

PROBE METALS INC.

INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS –

QUARTERLY HIGHLIGHTS

THREE MONTHS ENDED MARCH 31, 2016

(EXPRESSED IN CANADIAN DOLLARS)

Probe Metals Inc.
Interim Management's Discussion & Analysis – Quarterly Highlights
Three Months Ended March 31, 2016
Dated: May 26, 2016

The following interim Management's Discussion and Analysis ("**Interim MD&A**") of Probe Metals Inc. (the "**Company**" or "**Probe**") for the three months ended March 31, 2016 has been prepared to provide material updates to the business operations, liquidity and capital resources of the Company since its last annual management discussion & analysis, being the Management Discussion & Analysis ("**Annual MD&A**") for the period from January 16, 2015 to December 31, 2015. This Interim MD&A does not provide a general update to the Annual MD&A, or reflect any non-material events since date of the Annual MD&A.

This Interim MD&A has been prepared in compliance with section 2.2.1 of Form 51-102F1, in accordance with National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's Annual MD&A, audited annual financial statements for the period from January 16, 2015 to December 31, 2015, together with the notes thereto, and unaudited condensed interim financial statements for the three months ended March 31, 2016, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's unaudited condensed interim financial statements and the financial information contained in this Interim MD&A are prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board and interpretations of the IFRS Interpretations Committee. The unaudited condensed interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, information contained herein is presented as of May 26, 2016, unless otherwise indicated.

For the purposes of preparing this Interim MD&A, management, in conjunction with the Board of Directors (the "**Board**"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on the Company's website at www.probemetals.com or on SEDAR at www.sedar.com.

This Interim MD&A contains forward-looking information as further described in the "Cautionary Note Regarding Forward-Looking Statements" at the end of this Interim MD&A. Please also make reference to those risk factors identified or otherwise indirectly referenced in the "Risks and Uncertainties" section below.

Description of Business and Nature of Operations

Probe is a Canadian junior precious metal exploration company engaged in the business of acquiring, exploring and evaluating mineral properties, and developing these properties further or disposing of them when evaluation is complete. The Company is a reporting issuer in the provinces of Ontario, Alberta, British Columbia, and Quebec, and its common shares are listed for trading on the TSX Venture Exchange ("**TSXV**") under the symbol "PRB".

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Probe owns a 100% undivided interest in three exploration-stage properties in the James Bay Lowlands area of northern Ontario, Canada: the Black Creek Property, the Tamarack-McFauld's Lake Property, and the Victory Property. In addition, the Company has acquired a 100% interest in its West Porcupine Project, less than 60km to the west of Timmins, Ontario. The Company also considers additional acquisitions of mineral property interests, or corporations holding mineral property interests, with the objectives of: (i) creating additional value for shareholders through the acquisition of additional mineral exploration properties; and (ii) helping to minimize exploration risk by attempting to diversify the Company's property portfolio. Although the Company believes that the current exploration prospects for its exploration projects are positive, mineral exploration in general is both uncertain and subject to fluctuating commodity prices resulting from changing trends in supply and demand.

Operating Highlights

Corporate

On February 25, 2016, the Company announced that it had acquired 100% of the West Porcupine Property held by White Metal Resources Corp. ("**White Metal**"). The West Porcupine Property represents a land package of approximately 30 square kilometres and is located between Goldcorp Inc.'s ("**Goldcorp**") Borden Gold project and the town of Timmins, Ontario.

Under the terms of the agreement, White Metal received a cash payment of \$120,000 in exchange for 100% ownership of the West Porcupine Property. White Metal will maintain a 1% net smelter return royalty ("**NSR**") over the West Porcupine Property, which can be purchased by the Company, at any time, for \$1 million.

On February 29, 2016, the Company announced that it had acquired a 100% undivided interest in the Ross Property comprising 14 mining claims. The 17 square kilometre property represents the northern extension to the newly acquired West Porcupine Property.

Under the term of the agreement, the vendors received a cash payment of \$60,000 in exchange for 100% ownership of the property. The vendors will maintain a 2% NSR, which can be purchased by the Company, at any time, for \$3 million.

On April 29, 2016, the Company announced that it had acquired 100% of the Ivanhoe Property held by Larry Gervais and Glen Shalton and optioned by GTA Resources and Mining Inc. ("**GTA**") in April 2014. The Ivanhoe Property represents a land package of approximately 130 square kilometres and is located proximal to, and along the same geological trend as, the Company's West Porcupine Property. This acquisition brings the total land package of the project, referred to as the West Porcupine Project, to over 180 square kilometres, and includes the White Metal's West Porcupine Property and the Ross Property. Exploration programs are currently being planned that will encompass all of the Company's property in the area.

Under the terms of the agreement, the Company will make an aggregate payment of \$234,000 and issue 350,000 common shares of the Company in consideration for the property and option interest. GTA will maintain a 1% NSR over the property, which can be purchased by Probe, at any time, for \$1 million. The

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vendors will maintain a 3% NSR over the property, of which 2% can be purchased by Probe, at any time, for \$2 million.

On May 13, 2016, the Company announced that the acquisition of the Ivanhoe Property had been completed. All common shares of Probe received in connection with the sale are subject to a hold period of four months and one day from the date of issuance.

Under the terms of the Company's Stock Option Plan, if the option expiry date falls within a black-out period, the expiry date will automatically be extended to the date which is the tenth business day after the end of black-out period. The options scheduled to expire on May 26, 2016 have not yet expired because there has been a black-out period in effect for the Company since then.

Exploration update

During the three months ended March 31, 2016, the Company expensed \$249,856 on exploration and evaluation expenditures, compared to \$30,007 during the three months ended March 31, 2015. The increase is primarily due to the exploration expenditures incurred on the West Porcupine Property which was acquired during three months ended March 31, 2016. Refer to subheading "Liquidity and Capital Resources" under heading "Financial Highlights" below for a summary of the Company's exploration program at the West Porcupine Property.

Trends

Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. During the quarter, equity markets in Canada showed signs of improvement, with equities increasing significantly during this period. Strong equity markets are favourable conditions for completing a public merger, financing or acquisition transaction. Apart from these and the risk factors noted under the heading "Risks and Uncertainties", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

See "Cautionary Note Regarding Forward-Looking Statements" below.

Outlook

The Company intends to continue exploring properties that have the potential to contain precious and base metals. In addition, management will review project submissions, and conduct independent research, for projects in such jurisdictions and commodities as it may consider prospective.

There is no assurance that equity capital will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See "Risks and Uncertainties" below.

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Financial Highlights

Financial Performance

The Company's net loss totaled \$804,309 for the three months ended March 31, 2016, with basic and diluted loss per share of \$0.02. This compares with a net loss of \$87,836 with basic and diluted loss per shares of \$0.01 for the period from January 16, 2015 to March 31, 2015. The Company had no revenue in both periods presented. The increase in net loss was principally due to:

- Exploration and evaluation expenditures increased to \$249,856 for the three months ended March 31, 2016, compared to \$30,007 for the period from January 16, 2015 to March 31, 2015. The increase can be attributed to option payments of \$180,000 for the West Porcupine Property. Refer to subheading "Liquidity and Capital Resources" under heading "Financial Highlights" below for a summary of the Company's exploration program at the West Porcupine Property.
- Salaries and benefits increased in the three months ended March 31, 2016, to \$215,287 compared with \$27,000 for the same period in 2015. Salaries and benefits were recorded for salaries paid to management of the Company.
- Share-based payments increased in the three months ended March 31, 2016, to \$98,355 compared with \$nil for the same period in 2015. The increase is due to the timing of expensing the estimated fair value of stock options granted in prior and current periods. The Company expenses its stock options in accordance with the vesting terms of the stock options granted.
- Professional fees increased in the three months ended March 31, 2016, to \$122,405 compared with \$12,044 for the same period in 2015. The professional fees were recorded for corporate activity requiring external professional support services.
- Travel and promotion costs increased in the three months ended March 31, 2016, to \$59,018 compared with \$10,110 for the same period in 2015. Travel and promotion costs were recorded for travel expenses incurred by management.
- Director fees increased in the three months ended March 31, 2016, to \$22,500 compared with \$3,750 for the same period in 2015. Director fees were recorded for fees paid to directors.
- Shareholder information increased in the three months ended March 31, 2016, to \$15,569 compared with \$3,662 for the same period in 2015. Shareholder information fees were recorded for investor relation activities.
- Administrative costs increased in the three months ended March 31, 2016, to \$23,955 compared with \$1,263 for the same period in 2015. Administrative costs consisted of administrative costs such as telephone charges, insurance, postage, bank charges and office supplies.
- Occupancy costs increased in the three months ended March 31, 2016, to \$32,763 compared with \$nil for the same period in 2015. Occupancy costs were recorded for office space required by the Company.

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- Interest income increased in the three months ended March 31, 2016, to \$36,216 compared with \$nil for the same period in 2015. Interest income was recorded during the period for interest received from cash balance.

The Company's total assets at March 31, 2016 were \$17,529,071 (December 31, 2015 - \$18,480,952) against total liabilities of \$126,099 (December 31, 2015 - \$372,026). The decrease in total assets of \$951,881 resulted from cash spent on exploration and evaluation expenditures and operating costs. The Company has sufficient current assets to pay its existing liabilities of \$126,099 at March 31, 2016.

Cash Flows

At March 31, 2016, the Company had cash of \$17,295,395. The decrease in cash of \$995,835 from the December 31, 2015 cash balance of \$18,291,230 was as a result of cash outflows in operating activities of \$975,812. Operating activities were affected by adjustments of share-based payments of \$98,355, depreciation of \$817 and net change in non-cash working capital balances of \$270,675 because of an increase in amounts receivable of \$29,207 for harmonized sales tax and accrued interest, a decrease in prepaid expenses of \$4,459 and a decrease in amounts payable and other liabilities of \$245,927.

Cash used in investing activity was \$20,023 for the three months ended March 31, 2016. This related to the acquisition of property and equipment, which includes field equipment.

Liquidity and Capital Resources

As at March 31, 2016, the Company had \$17,295,395 in cash. From management's point of view, the Company's working capital of \$17,261,103 is adequate to cover current expenditures and exploration expenses in the coming year. However, the Company may, from time to time, when marketing and financing conditions are favourable, proceed with fundraising to fund exploration and property acquisition projects.

The activities of the Company, principally the acquisition and exploration of properties that have the potential to contain precious and base metals, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options. There is no assurance that equity capital will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See "Risks and Uncertainties" below.

As of March 31, 2016, and to the date of this Interim MD&A, the cash resources of the Company are held with certain Canadian chartered banks.

Mineral Exploration Properties

Black Creek Property

The following table summarizes the Company's current exploration programs at the Black Creek Property, total estimated cost to complete each exploration program, and total expenditures incurred to date.

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Activities Completed (Three Months Ended March 31, 2016)	Plans for the Project	(A) Estimated Cost to Complete	(B) Spent
Pursued favourable strategic opportunities	Assessment work to be completed by March 2017	\$9,600	\$1,177
Subtotals		\$9,600	\$1,177
Total (A+B)			\$10,777

Tamarack-McFauld's Lake Property

The following table summarizes the Company's current exploration programs at the Tamarack-McFauld's Lake Property, total estimated cost to complete each exploration program, and total expenditures incurred to date.

Activities Completed (Three Months Ended March 31, 2016)	Plans for the Project	(A) Estimated Cost to Complete	(B) Spent
Pursued favourable strategic opportunities	Claim Maintenance by December 2016	\$96,000	\$nil
Subtotals		\$96,000	\$nil
Total (A+B)			\$96,000

Victory Property

The following table summarizes the Company's current exploration programs at the Victory Property, total estimated cost to complete each exploration program, and total expenditures incurred to date.

Activities Completed (Three Months Ended March 31, 2016)	Plans for the Project	(A) Estimated Cost to Complete	(B) Spent
Assessment work	Maintain camp claim	\$800	\$nil
Subtotals		\$800	\$nil
Total (A+B)			\$800

West Porcupine Property

The following table summarizes the Company's current exploration programs at the West Porcupine Property, total estimated cost to complete each exploration program, and total expenditures incurred to date.

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Activities Completed (Three Months Ended March 31, 2016)	Plans for the Project	(A) Estimated Cost to Complete	(B) Spent
Geological Compilation, property acquisition, preparation for fieldwork	First phase exploration	\$524,706	\$225,294
Subtotals		\$524,706	\$225,294
Total (A+B)			\$750,000

Technical Information

David Palmer, Ph.D., P.Geo., is the "qualified person", within the meaning of National Instrument ("NI 43-101"), who has approved all scientific and technical information disclosed in this Interim MD&A with respect to the Company's properties. Dr. Palmer is the President, Chief Executive Officer ("CEO") and a director of the Company.

Related Party Transactions

(a) Related parties include the Board and management, close family and enterprises that are controlled by these individuals as well as certain persons performing similar functions. During the three months ended March 31, 2016 and the period from January 16, 2015 to March 31, 2015, the Company entered into the following transactions with related parties:

Names	Three Months Ended March 31, 2016 (\$)	Period from January 16, 2015 to March 31, 2015 (\$)
Peterson & Company LLP (" Peterson & Company ") ⁽¹⁾	60,322	1,450
Marrelli Support Services Inc. (" Marrelli Support ") ⁽²⁾	10,750	1,833
DSA Corporate Services Inc. (" DSA ") ⁽²⁾	3,335	836
Total	74,407	4,119

⁽¹⁾ Dennis H. Peterson, a director of the Company, controls Peterson & Company which provided legal services to the Company. The amounts charged by Peterson & Company are based on what Peterson & Company usually charges its clients. The Company expects to continue to use Peterson & Company for an indefinite period. As at March 31, 2016, Peterson & Company was owed \$37,135 (December 31, 2015 - \$2,556) and this amount was included in amounts payable and other liabilities.

⁽²⁾ During the three months ended March 31, 2016, the Company paid professional fees of \$10,750 (period from January 16, 2015 to March 31, 2015 - \$1,833) to Marrelli Support, an organization of which Carmelo Marrelli is president. Mr. Marrelli is the Chief Financial Officer ("**CFO**") of the Company. These services were incurred in the normal course of operations for general accounting and financial reporting

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matters. Marrelli Support also provides bookkeeping services to the Company. As at March 31, 2016, Marrelli Support was owed \$8,260 (December 31, 2015 - \$8,260) and this amount was included in amounts payable and other liabilities.

During the three months ended March 31, 2016, the Company paid professional fees of \$3,335 (period from January 16, 2015 to March 31, 2015 - \$836) to DSA, an organization of which Mr. Marrelli controls. Mr. Marrelli is also the corporate secretary and sole director of DSA. These services were incurred in the normal course of operations for corporate secretarial matters. All services were made on terms equivalent to those that prevail with arm's length transactions. As at March 31, 2016, DSA was owed \$1,215 (December 31, 2015 - \$1,140) and this amount was included in amounts payable and other liabilities.

⁽³⁾ On March 13, 2015, pursuant to the arrangement with Goldcorp in which Goldcorp acquired all of the issued and outstanding common shares of Probe Mines Limited, the Company's related parties received 1,724,834 stock options of the Company with a fair value of \$665,122.

The above noted transactions are in the normal course of business and approved by the Board in strict adherence to conflict of interest laws and regulations.

(b) At March 31, 2016, Goldcorp owned 6,177,846 common shares of Probe, representing approximately 17.7% of the issued and outstanding common shares of the Company.

The remaining 82.3% of the shares are widely held, which includes various small holdings which are owned by directors of the Company. These holdings can change at any time at the discretion of the owner.

The Company's major shareholder does not have different voting rights than other holders of the Company's common shares.

The Company is not aware of any arrangements that may at a subsequent date result in a change in control of the Company. To the knowledge of the Company, other than Goldcorp, who owns or controls, directly or indirectly, approximately 17.7% of the issued and outstanding shares of the Company, the Company is not directly or indirectly owned or controlled by another corporation, by any government or by any natural or legal person severally or jointly.

(c) Remuneration of directors and key management personnel, other than consulting fees, of the Company was as follows:

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	Salaries and benefits (\$)	Share-based compensation (\$)	Total (\$)
Three Months Ended March 31, 2016			
David Palmer, CEO, Director	75,000	20,491	95,491
Yves Dessureault, Chief Operating Officer	57,500	10,245	67,745
Patrick Langlois, Vice President, Corporate Development	43,750	10,245	53,995
Jamie Sokalsky, Chairman of the Board	9,000	18,442	27,442
Gordon McCreary, Director	4,500	10,245	14,745
Basil Haymann, Director	4,500	10,245	14,745
Dennis Peterson, Corporate Secretary, Director	4,500	10,245	14,745
Carmelo Marrelli, CFO	nil	3,074	3,074
Total	198,750	93,232	291,982

	Salaries and benefits (\$)	Share-based compensation (\$)	Total (\$)
Period from January 16, 2015 to March 31, 2015			
David Palmer, CEO, Director	10,417	nil	10,417
Yves Dessureault, Chief Operating Officer	8,333	nil	8,333
Patrick Langlois, Vice President, Corporate Development	6,250	nil	6,250
Jamie Sokalsky, Chairman of the Board	1,500	nil	1,500
Gordon McCreary, Director	750	nil	750
Basil Haymann, Director	750	nil	750
Dennis Peterson, Corporate Secretary, Director	750	nil	750
Total	28,750	nil	28,750

The directors do not have employment or service contracts with the Company. Directors are entitled to director fees and stock options for their services. As at March 31, 2016, officers and directors were owed \$4,970 (December 31, 2015 - \$269,332) and this amount was included in amounts payable and other liabilities.

Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that the unaudited condensed interim financial statements (i) do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, and (ii) fairly present in all material respects the financial condition,

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results of operations and cash flow of the Company, in each case as of the date of and for the periods presented by such statements.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the CEO and CFO of the Company does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as such terms are defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of:

- (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of unaudited condensed interim financial statements for external purposes in accordance with IFRS.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate. Investors should be aware that inherent limitations on the ability of the Company's certifying officers of a venture issuer to design and implement, on a cost effective basis, DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports required to be provided under securities legislation.

Risks and Uncertainties

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risks and Uncertainties" in the Company's Annual MD&A for the period from January 16, 2015 to December 31, 2015, available on SEDAR at www.sedar.com.

Cautionary Note Regarding Forward-Looking Statements

This Interim MD&A contains certain "forward-looking information" as defined in applicable securities laws (collectively referred to herein as "**forward-looking statements**"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "budgeted", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might"

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or "will" be taken, occur or be achieved. The forward-looking statements in this Interim MD&A speak only as of the date of this Interim MD&A or as of the date specified in such statements. The following table outlines certain significant forward-looking statements contained in this Interim MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-looking statements	Assumptions	Risk factors
Regardless of whether the Company discovers a significant precious or base metal deposit, its working capital of \$17,261,103 at March 31, 2016 is anticipated to be adequate for it to continue operations for the twelve-month period ending March 31, 2017	The operating and exploration activities of the Company for the twelve-month period ending March 31, 2017, and the costs associated therewith, will be consistent with the Company's current expectations; and equity markets, exchange and interest rates and other applicable economic conditions will be favourable to the Company	Unforeseen costs to the Company will arise; any particular operating cost increase or decrease from the date of the estimation; changes in operating and exploration activities; changes in economic conditions; timing of expenditures
The Company's properties may contain economic deposits of minerals	The actual results of the Company's exploration and development activities will be favourable; operating, exploration and development costs will not exceed the Company's expectations; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company, and applicable political and economic conditions are favourable to the Company; the price of applicable commodities and applicable interest and exchange rates will be favourable to the Company; no title disputes exist or will arise with respect to the Company's properties; and the Company has or will obtain adequate property rights to support its exploration and development activities	Commodity price volatility; uncertainties involved in interpreting geological data and confirming title to acquired properties; inability to secure necessary property rights; the possibility that future exploration results will not be consistent with the Company's expectations; increases in costs; environmental compliance and changes in environmental and other applicable legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions
The Company's anticipated business plans, including costs	The exploration activities of the Company and the costs	Commodity price volatility; changes in the condition of debt

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Forward-looking statements	Assumptions	Risk factors
<p>and timing for future exploration on its property interests and acquisitions of additional mineral resource properties or interests therein</p>	<p>associated therewith, will be consistent with the Company's current expectations; and equity markets, exchange and interest rates and other applicable economic conditions will be favourable to the Company; financing will be available for the Company's exploration and development activities on favourable terms; the Company will be able to retain and attract skilled staff; all applicable regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company; the Company will not be adversely affected by market competition; the price of applicable commodities will be favourable to the Company; no title disputes exist or will arise with respect to the Company's properties; the Company has or will obtain adequate property rights to support its exploration and development activities; and the Company will be able to successfully identify and negotiate new acquisition opportunities</p>	<p>and equity markets; timing and availability of external financing on acceptable terms may not be as anticipated; the uncertainties involved in interpreting geological data and confirming title to acquired properties; inability to secure necessary property rights; the possibility that future exploration results will not be consistent with the Company's expectations; increases in costs; environmental compliance and changes in environmental and other applicable legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company may be unable to retain and attract skilled staff; receipt of applicable permits is subject to governmental and/or regulatory approvals; the Company does not have control over the actions of its joint venture partners and/or other counterparties</p>
<p>Management's outlook regarding future trends and exploration programs</p>	<p>Financing will be available for the Company's exploration and operating activities; the price of applicable commodities will be favourable to the Company; the actual results of the Company's exploration and development activities will be favourable; management is aware of all applicable environmental obligations</p>	<p>Commodity price volatility; changes in the condition of debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions; the possibility that future exploration results will not be consistent with the Company's expectations; changes in environmental and other applicable legislation and regulation</p>

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Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors identified or otherwise indirectly referenced in the "Risks and Uncertainties" section above. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements contained in this Interim MD&A, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this Interim MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary note. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Subsequent Events

(i) On April 6, 2016, the Company and Adventure Gold Inc. ("**Adventure**") entered into a definitive agreement to combine their respective companies (the "**Transaction**") by way of a plan of arrangement. The Transaction will create a new combined company with properties in Quebec and Ontario.

Under the terms of the Transaction, holders of Adventure shares will receive 0.39 of a Probe share for each Adventure share held. Upon completion of the Transaction, Probe will have approximately 66,191,220 shares issued and outstanding, and existing Probe and Adventure shareholders will own approximately 53% and 47% of the combined company, respectively.

As part of the Transaction, Probe plans to complete a non-brokered private placement (the "**Financing**") with Goldcorp for proceeds of approximately \$2.9 million, as further detailed below.

Transaction Conditions and Timing

The Transaction will be carried out by way of a court approved plan of arrangement and will require the approval of at least 66 2/3% of the votes cast by the shareholders of Adventure at a special meeting. The directors and officers of Adventure and key shareholders of Adventure have entered into support agreements representing approximately 30% of shares outstanding.

Completion of the Transaction is subject to approvals of the TSXV, the Superior Court of Québec and other customary closing conditions. The Transaction includes customary deal-protection provisions, including a \$800,000 termination fee payable under certain circumstances.

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Dated: May 26, 2016

Private Placement Transaction

In connection with the Transaction, Probe plans to complete a non-brokered private placement with Goldcorp of 4,400,000 common shares at a price of \$0.66 per share for proceeds of approximately \$2.9 million. Upon closing Probe will grant Goldcorp certain additional rights including, but not limited to, anti-dilution rights allowing it to maintain its equity ownership interest in the combined company and the right to participate in any future equity financings to acquire up to a 19.9% ownership position in the combined company. Following completion of the Transaction and the Financing, Goldcorp will own approximately 10,577,846 common shares of Probe, representing 15.0% of Probe's issued and outstanding common shares.

(ii) On April 29, 2016, the Company announced that it had acquired 100% of the Ivanhoe Property held by Larry Gervais and Glen Shalton and optioned by GTA in April 2014. The Ivanhoe Property represents a land package of approximately 130 square kilometres and is located proximal to, and along the same geological trend as, the Company's West Porcupine Property.

Under the terms of the agreement, the Company will make an aggregate payment of \$234,000 and issue 350,000 common shares of the Company in consideration for the property and option interest. GTA will maintain a 1% NSR over the Ivanhoe Property, which can be purchased by Probe, at any time, for \$1 million. The vendors will maintain a 3% NSR over the Ivanhoe Property, of which 2% can be purchased by Probe, at any time, for \$2 million.

On May 13, 2016, the Company announced that the acquisition of the Ivanhoe Property had been completed. All common shares of Probe received in connection with the sale are subject to a hold period of four months and one day from the date of issuance.

(iii) Under the terms of the Company's Stock Option Plan, if the option expiry date falls within a black-out period, the expiry date will automatically be extended to the date which is the tenth business day after the end of black-out period. The options scheduled to expire on May 26, 2016 have not yet expired because there has been a black-out period in effect for the Company since then.