

HARTE GOLD CORP.
Management's Discussion and Analysis of Financial Condition and Results of Operations
for the 3 months ended March 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 May 11, 2016 summarizes management's review of the factors that affected the Company's financial and operating performance for the three months ended March 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 unaudited condensed interim financial statements as at and for the three months ended March 31, 2016 ("Unaudited Interim Financial Statements") and the notes thereto, which were prepared in accordance with International Financial Reporting Standards ("IFRS").

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 unaudited condensed interim financial statements, the 2015 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.

OVERVIEW

Harte Gold is involved in the acquisition, exploration and development 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 29,435 hectares and covers an entire greenstone belt. During 2015, Harte Gold has been granted four (4) mining leases over 1,467 hectares. The remaining 27,968 hectares consist of 336 unpatented mining claims. The Sugar Zone Deposit is located within the leased claims.

Harte Gold has received all regulatory and permitting approvals required to proceed with a 70,000 tonne Advanced Exploration and Bulk Sample Program ("bulk sample"). The bulk sample work began in October, 2015 and is expected to be complete by the end of 2016. 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

Bulk Sample

Harte Gold began underground ramp development for its 70,000 tonne advanced exploration bulk sample in October 2015. The portion of the Sugar Zone Deposit to be tested under the bulk sample area measures approximately 70 x 100 meters and will be mined from five levels. Long-hole and Shrinkage stoping mining methods will be tested under this phase of project development. Harte Gold began shipping development

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level ore to the Barrick Gold Inc. Hemlo Mill under a toll milling agreement in early April, 2016. The bulk sample should be completed by Q4 2016.

Sugar Zone Advanced Exploration Bulk Sample Aerial View – April 2016

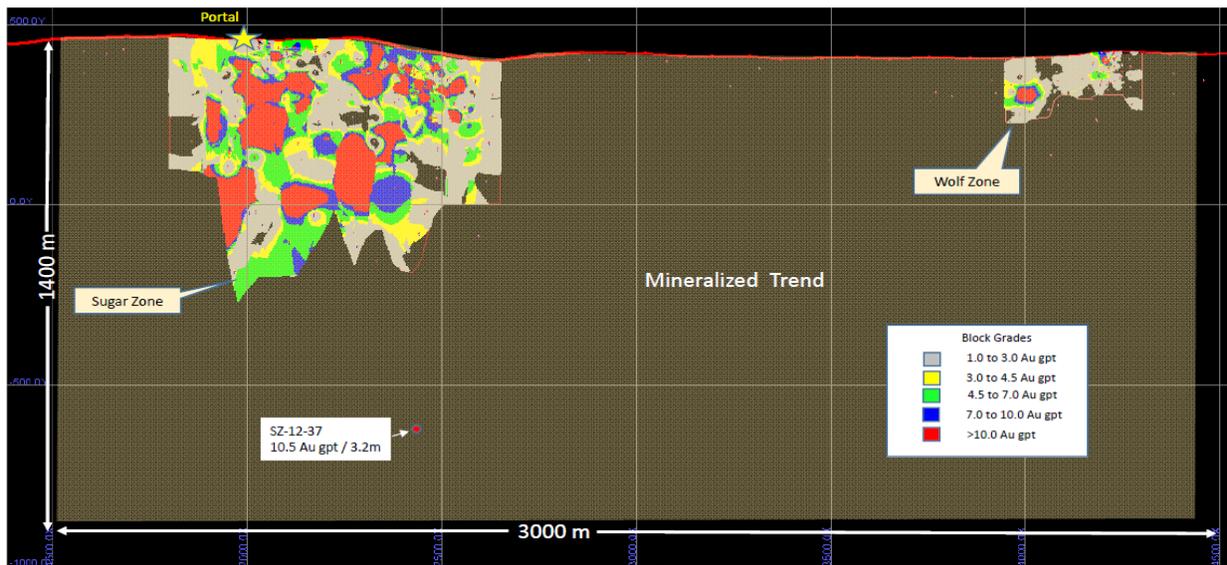


Technica Mining Inc. (“Technica”) has been retained by Harte Gold to mine the bulk sample on a fixed price contract. Technica is highly regarded in the mining industry and has an excellent track record, having provided contract mining services to some of the largest mining companies in the Sudbury basin.

Exploration Potential

Crone Geophysics has begun a 3D geophysical survey over a 2.3 x 1.5 km area between the Sugar Zone and Wolf Zone. The survey will utilize a 25 meter grid and provide detailed information to a depth of 600 meters. Harte Gold will test geophysical targets under a 5,000 meter drill program scheduled to begin late June and run through September. The drill program will test for continuity of gold mineralization between the Sugar Zone Deposit and the Wolf Zone.

Sugar and Wolf Zone Longitudinal – Blocks Above 1gpt Au



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OUTLOOK

Harte Gold is currently working on the following initiatives:

- Continue Level development and ship first stoping ore to the Hemlo Mill beginning Q3 2016
- 3D geophysical survey between the Sugar Zone Deposit and Wolf Zone
- 5,000 meter drill program Sugar Zone – Wolf Zone area
- Geophysical survey and initial drill program at the Stoughton-Abitibi property
- Accelerate commercial production permitting process

RESULTS OF OPERATIONS

The Unaudited Interim Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and its interpretations adopted by the International Accounting Standards Board ("IASB").

Results of Operations	3 Months Ended March 31, 2016	3 Months Ended March 31, 2015
Net Income (Loss)	\$ (294,850)	\$ (160,223)
Income / (Loss) per weighted average share	\$ (0.001)	\$ (0.001)

During the 3 months ended March 31, 2016, the Company recorded net loss of \$294,850 compared to a net loss of \$160,223 for the 3 months ended March 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. 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	3 Months Ended March 31, 2016	3 Months Ended March 31, 2015
Office and general	\$ 65,211	\$ 43,792
Management and consulting	174,000	110,000
Professional fees	21,649	9,275
Shareholder information	49,120	50,515
Stock-based compensation	43,524	-
Flow-through share premium	(60,000)	(56,673)

- Office and general expenses increased in Q1 2016 due to an increased allocation of office staff time to Harte Gold matters and the corresponding increase in office rent allocation.

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- Management and consulting expenses increased commensurate with increased activity involving the bulk sample.
- Professional fees were higher in 2016 as a result of legal fees related to the various financings.
- In Q1 2016, the Company renounced the expenses related to the 2015 flow-through share issues, resulting in an income amount of \$60,000. \$56,673 was recognized in Q1 2016 and as a result of renouncing expenses related to the 2015 flow-through share issues.

FINANCIAL CONDITION

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

Financial Position	March 31, 2016	December 31, 2015
Current assets	\$ 2,467,706	\$ 927,881
Long term assets	34,664,537	29,790,786
Total assets	\$ 37,132,243	\$ 30,718,667
Current liabilities	\$ 4,792,820	\$ 1,938,226
Long term liabilities	4,085,553	1,744,312
Total liabilities	8,878,373	3,682,538
Shareholders' equity	25,253,870	27,036,129
Total liabilities & shareholders' equity	\$ 34,132,243	\$ 30,718,667

For the 3 month period ended March 31, 2016, the Company's cash and cash equivalent position increased to \$2,223,767 from \$400,318 at December 31, 2015. Cash was used to fund exploration and general corporate expenses. Remaining current assets largely comprise the HST receivable.

Long term assets comprise the restricted cash (\$355,540) for closure costs and capitalized exploration and evaluation expenditures. The balance of exploration and evaluation expenditures increased by \$4,875,015 to \$34,272,322 in the first quarter mostly due to bulk sample costs. First shipments of ore for processing at the Hemlo mill took place in early April. The resultant revenues will be credited to capitalized exploration and evaluation expenditures in future periods for the duration of the bulk sample.

The increase in current liabilities reflects the increase in amounts owing to the contract miner, Technica, under the bulk sample. Long term liabilities increased due to the secured notes financing and the increase in deferred contract mining fee.

During 2015, the Company entered into a contract with Technica to complete the bulk sample work on a fixed price contract basis. The total amount of the Technica contract is based on a budgeted cost amount of \$13,938,157 ("Budget Amount"), which is invoiced to Harte Gold as the work is completed, plus a 20% contractor fee (\$2,787,631). As of March 31, 2016, \$5,133,413 of the Budget Amount had been invoiced under the contract. Based on the current work schedule, the Company expects the bulk sample work to be completed by the fourth quarter 2016, with final work and billing to be completed by Technica shortly thereafter. The contractor fee payment is deferred and payable after completion of the bulk sample. 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. Technica has the option to elect that the full amount of the fee be paid in common shares of the Company. Accordingly, the Company has accrued the contractor fee earned through March 31, 2016 in the amount of \$1,026,682, with 50% recorded as a long-term liability and 50% recorded as shares to be issued. Under the terms of the Technica contract, Harte Gold must also reimburse Technica for cost over-

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runs up to a maximum of \$696,908 (5% of the Budget Amount). Should Technica's costs be lower than the Budget Amount, the savings are shared equally between Harte Gold and Technica.

LIQUIDITY AND CAPITAL RESOURCES

The Company had a working capital deficit of \$2,156,297 at March 31, 2016 (working capital deficit of \$846,528 at December 31, 2015) excluding the liabilities for contingency provisions and flow-through share premiums. The deficit results from amounts owing for contract mining. The contract specifies that payments are deferred to better match the revenues to be generated from the bulk sample.

During the 3 months ended March 31, 2016, \$4,195,647 was spent on exploration and evaluation costs for the Sugar Zone Property.

During the 3 months ended March 31, 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. Subsequent to the end of the reporting period the Company raised gross proceeds of \$1,350,000 pursuant to the closing of second and third tranches of the above referenced flow through unit private placement.

Management believes the Company has sufficient working capital resources at present. However, additional funding will be required to complete the bulk sample. The Company is evaluating various funding structure alternatives.

SUMMARY OF QUARTERLY RESULTS

	2016	2015				2014		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Total Revenue	\$ 308	\$ 2,307	\$ 462	\$ 1,396	\$ 1,828	\$ 6,582	\$ 2,044	\$ 716
Net Income / (Loss)	(294,542)	(1,044,140)	(158,517)	(157,972)	(160,223)	(437,716)	(240,073)	(418,840)
Income / (Loss) per Share - basic and fully diluted	(0.001)	(0.003)	(0.001)	(0.001)	0.001	(0.002)	(0.001)	(0.002)

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 Q1 2016 over the prior year as a result of increased activities in support of the bulk sample, which began in mid-October.

The timing and amount of stock option grants affects the quarters. \$43,524 stock-based compensation expense was recorded in Q1 2016. \$378,609 stock-based compensation expense was recorded in Q4 2015. Stock-based compensation expense of \$268,648 was recorded in Q2 2014 and a further expense of \$118,936 was recorded in Q3 2014.

Income from flow-through share issuance premiums was recognized in Q1 2014 of \$234,278 compared to \$56,673 in Q1 2015.

Q4 2015 includes an expense of \$354,779 for deferred income taxes recognized for the year compared to \$287,379 recognized in Q4 2014.

With the exception of the foregoing, expenses were relatively stable throughout the quarters.

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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.

CONTINGENCIES

Pursuant to a 2009 audit by the Canada Revenue Agency ("CRA") of 2003 exploration expenses, current management conducted a review of expenditures incurred and filings made in respect of flow-through share issuances during the period 2003 – 2008. This review uncovered issues related to the use of flow-through funds, timing of expenditures and other related compliance matters. The Company subsequently filed the required documents with CRA related to the issuance of flow-through common shares during this period. During the three months ended March 31, 2016, the Company received no CRA assessment notice in respect of the Part XII.6 interest and penalties (\$nil during the year ended December 31, 2015). The Company estimates that the remaining provision of \$103,817 is sufficient for any additional reimbursements that may be required.

The Company has filed a claim against former directors and officers of the Company that were retained, employed or otherwise engaged by the Company during the relevant period, for damages of \$750,000 relating to CRA liabilities and indemnity of \$750,000 for any amounts that have been or may need to be reimbursed to investors. Any recovery by the Company is very uncertain so no amount has been included in the financial statements for any such potential recovery.

FINANCIAL INSTRUMENTS

As at March 31, 2016, the Company's financial instruments are comprised of cash and cash equivalents, receivables, accounts payable and accrued liabilities and secured notes payable. The carrying value of receivables, accounts payable and accrued liabilities approximate their fair values due to the relatively short periods to maturity of these financial instruments.

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.

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.

RISKS AND UNCERTAINTIES

The exploration and development of mineral properties involves a high degree of risk, and the successful achievement of a profitable operation cannot be assured. 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. Costs of finding and evaluating an ore body are substantial, and may take several years to complete. The Company must overcome many risks associated with an early stage exploration property. Outstanding items to be completed include, but are not limited to, identification and quantification of a commercially viable ore body, confirmation of the Company's interest in the underlying claims and leases, completion of a feasibility study, funding of all costs to a commercial operating venture, completion of the permitting process, detailed engineering and procurement of a processing plant, and constructing a facility to support the mining activity. Construction and operational risks including, but not limited to, equipment and plant performance, metallurgical, environmental, cost estimation accuracy, and workforce performance and dependability will all affect the profitability of an operating property.

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External financing, primarily through the issuance of common shares, will be required to fund the Company's activities. There can be no assurance that the Company will be able to raise the requisite financing in the future.

OUTSTANDING SHARE DATA AS OF MAY 11, 2016

Issued and outstanding common shares	320,660,577
Share purchase warrants	50,497,928
Options	23,420,000
Fully Diluted shares	394,578,505

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 quarter ended March 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 press release 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

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information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

May 11, 2016

"Stephen G. Roman"

Stephen G. Roman
Chairman, President and CEO

"Rein A. Lehari"

Rein A. Lehari C.A.
Chief Financial Officer