo for the 2016 calendar year was approved for ground follow-up surveying and drilling at Target Area 1.
- Field work consisting of geological investigations and ground geophysical surveying was conducted at Target Area 1 to further delineate drill targets for a drill program proposed for the fall of 2016
- A field program was completed at the beginning of fiscal 2016 at the Sky Lake property in northwest Ontario. Positive results were received and detailed follow-up work is planned for 2017.
- Subsequent to year end, an airborne geophysical survey was commissioned for the Detour West gold project located west of the Detour Lake Gold Mine in northeast Ontario.

TRI ORIGIN EXPLORATION LTD.

- Exploration programs at Detour West and Sky Lake were accepted by the Junior Exploration Assistance Program for funding grants whereby up to 33% of eligible exploration expense incurred by the Company would be reimbursed following completion of the programs.
- In the last quarter of fiscal 2016, the Company successfully completed a private placement for \$265,000 and a flow-through private placement for \$144,000.
- Work was conducted without incurring employee safety or environmental incidents. Proactive consultation with communities in the vicinity of the Company's projects continued.

Cautionary Note Regarding Forward-Looking Information

Certain information included in this management's discussion and analysis may constitute forward-looking information within the meaning of securities laws. Forward-looking information may relate to management's future outlook and anticipated events or results, and may include statements or information regarding the future plans or prospects of the Company. Without limitation, statements about the Company's planned activities related to exploration activities in Canada constitute forward-looking information.

Forward-looking information is based on certain factors and assumptions regarding, among other things, the estimation of mineral reserves and resources, the realization of mineral reserve and resource estimates, metal prices, the timing and amount of future exploration expenditures, the estimation of initial and sustaining capital requirements, the estimation of labour and operating costs, the availability of necessary financing and materials, including financing to conduct any drilling programs and the other activities necessary to continue to explore and develop the Company's properties in the short and long term, the receipt of necessary regulatory approvals, and assumptions with respect to environmental risks, title disputes or claims, weather conditions, climate change and other similar matters. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Without limitation, in estimating expenditures the Company has assumed, among other things, that metal prices will not change materially from the prices used in its current financial forecasts, that it will obtain in a timely fashion all of the financing, regulatory approvals and other authorizations required to enable the continued exploration of its properties, and that such activities will proceed in the ordinary course without undue disruption. See "Risk Factors and Uncertainties".

This MD&A has been prepared in accordance with the provisions of National Instrument 51-102, Section 5 and Form 51-102F1 and has been approved by the Company's Board of Directors.

OVERVIEW

The Company, formed in 1989 pursuant to Articles of Incorporation under the Business Corporations Act (Ontario), is a public mineral exploration company managed by personnel with extensive education, training and experience in the identification and exploration of mineral prospects. The Company also has a strong background in securing the necessary funding to advance properties of merit.

The Company's principal objectives are to explore and, if warranted, develop its existing precious and base metal properties in Ontario. Its secondary objective is to locate, evaluate and acquire other properties and to finance their exploration and development by either issuing additional equity or through joint ventures or option agreements with other mining firms. See "Exploration Properties in Canada".

The Company also has an investment in Heron Resources Ltd ("Heron" or "HER"). At June 30, 2016 the Company held 5,934,240 (June 30, 2015 - 9,174,740) shares of Heron. The investment in Heron is accounted for by the Company at market value based on the closing share price of Heron on the TSX. The market value of the Company's investment in HER at June 30, 2016 is \$801,122. Refer to note 6 to the financial statements for the period ended June 30, 2016 for additional information.

TRI ORIGIN EXPLORATION LTD.

SELECTED QUARTERLY FINANCIAL INFORMATION

Set forth below is certain selected financial information in respect of the eight most recently completed quarters of the Company. This unaudited data is derived from the Company's financial statements, which are prepared in accordance with IFRS.

Quarter Ended:	Working Capital ⁽¹⁾	Total Assets	Shareholders' Equity	Common shares outstanding	Net Income (Loss)	Net Income (Loss) per Common Share
	\$	\$	\$		\$	\$
30-June-16	290,363	6,155,181	5,139,208	90,652,306	247,627	0.00
31-Mar-16	(331,250)	5,531,158	4,492,663	82,952,306	(70,251)	0.00
31-Dec-15	(201,160)	5,660,947	4,562,914	82,952,306	(62,103)	0.00
30-Sept-15	(95,133)	6,267,239	4,634,017	83,392,306	(96,690)	0.00
30-June-15	31,571	5,822,938	4,738,182	83,876,306	(633,236)	(0.01)
31-Mar-15	718,999	6,330,222	5,382,717	89,403,306	(279,727)	0.00
31-Dec-14	1,109,474	6,432,696	5,678,234	89,403,306	(169,176)	0.00
30-Sept-14	1,342,744	6,629,666	5,855,393	89,403,306	456,708	0.01

⁽¹⁾ See Liquidity and Capital Resources for a further discussion of working capital.

Fourth Quarter

During the fourth quarter of 2016 the Company spent \$52,104 on its exploration projects. This does not include amounts expended under the Alliance with Sumac Mines Ltd. The work conducted by Tri Origin consisted primarily of evaluation of assay results and drill core review at Sky Lake and North Abitibi as well as geological, geochemical and geophysical data compilation at the Company's Detour West, Sky Lake and North Abitibi projects. A significant amount of field work was conducted at the fully-funded South Abitibi project as part of the gold and base metal alliance with Sumac Mines Ltd. This amount was capitalized to Exploration and Evaluation assets on the Statements of Financial Position. General office and administration expenses remained approximately the same as during the prior quarters. The Company completed two equity financings in the quarter (see Liquidity and Capital Resources). A total of 550,000 stock options were issued during the quarter.

SELECTED ANNUAL INFORMATION

The following table provides selected financial information for the years ended June 30, 2016, 2015 and 2014.

	2016	2015	2014
	\$	\$	\$
Net income (loss)	18,583	(625,431)	(542,604)
Basic income (loss) per share	(0.00)	(0.01)	(0.01)
Diluted income (loss) per share	(0.00)	(0.01)	(0.01)
Total assets	6,155,181	5,822,938	5,806,554
Total long-term financial liabilities	-	-	-

TRI ORIGIN EXPLORATION LTD.

RESULTS OF OPERATIONS FOR THE YEAR ENDED JUNE 30, 2016

The review of results of operations should be read in conjunction with the audited annual financial statements of the Company for the year ended June 30, 2016.

The Company is in the exploration stage of development and, as such, it had no revenues from operations. Exploration expenditures on mineral properties are deferred on the Balance Sheet as long as the property of interest is maintained and the project prospects are not deemed to be impaired. Corporate and administrative expenses are charged to the Statement of Income (Loss) and Comprehensive Income (Loss) and Deficit as incurred. Revenues consist only of short-term investment income from interest on invested funds and payments to the Company under exploration agreements.

The Company reported general and administrative costs for the year ended June 30, 2016 of \$299,411 (2015- \$405,315). During the year ended June 30, 2016, the Company earned an administrative fee of \$97,332 as a reimbursement of certain general and administrative costs under an exploration agreement entered into with Sumac Mines Ltd. which helped to offset the Company's administrative costs. The Company continues to make an effort to keep administrative costs as low as possible while still maintaining an active exploration presence at its key properties. An unrealized gain on the investment of shares held in HER was recognized for the year ended June 30, 2016 of \$296,712 (year ended June 30, 2015 - loss of \$182,118). A realized gain on the sale of a portion of the investment of shares held in HER was recognized in the year ended June 30, 2016 of \$62,733 (year ended June 30, 2015 - \$37,089).

Finance costs increased to \$112,322 for the year ended June 30, 2016 compared to \$42,780 last year. The increase is the result of the notes and secured loan being in place for the entire year of 2016 and a year-end accrual to cover a bonus interest payment to the secured loan as a result of revisions to the terms of the loan agreement.

For the year ended June 30, 2016, the Company reported net income of \$18,583 compared to a net loss of \$625,431 in the same period last year. The 2016 and 2015 fiscal periods were significantly affected by an unrealized gain and loss, respectively, from the change in market value of HER shares held by the Company. Refer to note 6 to the financial statements for the year ended June 30, 2016.

The market value of the Company's HER holding was \$801,122 at June 30, 2016 based on the June 30, 2016 closing share price on the Toronto Stock Exchange of \$0.135 (June 30, 2015- \$779,853).

Retained earnings are in a deficit position. The Company has not paid any cash dividends since inception except for a return of capital through the issuance of shares in TriAusMin Ltd, its former subsidiary, to the Company's shareholders on February 3, 2010.

EXPLORATION AND EVALUATION EXPENDITURES

The Company capitalizes exploration expenditures and property acquisition costs as incurred. Properties are reviewed for impairment on an annual basis. Exploration expenditures incurred during the year ended June 30, 2016 are summarized below and disclosed in the notes to the June 30, 2016 financial statements.

Exploration and evaluation expenditures (prior to any write-downs, deductions for option payments received and excluding any exploration expenditures funded by third parties) during the year ended June 30, 2016 were \$170,854 compared to prior year expenditures for the year ended June 30, 2015 of \$325,688. Expenditures for the current period do not include exploration funding provided by Sumac to conduct exploration at the newly acquired South Abitibi project which is jointly held as to a 50% interest by Tri Origin and 50% interest by Sumac. Since inception of the project in May, 2015 to date, Sumac funding has totalled \$936,853.

TRI ORIGIN EXPLORATION LTD.

Exploration Properties

The Company holds interest in the Red Lake Extension (RLX), North Abitibi, Sky Lake and Detour West properties and has recently acquired interest in the South Abitibi property in Ontario through the Sumac Alliance. A brief summary of the Company's projects follows.

South Abitibi (Sumac Alliance)

During the latter part of fiscal 2015 an Alliance was formed between Tri Origin and Sumac Mines Ltd (a subsidiary of Sumitomo Metal Mining Co, Ltd.) referred to as the South Abitibi project to acquire and explore properties in the southern part of the Abitibi Greenstone Belt of Ontario. Exploration activities conducted by the Alliance are focused on high-grade and high-value gold and gold-rich, poly-metallic sulphide deposits. Tri Origin is the operator and the Alliance agreement calls for Sumac to provide funding for property acquisition and exploration of up to a maximum of \$4.5 million. As the project advances, individual property specific joint ventures may be entered into to advance successful projects.

The properties cover target areas identified by Tri Origin which are interpreted to host a prospective sequence of Archean-age volcanic rocks which represent the virtually unexplored and, to date, largely unrecognized extension of the southern margin of the Abitibi Greenstone Belt. These rocks are covered by a sequence of younger, Proterozoic-age sedimentary rocks which precluded historic prospecting along this portion of the Abitibi and limited the effectiveness of earlier geophysical equipment which had minimal depth penetration ability. Furthermore, much of this terrain was excluded from exploration during the time period between 1970 and 2000 due to land cautions and exploration moratoriums. This represents a unique exploration opportunity for Tri Origin where a large area of highly prospective rocks of the Abitibi Greenstone Belt will now be explored through a funded venture.

Since inception, a large property position of 1900 claim units comprising 146 claims has been acquired by staking in the Temagami-Cobalt region of the Abitibi Greenstone Belt. The claims are held as to a 50% Tri Origin and 50% Sumac interest. A "VTEM" airborne geophysical survey has been conducted over the entire property and an initial area has been selected for ground follow-up surveying ("Target Area 1"). A field program of ground induced polarization surveying and geological investigations was conducted during the latter part of fiscal 2016. A follow-up program of diamond drilling has been planned and is anticipated to commence during the coming quarter.

Expenditures by TOE during the year ended June 30, 2016 were \$1,582. From inception of the project in May, 2015 until the year ended June 30, 2016 an additional \$936,853 of direct exploration funding was provided by Sumac which has not been included in the Company's accounts.

Detour West

Detour West is a gold exploration project located 180 kilometres north of Timmins, Ontario and 20 kilometres west of the Detour Lake Gold Mine. The property consists of 30 staked mining claims comprising 480 claim units covering an area of approximately 77 square kilometres owned 100% by Tri Origin. The claims tie directly onto mining claims held by Detour Gold Corporation the operator of the nearby Detour Lake Mine which has a 15.5 million ounce gold reserve making it one of the largest gold reserves in Canada.

The property is entirely overburden covered but is interpreted by Tri Origin to be underlain by the westward extension of the rock units and Sunday Lake, Massicotte and Lower Detour deformation zones which host the Detour Lake Mine, Lower Detour discovery and many other important gold occurrences being discovered to the east of Detour Lake for over 50 kilometres into Quebec. At Detour West, these rocks have not previously been explored for gold and management believes that the property represents an exciting, new exploration opportunity for the Company.

Subsequent to yearend an airborne geophysical survey was commissioned to collect magnetic and electromagnetic data over the entire property. Upon receipt of the airborne data Tri Origin will complete plans to commence ground follow-up exploration at the property. Expenditures at Detour West during the year ended June 30, 2016 totalled \$23,058 (for the year ended June 30, 2015 - \$62,700). Total spending from inception to June 30, 2016 by the Company was \$85,758.

TRI ORIGIN EXPLORATION LTD.

Red Lake Extension (RLX)

RLX is a gold exploration project located 15 kilometres southeast of the town of Red Lake in northwestern Ontario. The Company has 100% ownership of 62 adjoining mining claims consisting of 859 claim units totalling an area of 141 square kilometres in the Red Lake Greenstone Belt. The RLX claims are contiguous with Goldcorp Inc's Red Lake Mine property and are within the "Mine Trend" structural corridor which hosts the Red Lake and other important gold mines of the District which have produced over 20 million ounces of gold.

During the recently completed year, the Company has focused on identifying and approaching potential senior partners to secure funding for continued exploration at the RLX property. Tri Origin continues to analyse geological data to refine target areas for the next phase of exploration.

Expenditures at RLX during the year ended June 30, 2016 were \$22,579 (year ended June 30, 2015 - \$21,374). The Company has spent a total of \$3,044,132 at RLX from inception to June 30, 2016. This does not include an amount of \$823,340 which was provided by Osisko Mining Corporation during an earn-in option which was in effect from February, 2012 to October, 2013.

Sky Lake

Sky Lake is a gold exploration project covering an area of 41.4 square kilometres located 35 kilometres southwest of Pickle Lake in northwestern Ontario. It is comprised of 11 100% owned mining claims totaling 169 claim units covering an area of 27 square kilometers. An 80% interest in 8 other contiguous mining claims covering an area of 14.4 square kilometres was vested through completion of an earn-in option during fiscal 2015. This interest increased to 84.34% due to work completed by the Company during the period ended June 30, 2016. An earn-in option agreement to acquire an initial 51% interest by February 2016 in two other claims covering an area of approximately 5 square kilometres was terminated during the first quarter of the fiscal year.

The property is midway between the past-producing Pickle Lake Gold District and the past-producing Golden Patricia gold mine. It hosts a number of underexplored gold occurrences and is along trend from small but significant gold deposits partially delineated during the 1950's. The gold-hosting geological environment at Sky Lake is recognized by management to resemble that at the Bousquet-LaRonde District- Quebec's most important gold-producing area.

During the period ended June 30, 2016, the Company continued to compile and review data collected during a program of geological mapping, soil geochemical sampling and induced polarization geophysical surveying conducted during the latter part of fiscal 2015 and early fiscal 2016. This work was successful in outlining new drill targets along strike from known gold occurrences. Additional geological and geophysical surveying has been planned for 2017 and the Company anticipates that this work will be followed by diamond drilling.

During the year ended June 30, 2016, the Company spent \$46,200 to conduct exploration on the property (for the year ended June 30, 2015 - \$99,489). Total spending from inception to June 30, 2016 was \$1,388,890.

North Abitibi

North Abitibi is a gold exploration project located 150 kilometres north of Kirkland Lake, Ontario, in the Abitibi Greenstone Belt. The property consists of 16 claims covering an area of 28.5 square kilometres subject to an agreement with Vista Gold Corp. ("Vista") which transferred 100% of its interest in the claims to Tri Origin during 2010. The agreement calls for return of the claims to Vista if an expenditure commitment of \$1,000,000 is not met by Tri Origin by 2015. Upon completion of the \$1,000,000 expenditure and after the Company has spent \$2,000,000, Vista Gold has the option to earn back a majority interest in the property.

During the final quarter of fiscal 2014, Tri Origin negotiated an extension to the term of the Vista agreement from January 2015 to June 2017. As part of the extension, Vista was issued 1,000,000 warrants for the purchase of common shares of Tri Origin which expired unexercised during the 2016 fiscal year.

TRI ORIGIN EXPLORATION LTD.

The North Abitibi property is within the Abitibi greenstone belt approximately 40 kilometres west and along-trend of the Casa Berardi Gold Mine now operated by Hecla Mining Corp. Gold mineralization has been discovered throughout the property at a number of occurrences including the Spade Lake and Road Gold Zones which have been the focus of a significant amount of drilling. Tri Origin has exposed a small portion of the Road Gold Zone by excavating and intends to continue to evaluate both gold zones through continued excavating and diamond drilling in the future. Only limited field work was conducted during fiscal 2016 however results were encouraging and a field program is planned to commence during the fall of 2016.

During the year ended June 30, 2016, the Company spent \$50,974 on exploration expenditures on the property (for the year ended June 30, 2015 – \$59,818, excluding the value of warrants issued for the extension agreement). Total spending from inception to June 30, 2016 was \$325,082.

Project Generation

The Company continues to assess new areas for exploration. It is an objective of the Company to increase its portfolio of properties during the coming year. During the year ended June 30, 2016, the Company spent \$26,461 on project generation activities including review and assessment of reports and preliminary analytical work (for the year ended June 30, 2015- \$82,307) all of which was expensed at year end.

Project Expenditures

	Red Lake Extension	North Abitibi	Sky Lake	Detour West	South Abitibi	Project Generation	Total
	\$	\$	\$	\$	\$	\$	\$
Balance, June 30, 2014	3,000,179	214,290	1,243,201	-	-	-	4,457,670
Acquisition Costs, including staking	-	-	-	48,741	-	-	48,741
Geological, geophysical and Geochemical	8,384	41,110	71,135	-	-	-	120,629
Field supplies, travel and logistics	2,056	6,892	14,517	-	-	-	23,465
Management and other	10,934	11,816	13,837	13,959	-	82,307	132,853
Property fee	-	-	-	-	-	(50,000)	(50,000)
Sub-total	3,021,553	274,108	1,342,690	62,700	-	32,307	4,733,358
Amounts expensed in year	-	-	-	-	-	(32,207)	(32,207)
Balance, June 30, 2015	3,021,553	274,108	1,342,690	62,700	-	-	4,701,051
Acquisition Costs, including staking	3,633	1,435	4,117	451	-	-	9,636
Drilling and analytical	-	4,326	-	-	-	-	4,326
Geological, geophysical and Geochemical	9,243	29,414	15,082	2,755	-	-	56,494
Management and other	9,703	15,799	27,001	19,852	1,582	26,461	100,398
Amounts expensed in year	-	-	-	-	-	(26,461)	(26,461)
Balance, June 30, 2016	3,044,132	325,082	1,388,890	85,758	1,582	-	4,845,444

TRI ORIGIN EXPLORATION LTD.

Community Consultation

Tri Origin is committed to the preservation of the environment in which it works and respecting the needs and land uses of members of nearby communities and other stakeholders in the vicinity of its projects. Tri Origin maintains open communication with indigenous peoples in the vicinity of its projects to understand and respect the impact the Company's work programs may have on the local environment and their communities. Community consultation is an ongoing process and may or may not lead to the necessity for agreements between Tri Origin, other stakeholders and local communities regarding the provision of assistance and services to local communities and environmental compensation. This process may affect the timing of upcoming exploration and drilling programs planned by the Company.

Under the Ontario Mining Act it is now required that exploration companies submit their proposed upcoming exploration programs for each project area to the Ontario government. These submissions include the nature of the work to be conducted and time schedules in the form of Exploration Plan and Exploration Permit applications. These Plan and Permit applications are then circulated to native communities in the region of the project to solicit their concerns regarding the proposed programs. If no specific concerns are received or if concerns are adequately addressed by the Company then an Exploration Plan or Exploration Permit (depending on the level of activity) will be issued to the Company by the government allowing its exploration program to proceed. Exploration plan and permit applications have been made to the government regarding upcoming programs contemplated by the Company at each of its projects. As of the date of this report approval has been received for Exploration Plans and Permits at all of the Company's projects.

LIQUIDITY AND CAPITAL RESOURCES

Cash and Financial Condition

The cash position of the Company at June 30, 2016 was \$500,801 (June 30, 2015 - \$317,503) in addition to the Company's equity holding of marketable securities consisting of 5,934,240 shares of Heron Resources Ltd valued at \$801,122 on June 30, 2016 (at June 30, 2015 the Company's investment in Heron had a market value of \$779,853). Depending on corporate objectives in the future the Company may utilize a portion of this investment to fund its operations. Other than cash in long term investments, cash not on account at a bank is invested in bank-guaranteed, short-term maturity instruments.

The Company's total assets at June 30, 2016 increased to \$6,155,181 from \$5,822,938 at June 30, 2015. The Company's current liabilities as of June 30, 2016 were \$1,015,973 as compared to \$1,084,756 at June 30, 2015.

On May 18, 2016, the Company completed a private placement for total gross proceeds of \$144,000 and issued 2,400,000 flow-through units at a price of \$0.06 per unit. Each unit consisted of one common share, issued on a flow-through basis, and one-half of a common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.10 for a period of 18 months from the date of issuance.

On April 7, 2016 the Company completed non-brokered private placement whereby the Company issued 5,300,000 units ("Units") at a price of \$0.05 per unit for gross proceeds of \$265,000. Each unit consisted of one common share of the Company and one common share purchase warrant ("Warrant"). Each Warrant will entitle the holder to acquire one additional common share of the Company at a price of \$0.07 for a period of 18 months from date of issuance.

Effective November 1, 2015, the Company had issued a short-term convertible note for \$300,000 to replace a convertible debenture for \$100,000 and promissory notes totalling \$200,000 both of which were issued in 2014 and have recently expired. The short-term convertible note may be repaid in cash or by conversion into common shares of the Company at a value of five cents per common share or by a combination of cash and common shares. Any common shares issued as a result of repayment of the note will be subject to a hold period of four months and one day from the date of issuance. The note is unsecured with interest at a rate of 8 per cent per annum payable monthly beginning on November 30, 2015, with a maturity date of October 31, 2016. Dr. Robert I. Valliant, who is director, president and chief

TRI ORIGIN EXPLORATION LTD.

executive officer of the company, has acquired the full \$300,000 of principal amount of the note through Underrock Inc., a private corporation controlled by Dr. Valliant.

On September 9, 2014, the Company announced the completion of a convertible secured debenture with a principal amount of \$400,000 with an arm's-length individual investor. The debenture initially matured on February 28, 2015, and was extended to December 31, 2015 and bears interest at a rate of 8.0 per cent per annum, payable at maturity or on conversion. On December 16, 2015, this debenture was replaced with a new debenture in the amount of \$400,000 with the same arm's-length investor. The new debenture matures on December 31, 2016 and bears interest at a rate of 8.0 per cent per annum, payable at maturity. Tri Origin's obligations under the new debenture are secured by 5,000,000 Heron shares, which it holds as an investment and will be held in escrow until released in accordance with the terms of the debenture.

Subsequent to year end the Company repaid the principal portion of the secured loan in the amount of \$300,000. Included with the payment was the payment of accrued interest and bonus interest payment calculated with this principal repayment

Capital

The authorized capital of the Company consists of an unlimited number of common shares without par value.

As at June 30, 2016 the Company's capital stock position consisted of:

	June 30, 2016
Shares outstanding	90,652,306
Stock options outstanding	5,550,000
Warrants Outstanding	6,500,000

For a description of the outstanding warrants and options that are available to purchase common shares of the Company, please refer to notes 13 and 14 of the audited annual financial statements for the year ended June 30, 2016.

Regulatory approval for a Normal Course Issuer Bid ("NCIB") was received by the Company on December 10, 2014. The NCIB allowed the Company to repurchase for cancellation up to 7,768,179 of its outstanding common shares through the facilities of the TSX-V during the period December 15, 2014 to December 14, 2015. For the period ended June 30, 2015 the Company repurchased 5,527,000 shares at an average cost of \$0.012 per share for a total gross value of \$66,273. Of the \$66,273 cash used to repurchase the shares, \$1,379,926 was attributable to a reduction in capital and remainder was an adjustment to retained earnings of \$1,313,653. For the year ended June 30, 2016 the Company repurchased 924,000 shares at an average cost of \$0.018 per share for a total gross value of \$16,475. Of the \$16,475 cash used to repurchase the shares, \$231,695 was attributable to the reduction in capital and remainder was an adjustment to retained earnings of \$215,220. All of the shares purchased under the NCIB were cancelled as of June 30, 2016. The NCIB expired on December 14, 2016.

COMMITMENTS

The Company is required to undertake a certain level of expenditures to keep exploration properties in good standing in the normal course of business. All claims are in good standing as of June 30, 2016.

Pursuant to the terms of the flow-through share agreements, the Corporation is in the process of complying with its flow-through contractual obligations with subscribers with respect to the Income Tax Act (Canada) requirements for flow-through shares. As at June 30, 2016, the Corporation is committed to incurring approximately \$144,000 in Canadian exploration expenditures by December 31, 2016 arising from the flow-through offering.

TRI ORIGIN EXPLORATION LTD.

RELATED PARTY TRANSACTIONS

Refer to note 21 of the audited annual financial statements for the year ended June 30, 2016.

OFF BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements as at June 30, 2016 and June 30, 2015.

TRENDS AND OUTLOOK

The Company holds four important gold exploration properties in northern Ontario – Red Lake Extension, Detour West, Sky Lake and North Abitibi. All of these properties excepting Detour West have seen significant amounts of previous exploration and this work returned encouraging results which indicate that additional work is warranted. In addition the Company has acquired a large land position in the Temagami-Cobalt region of the Abitibi Greenstone Belt through the 50% Tri Origin/50% Sumac alliance. The Company intends to continue its work programs on this exploration portfolio during fiscal 2017. The level of exploration activity during the upcoming fiscal year will depend on the overall health of resource markets and the Company's ability to raise capital or form partnerships to fund its programs. Exploration expenditure during the period ended June 30, 2016 was on an increasing trend from earlier periods a trend which management will work toward strengthening throughout the coming year.

At the South Abitibi project a program of diamond drilling is being finalized and is anticipated to commence during the fall. The work at South Abitibi will be fully-funded by Sumac Mines Ltd. The Company is currently waiting for final results from an airborne geophysical survey flown at the Detour West project. Weather permitting, a limited program of follow-up field work is planned for Detour West during the fall to provide guidelines for a larger scale program to be completed later in fiscal 2017. The final phases of planning are in place for field work at North Abitibi which will include additional excavating to expose the Road Gold Zone at surface and to conduct detailed sampling of this gold occurrence. Field programs have also been planned for spring of 2017 at the Sky Lake project.

The Company will continue to search for a well-capitalized mining firm to fund activities at its RLX property.

During 2016 the Company completed a private placement financing of \$265,000 and a flow-through private placement of \$144,000. In addition, the value of the investment in Heron Resources was \$801,122. These funds will be used, in part, to conduct the planned programs at key projects. Over the past 6 months market conditions have noticeably improved and management believes that additional capital will be available to the Company during fiscal 2017 to advance its projects. Management intends to continue to use its best efforts to increase the level of exploration activity during the coming year.

The Company will also continue to evaluate and pursue other exploration opportunities as they arise. Promising areas have been identified from research and data compilations at a number of areas throughout the Canadian Shield in Ontario and evaluations of these areas will proceed during 2017 to determine if their acquisition is warranted. It is an objective of the Company to set up new projects and exploration ventures during fiscal 2017 and to create alliances with senior mining partners to advance these ventures.

The asset value of the Company's holding in HER is determined by progress made by HER on its exploration and development projects and by general market and economic conditions. Due to the recent completion of the merger between TriAusMin and Heron, funds have been made available to advance the Woodlawn Underground Project and consequently increase the value of this investment. This investment will be monitored on a regular basis and may be utilized in whole or in part to advance the Company's projects in the Canadian Shield.

TRI ORIGIN EXPLORATION LTD.

RISK FACTORS AND UNCERTAINTIES

Business Risk

The Company is in the business of acquiring, exploring and developing mineral properties and is exposed to a number of risks and uncertainties that are common to other exploration companies in the same business. The industry is capital intensive at all stages and must rely on equity financing to fund exploration and development activities.

The Company's major mineral properties are the Red Lake Extension, the Detour West, the Sky Lake, the North Abitibi and South Abitibi properties (the "Properties"). Unless the Company acquires or develops additional material properties, the Company will be mainly dependent upon its existing Properties. If the Company acquires no additional major mineral properties, any adverse development affecting the Company's Properties would have a material adverse effect on the Company's financial condition and results of operations.

The ability of the Company to realize and profit from a property development is dependent upon its ability to define and delineate an ore body, to finance development costs, adhere to government and environmental regulations, and/or be able to realize the costs incurred on disposition of a property.

The future prospects of the Company are subject to a variety of risks that may cause actual results to differ materially from projected outcomes. Factors that could cause such differences include: world gold markets, foreign exchange markets, equity markets, access to sufficient working capital, the ability to attract mining partners, the loss of or inability to hire key personnel, as well as government, local communities and native consultation and environmental restrictions. Most of these factors are beyond the control of the Company which consequently cannot guarantee future results, levels of activity or ensure that a mineral discovery can be developed into a profitable mining operation. In addition, prices for the commodities contained in the Company's mineral resources at its exploration properties have fluctuated significantly over the last few years and may continue to do so. Such volatility may affect the timing and magnitude of funds which the Company may seek to raise to support further exploration and development.

Verification of Title

The Company has taken steps to verify the title to its mineral properties, in accordance with industry standards for the current stage of exploration of such properties but these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

The Company's properties are located in northern Ontario and indigenous peoples and native bands in the province have determined that all lands in northern Ontario fall within their territorial lands. In some cases, to achieve harmonious working relationships and guarantee access to properties, certain agreements may be required to be entered into between the Company and native communities. There is no guarantee that these agreements can be successfully entered into or that equitable terms can be reached. This may affect commencement or completion of the Company's projects.

Conflicts of interest

Certain directors of the Company also serve as directors of other companies involved in natural resource exploration and consequently there exists the possibility for such directors to be in a position of conflict.

Liquidity and need for additional financing

On June 30, 2016, the Company had working capital deficit of \$290,363 and is not generating positive cash flows from operations. Working Capital includes the Company's investment of \$801,122. This investment consists of marketable securities in shares of the Company's former subsidiary and any or all of the shares could be sold to generate cash to fund ongoing operations. Apart from this investment, there may not be sufficient cash to meet general and administration expenses plus planned project activities for the following twelve months.

All of the Company's mineral properties are at the exploration stage. At this time the Company has no operating revenue and does not anticipate any operating profits until the Company is able to realize value

TRI ORIGIN EXPLORATION LTD.

from its assets through either the sale of, or placing into production, a resource property. In order to continue its exploration programs, the Company will be required to raise funds through equity financing, possibly supplemented by the exercise of options and warrants. In the past, the Company has successfully raised capital through issuance of equity. There can be no assurance that the Company will be able to raise more capital or obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to raise capital or obtain financing could result in the postponement of further exploration. Any additional financing or capital raised by the Company could result in substantial dilution to the shareholders of the Company.

ADDITIONAL INFORMATION

Additional Company information can be found at www.triorigin.com or on the SEDAR website at www.sedar.com.

APPROVAL

The Board of Directors of Tri Origin Exploration Ltd. has approved the disclosure contained in this Management Discussion and Analysis dated October 12, 2016.

TRI ORIGIN EXPLORATION LTD.

CORPORATE INFORMATION



Tri Origin Exploration Ltd.
125 Don Hillock Dr, Unit 18
Aurora, ON.
L4G 0H8
CANADA

Tel: (905) 727-1779
Fax: (905) 727- 8779

Stock Exchange: TSX-V
Trading Symbol : TOE
Email: explore@triorigin.com
www.triorigin.com

DIRECTORS & OFFICERS

Robert I. Valliant, President & Director
Uxbridge, Ontario

Jean-Pierre Janson, Director
Outremont, Québec

Alan Galley, Director
Ottawa, Ontario

Louis Nagy, Chief Financial Officer
Toronto, Ontario

REGISTRAR & TRANSFER AGENT

TMX Equity Transfer Services Inc.
200 University Ave. Suite 300
Toronto, ON. M5H 4H1

AUDITORS

Stern & Lovrics LLP Chartered
Accountants
1210 Sheppard Ave. E, Suite 302
Toronto, ON., M2K 1E3