HARTE GOLD CORP.
Management's Discussion and Analysis of Financial Condition and Results of Operations
for the 12 months ended December 31, 2016

The following discussion of the results of operations and financial condition of Harte Gold Corp. ("Harte Gold" or "the Company") prepared as of March 31, 2017 summarizes management's review of the factors that affected the Company's financial and operating performance for the twelve months ended December 31, 2016, and the factors reasonably expected to impact on future operations and results ("Management's Discussion and Analysis of Financial Condition and Results of Operations" or "MD&A").

This MD&A is intended to supplement and complement the Company's audited financial statements as at and for the twelve months ended December 31, 2016 ("Financial Statements") and the notes thereto, which were prepared in accordance with International Financial Reporting Standards ("IFRS") and its interpretations adopted by the International Accounting Standards Board ("IASB").

Certain information and discussion included in this MD&A constitutes forward-looking information, which should be considered in view of the cautionary notes contained in the section Forward-Looking Statements at the end of this MD&A.

The 2016 Audited Financial Statements and the Company's Annual Information Form are available at www.sedar.com and at the Company's website www.hartegold.com. All amounts disclosed are in Canadian dollars.

HIGHLIGHTS

- As of the end of December, the Company had shipped 41,464 tonnes of ore at an average grade of 8.48 grams/tonne for proceeds of approximately $17.7 million under the Advanced Exploration Bulk Sample Program. The Program was completed in March 2017 with a total of 67,454 dry tonnes shipped. A full reconciliation will be completed in May.
- Permits for the Phase 1 Production were received on January 12, 2017, providing for the mining of an additional 30,000 tonnes. The Company will prepare the sills and stopes for commercial production under this permit and stockpile mined ore, pending construction and commencement of mill operations.
- The Company will be submitting an Amended Closure Plan to complete the requirements for commercial production permitting, with final approvals expected in Q3 2017.
- Harte Gold entered into a new $12 million contract with Technica Group Inc. on March 26th for additional ramp, sill and vent raise development to be completed under the new production permit.
- An engineering, procurement and construction management contract in the amount of $2.3 million was entered into with Halyard Inc. on March 23, 2017.
- Four drill rigs are on site, with two rigs upgrading the resource classification of the Sugar Zone Deposit in preparation for full commercial production, and two rigs continuing to explore and better define the new Middle Zone discovery.
- A regional property-wide airborne geophysical program will begin in Q2 2017.
- Harte Gold added significantly to its land position in the vicinity of the Sugar Zone Property subsequent to year end, with an additional 131 claims totaling 32,592 hectares, increasing its total land position to 62,067 hectares, encompassing the majority of the Dayohessarah Greenstone Belt.
- Harte Gold's cash position as of December 31, 2016 was $27.2 million subsequent to completion of a $25.0 million financing in which Appian Natural Resources Fund LP participated.

OVERVIEW

Harte Gold is involved in the acquisition and exploration of mineral resource properties, with a current focus on gold properties located in the Province of Ontario, Canada. The Company was incorporated in Ontario, on January 22, 1982 and is a reporting issuer in the Provinces of Ontario, Alberta and British Columbia. The common shares of the Company are listed for trading on the Toronto Stock Exchange under the symbol "HRT" and on the Frankfurt Stock Exchange under the symbol "H4O".

The Company currently has interests in two gold exploration projects: the 100% owned Sugar Zone Property, located 60 km east of the Hemlo area gold mines and northeast of the town of White River and the Stoughton-Abitibi Property (formerly Stoughton-Porcupine), located 110 km east of Timmins and 50 km north-east of Kirkland Lake held as to 100% for the majority of the claims and 90% for the remaining claims.

The Company's exploration activities are focused on the Sugar Zone Property which comprises approximately 62,067 hectares, including 29,435 hectares held at year end and 32,592 hectares acquired subsequently. During 2015, Harte Gold was granted four (4) mining leases over 1,467 hectares; the remaining ground consists of 467 unpatented mining claims, including 131 acquired since year end. The Sugar Zone Deposit and current mining operations are located within the leased claims. A portion of the additional claims are contiguous to the Sugar Zone property and the balance is connected by similar geological structure. Despite favorable geology, this claim block has seen very little exploration work. A property wide airborne magnetometer and VTEM geophysical survey and follow up exploration program to include the new claim blocks is scheduled to begin Q2 2017.

Harte Gold received all regulatory and permitting approvals required to proceed with a 70,000 tonne Advanced Exploration and Bulk Sample Program ("Bulk Sample") during 2015. The Bulk Sample project began Q4 2015 and has been completed as of the date hereof.

Harte Gold received all regulatory and permitting approvals required to proceed with a Phase I Production Program for 30,000 tonnes in January 2017. This permit was an interim step to allow continued production prior to receiving full commercial permitting. The Company is submitting an amended closure plan for full commercial production and expects to receive approvals related thereto by the end of Q3 2017.

As outlined in the Preliminary Economic Assessment of the Sugar Zone Deposit, dated July 12, 2012, the Sugar Zone Deposit contains an Indicated Resource of 980,900 tonnes, grading 10.13 g/t for 319,280 ounces of contained gold (uncapped) and an Inferred Resource of 580,500 tonnes, grading 8.36 g/t for 155,960 ounces of contained gold (uncapped).

Exploration work on the Stoughton-Abitibi Property has been limited in recent years as the Company focused on the Sugar Zone Property.

SUGAR ZONE PROPERTY UPDATE

Advanced Exploration Bulk Sample

The 70,000 tonne Advanced Exploration Bulk Sample program began in October 2015 and has now been completed with the last of the ore shipped off site for processing as of the date hereof.

Harte Gold began portal and underground ramp development in October 2015. Mining operations were successful as the Company outperformed mining dilution assumptions and confirmed modelled grades, mineralized widths and continuity. The Company was also able to establish long-hole stoping as the preferred mining method.

Harte Gold began shipping Development Ore to the Hemlo Mill, owned by Barrick Gold Inc., under a toll milling agreement in mid-April, 2016. As of the end of December, the Company had shipped 41,464 tonnes of ore at an average grade of 8.48 grams/tonne for proceeds of approximately $17.7 million. Proceeds have been re-invested in the Sugar Zone Property to continue surface and underground development in preparation for commercial production.

Commercial Production

Harte Gold received its first Production permit on January 12, 2017. The Phase I permit allows the Company to mine an additional 30,000 tonnes. Ramp and level development associated with Phase I production is well advanced. This permit was granted as an interim step to facilitate continued production until full commercial permitting is received.

The Company will soon be submitting an amended closure plan for full commercial production to include the currently defined Sugar Zone Deposit, and additional resources that may be developed on strike and at depth and milling on site.

Exploration Potential

Following completion of a 3D geophysical survey completed in Q3 2016 over the 2.3 x 2.0 km area between the Sugar Zone Deposit and the Wolf Zone discovery, Harte Gold began an initial 5,000 meter drill program to follow up on geophysical targets identified under the survey. Drill results to date have been very encouraging. The new Middle Zone Discovery now measures approximately 400 x 500 meters and the Company has increased the initial drill program by an additional 15,000 meters.

The Company is also conducting a drill program at the Sugar Zone Deposit. Drilling is focused on upgrading the current resource classification and potentially increasing resources down dip. This program has also been successful with confirmation of continuity and grade within the currently defined Deposit and the discovery of significant down dip gold mineralization.

Key Developments year to date:

- Advanced Exploration Bulk Sample project completed
- Phase I Production permit received providing for an additional 30,000 tonnes
- Underground ramp development currently underway to support Phase 1 Production
- Significantly addition to land position with the staking of a further 32,592 hectares

OUTLOOK

- Phase II Commercial Production permitting underway, with approvals expected in Q3 2017
- Final engineering for on-site mine infrastructure in progress
- Sugar Zone Deposit in-fill and down dip drill programs in progress
- Exploration drill program focused on Middle Zone and Wolf Zone in progress
- Property - wide airborne geophysics program to begin Q2, 2017

RESULTS OF OPERATIONS

The Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the interpretations of the IFRS Interpretations Committee.

Results of Operations	**12 Months Ended December 31, 2016**	12 Months Ended December 31, 2015
Net Income (Loss)	**$ (3,007,587)**	$ (1,520,852)
Income / (Loss) per weighted average share	**(0.009)**	(0.006)

During the 12 months ended December 31, 2016, the Company recorded a net loss of $3,007,587 compared to a net loss of $1,520,852 during the 12 months ended December 31, 2015.

The Company's policy is to capitalize all exploration and evaluation expenditures until a property becomes a producing mine or circumstances lead the Company to conclude that there has been an impairment in value. Revenues generated during the Bulk Sample program are credited to the exploration and evaluation asset on the statement of financial position. Accordingly, the results of operations reflect the Company's corporate expenses that are not capitalized to exploration and evaluation projects.

The following summarizes the major components of corporate expenses:

Expenses	**12 Months Ended December 31, 2016**	12 Months Ended December 31, 2015
Stock-based compensation	**$ 1,534,893**	$ 378,609
Office and general	**269,524**	268,043
Promotion and travel	**122,171**	60,528
Management and consulting	**906,000**	290,000
Professional fees	**103,587**	86,225
Interest and accretion expense	**450,802**	-
Shareholder information	**260,283**	170,523
Flow-through share premium	**(60,000)**	(121,840)
Mineral property impairment	**-**	39,315

- Stock-based compensation awards of 12.8 million options were made in 2016, compared to 12.4 million options in 2015. Of these, 4 million options were capitalized to exploration and evaluation expenses in 2016 (3.2 million options in 2015). The increased expense largely reflects the increased share price and consequently, increased fair value of the options granted in 2016.

- Promotion and travel costs have increased in 2016 along with increased activity on the Bulk Sample, including corporate management and investor trips to site.

- Management and consulting expenses increased commensurate with increased activity involving the Bulk Sample, including increases and provisions for bonuses.

- Professional fees were higher in 2016 as a result of legal and audit fees that have increased along with increased activities.

- Interest expense includes both cash interest paid and non-cash loan accretion expense on the $2,500,000 note that was issued in Q1 2016

- Shareholder information expenses increased in 2016 as a result of increased investor relations costs to publicize the Company and its Bulk Sample program.

- In Q1 2016, the Company renounced expenses related to a portion of the 2015 flow-through share issuances, resulting in an income amount of $60,000. $56,673 was recognized in Q1 2015 as a result of renouncing expenses related to the 2014 flow-through share issuances and $65,167 was recognized in Q4 2015 related to a Q3 2015 flow-through share issuance as the Company renounced the expenses in Q4 2015.

FINANCIAL CONDITION

The Company's financial position at December 31, 2016 and 2015 is summarized as follows:

Financial Position		**December 31, 2016**		December 31, 2015
Current assets	**$**	**30,035,355**	$	927,881
Long term assets		**45,811,193**		29,790,786
Total assets	**$**	**75,846,548**	$	30,718,667
Current liabilities	**$**	**15,064,937**	$	1,938,226
Long term liabilities		**4,199,880**		1,744,312
Total liabilities		**19,264,817**		3,682,538
Shareholders' equity		**56,581,731**		27,036,129
Total liabilities & shareholders' equity	**$**	**75,846,548**	$	30,718,667

For the year ended December 31, 2016, the Company's cash and cash equivalent position increased to $27,232,409 from $400,318 at December 31, 2015 as a result of the various financings that took place during the year. Cash was used to fund exploration, principally the Bulk Sample program, and general corporate expenses. Remaining current assets largely comprise the HST and gold receivables.

Long term assets mainly comprise the restricted cash of $1,537,588 (2015 - $355,540) for closure costs and capitalized exploration and evaluation expenditures. The balance of exploration and evaluation expenditures increased by $14,773,358 to $44,170,665 in 2016, compared to an increase of $5,628,007 in 2015. The increase in 2016 is net of $17,707,193 bulk sample revenues for ore processed at the Hemlo mill during the year.

The increase in current liabilities reflects an overall increase in amounts owing to the contract miner, Technica, under the Bulk Sample, as well as other payables and accruals related to the Bulk Sample. As of December 31, 2016, the deferred contract mining fee is shown as a current rather than long term liability, as it is expected to be paid during Q2 2017. Long term liabilities increased in 2016 due to the secured notes financing, an increase in the environmental reclamation provision and the flow-through share premium.

During 2015, the Company entered a contract with Technica Group Inc. ("Technica") to complete the Bulk Sample work on a contract basis. The total amount of the Technica contract is based on an adjusted budget cost amount of $15,248,083 ("Budget Amount"), which is invoiced to Harte Gold as the work is completed, plus a 20% contractor fee ($3,049,617). As of December 31, 2016, $14,697,841 of the Budget Amount had been invoiced under the contract (December 31, 2015 - $1,659,888). The Bulk Sample work was completed the first quarter 2017, with final billing to be completed by Technica shortly thereafter. The contractor fee payment is deferred and payable after completion of the Bulk Sample work.

Harte Gold requested Technica perform additional work not included in the base contract, amounting to $2,902,383 as of December 31, 2016. As a result, the total Technica fees earned to that date, including the additional work, were $3,553,134. Under the terms of the Technica contract, half of the contractor fee is payable in cash and half in common shares of the Company, to be priced at the market price at the time the Bulk Sample is completed. Technica has the option to elect that the full amount of the fee be paid in common shares of the Company. Fees earned by Technica for any work in addition to the Bulk Sample contract are payable in cash. In December 2016, Harte Gold agreed to pay the share portion of Technica's fees in advance of completion of the Bulk Sample. On December 30, 2016, 4,249,600 shares were issued to Technica at a price of $0.35 per share as payment of $1,487,360 of deferred fees. The balance of any Technica fees will be paid in cash. As a result, the net amount of fees owing to Technica at December 31, 2016 was $2,065,774.

Under the terms of the Technica contract, Harte Gold must also reimburse Technica for cost over-runs up to a maximum of $696,908. It is expected that Technica will utilize the full amount of this contingency.

Subsequent to year end, Harte Gold contracted with Technica to provide additional contract mining services for the Phase 1 Commercial Permit that was approved on January 12, 2017.

LIQUIDITY AND CAPITAL RESOURCES

The Company had a working capital surplus of $19,650,803 at December 31, 2016 (working capital deficit of $950,345 at December 31, 2015) excluding the liabilities for flow-through share premiums. Approximately 70% of such liabilities relate to amounts owing for contract mining. The contract provides for longer payment terms to better match the revenues to be generated from the bulk sample.

During the year ended December 31, 2016, $21,443,258 was spent on exploration and evaluation costs for the Sugar Zone Property, excluding non-cash items ($3,304,949 during the year ended December 31, 2015). Bulk sample revenues of $15,613,510 were received during 2016, excluding $2,093,683 in accounts receivable at year-end, to offset some of the expenditures.

In Q1 2016, the Company completed a non-brokered private placement of $2,500,000 secured notes and the first tranche of a non-brokered flow-through unit private placement for gross proceeds of $650,000.

In Q2 2016, the Company raised gross proceeds of $1,350,000 pursuant to the closing of the second and third tranches of the above referenced flow-through unit private placement.

In Q3 2016, the Company realized $4,050,000 gross proceeds from the non-brokered private placement of units.

In Q4 2016, the Company realized gross proceeds of $25,000,000 from a brokered private placement of $10,000,000 common shares and $15,000,000 flow-through common shares. As a result of this financing, Appian Natural Resource Fund LP through a subsidiary fund, became the largest shareholder in Harte Gold holding approximately 16.5 % of the issued and outstanding common shares on closing of the financing.

During the year ended December 31, 2016, the Company realized proceeds of $3,647,751 as a result of the exercise of 24,165,069 warrants and 700,000 stock options.

The cash balance at December 31, 2016 was $27,232,409. Revenue received in 2017 from the Bulk Sample is expected to cover remaining Bulk Sample costs. However, additional funding will be required to move into commercial production. The Company is evaluating various funding structure alternatives.

SUMMARY OF QUARTERLY RESULTS

	2016				2015			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Total Revenue	$ 18,918	$ 4,711	$ 837	$ 308	$ 2,307	$ 462	$ 1,396	$ 1,828
Net Income / (Loss)	(1,725,729)	(484,952)	(502,364)	(294,542)	(1,044,140)	(158,517)	(157,972)	(160,223)
Income / (Loss) per Share - basic and fully diluted	(0.005)	(0.001)	(0.002)	(0.001)	(0.003)	(0.001)	(0.001)	0.001

Results of operations can vary significantly by quarter, as a result of a number of factors. The Company's level of activity and expenditures during a specific quarter are influenced by the level of working capital, the availability of external financing, the time required to gather, analyze and report on geological data related to its properties and the number of personnel required to advance each project.

Overall, expenses have generally increased in 2016 over the prior year as a result of increased activities in support of the Bulk Sample, which began in October 2015.

Q2 through Q4 2016 include interest expense for the cash interest and non-cash accretion on the secured notes that were issued at the end of March 2016.

The timing and amount of stock option grants affects the quarters. $43,524 stock-based compensation expense was recorded in Q1 2016 and $1,491,369 was recorded in Q4 2016. $378,609 stock-based compensation expense was recorded in Q4 2015.

Q4 2015 includes an expense of $354,779 for deferred income taxes recognized for the year compared to an income amount of $555,491 recognized in Q4 2016.

RELATED PARTY TRANSACTIONS

Management services by the Company's officers are provided on a contract basis, either directly or through corporate entities related to such officers. Additionally, the Company shares its premises and the costs of certain support personnel with related companies, and reimburses these related companies for its share. These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Note 17 to the Financial Statements provides a summary of related party transactions.

ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

(a) Accounting Policies

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ('IASB") and interpretations of the IFRS Interpretations Committee.

The significant accounting policies of the Company are summarized in Note 3 to the Company's Financial Statements. Also included therein is a discussion of new accounting standards and amendments issued but not yet adopted. As described therein, the Company does not expect the adoption of such new standards and amendments to have any material impact on its Financial Statements.

(b) Critical Accounting Estimates

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, incomes and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. During the year ended December 31, 2016, there were no material revisions to accounting estimates made in prior periods.

Information regarding significant areas of estimation, uncertainty and critical judgements made in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are described in the notes to the Financial Statements in respect of the following:

- measurement of flow-through share premium
- measurement of the recoverable amounts of exploration and evaluation projects
- environmental rehabilitation provision
- measurement of compound financial instruments
- utilization of tax losses
- provisions and contingencies
- measurement of share-based compensation and warrants

The Company is completing an Advanced Exploration and Bulk Sample program on its Sugar Zone Property to determine the recoverability and economics of its resource. An in-fill drilling program has also been undertaken to further support its interpretation of the resource. As such, the Company continues to be in the exploration and evaluation stage. Operations may move to a development stage, subject to the results of additional economic and feasibility studies that are being completed.

FINANCIAL INSTRUMENTS

As at December 31, 2016 and 2015, the estimated fair values of cash and cash equivalents, receivables (excluding HST receivable), subscription receivable, restricted cash, accounts payable and accrued liabilities, and deferred contract mining fees approximate their carrying values due to the short nature of these instruments. The fair value of the Secured Notes also approximates their carrying value due to the fact that the effective interest rate is not significantly different from market rates.

The Company's cash and cash equivalents are held through a Canadian chartered bank. The Company's current policy is to invest excess cash in a money market fund administered by the brokerage subsidiary of a Canadian chartered bank or in short term deposit instruments of a Canadian chartered bank.

As described in the notes to the financial statements, the secured notes included both a liability and equity component. As such, they have been accounted for as a compound financial instrument.

MANAGEMENT OF CAPITAL

The Company's objectives when managing capital, being equity plus debt, are (1) to safeguard the Company's ability to continue operations to pursue the development of its mineral properties and provide returns for shareholders and (2) to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk. The Company considers its levels of debt and shareholders' equity in its management of capital, as well as its existing cash position.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents and short-term investments.

To facilitate the management of its capital requirements, the Company prepares forecasts or expenditure budgets for its activities that are used to monitor performance. Variances to plan will result in adjustments to capital deployment subject to various factors and industry conditions.

The Company is not subject to any externally imposed capital requirements limiting or restricting the use of capital. In order to maximize ongoing development efforts, the Company does not pay out dividends at this time.

The Company's investment policy is to invest its cash in highly liquid, short-term, interest-bearing investments with maturities of less than a year from the original date of acquisition, selected with regard to the expected timing of expenditures from operations.

The Company expects its current capital resources are sufficient for near term operations. However, significant additional capital will be required to complete the exploration and development of the Company's projects.

RISKS AND UNCERTAINTIES

Mineral exploration and development involves several risks which experience, knowledge and careful evaluation may not be sufficient to overcome. Large capital expenditures are required in advance of anticipated revenues from operations. Many exploration programs do not result in the discovery of mineralization; moreover, mineralization discovered may not be of sufficient quantity or quality to be profitably mined. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labour are some of the risks involved in the conduct of exploration programs and the operation of mines. The commercial viability of exploiting any precious metal deposit is dependent on a number of factors including infrastructure and governmental regulations, in particular those respecting the environment, price, taxes, and royalties. No assurance can be given that minerals of sufficient quantity, quality, size and grade will be discovered on any of the Company's properties to justify commercial operation.

Risks and uncertainties are discussed in greater detail in the Company's Annual Information Form available on www.SEDAR.com.

OUTSTANDING SHARE DATA AS OF MARCH 31, 2017

Issued and outstanding common shares	444,099,119
Share purchase warrants	33,171,369
Options	35,970,000
Fully Diluted shares	513,240,488

SUBSEQUENT EVENTS

On January 12, 2017, the Closure Plan for Phase 1 Commercial production was approved, which permits the mining of an additional 30,000 tonnes at the Sugar Zone property. Harte Gold will soon be submitting an amended Closure Plan to provide for commercial operations across the entire Deposit and any additions thereto that may occur as a result of on-going drill programs.

On February 26, 2017, the Company issued a total of 1,600,000 stock options to a director, employees and consultants. The options are exercisable at $0.42 per common share for a period of five years form the date of issuance. 500,000 of these options granted vest over time based on the occurrence of future events.

Subsequent to year end, a total of 13,085,215 warrants and 250,000 stock options have been exercised for proceeds to Harte Gold of $2,169,198 and $25,000 respectively.

The Company announced the staking of an additional 131 claims, consisting of 2,037 claim units covering approximately 32,592 hectares in the vicinity of its Sugar Zone property, White River, Ontario.

Harte Gold entered into a new contract with Technica Group Inc. on March 26th for additional ramp, sill and vent raise development to be completed under the new production permit, at a cost of $12 million.

An engineering, procurement and construction management contract in the amount of $2.3 million was entered into with Halyard Inc. on March 23, 2017.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. There have been no material changes in the Company's internal control over financial reporting during the year ended December 31, 2016 that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of Management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. Such risks and uncertainties include, but are not limited to, risks associated with the mining industry, including operational risks in exploration, development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections in relation to production, costs and expenses; the uncertainty surrounding the ability of the Company to obtain all permits, consents or authorizations required for its operations and activities; and health, safety and environmental risks, the risk of commodity price and foreign exchange rate fluctuations, the ability of Harte Gold to fund the capital and operating expenses necessary to achieve the business objectives of Harte Gold, the uncertainty associated with commercial negotiations and negotiating with foreign governments and risks associated with international business activities, as well as those risks described in public disclosure documents filed by the Company. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of the Company should not place undue reliance on these forward-looking statements. Statements in relation to "reserves" or "resources" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves or resources described may be profitably produced in the future.

Readers are cautioned that the foregoing list of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this document are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

March 31, 2017

"Stephen G. Roman"
Stephen G. Roman
Chairman, President and CEO

"Rein A. Lehari"
Rein A. Lehari CPA, CA
Chief Financial Officer