

HARTE GOLD CORP.
Management's Discussion and Analysis of Financial Condition and Results of Operations
for the 9 months ended September 30, 2015

The following discussion of the results of operations and financial condition of Harte Gold Corp. ("Harte Gold" or "the Company") prepared as of November 11, 2015 summarizes management's review of the factors that affected the Company's financial and operating performance for the nine months ended September 30, 2015, 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 nine months ended September 30, 2015 ("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 2014 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, as well as the Stoughton-Abitibi Property (formerly Stoughton-Porcupine), located 110 km east of Timmins and held 100% for the majority of the claims and 90% for the remaining claims.

The Company's exploration and mine development activities are focused on the Sugar Zone Property which is approximately 29,300 hectares in size, comprising both mining claims and leases. The Sugar Zone Property covers an entire greenstone belt which includes the Sugar Zone Deposit within a surrounding buffer zone of claims.

Harte Gold has received all regulatory and permitting approvals required to proceed with a 70,000 tonne advanced exploration bulk sample ("bulk sample"). 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 mine development and regional exploration.

SUGAR ZONE PROPERTY - DEVELOPMENT UPDATE

During Q3 2015 Harte Gold made significant progress towards the commencement of mining operations under the bulk sample. Harte Gold continued road construction and site development activities and also entered into key preliminary agreements with contract mining company Technica Mining Inc., a toll milling agreement with Barrick Gold Corporation and a lending facility of up to US\$6 million from Auramet International LLC. Harte Gold anticipates entering into Final Agreements with the foregoing prior to the end of November.

Harte Gold completed an in-fill drill program designed to increase certainty in the Jewelry Box Zone and test two strongly mineralized areas within the Sugar Zone Deposit located closer to the Portal. These two

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areas; named Zone 1 and Zone 2, are currently being assessed for their potential to support earlier production than was originally scheduled under the mine plan, thereby reducing capital and accelerating project timelines. As of the date hereof, underground ramp development is underway and an initial ore stockpile has been established on surface. Site development and road work is expected to continue through the end of the year.

OUTLOOK

Harte Gold is currently working on the following initiatives:

- Finalize agreements with key project partners
- Target first ore delivery to the Hemlo Mill early Q1, 2016
- Complete Wolf Zone block model, test plunge extension with drill program Q1 2016
- Continue regional exploration on high priority targets to expand the gold resource
- Develop and complete an initial drill program at the Stoughton-Abitibi property

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 September 30, 2015	3 Months Ended September 30, 2014	9 Months Ended September 30, 2015	9 Months Ended September 30, 2014
Net Income (Loss)	\$ (158,517)	\$ (240,073)	\$ (476,713)	\$ (560,429)
Income / (Loss) per weighted average share	(0.001)	(0.001)	(0.002)	(0.003)

Balance Sheet	September 30, 2015	December 31, 2014
Total Assets	\$ 27,061,682	\$ 26,006,144
Cash and cash equivalents	523,698	1,656,234
Exploration and evaluation expenditures	25,864,889	23,769,300

During the 9 months ended September 30, 2015, the Company recorded a loss of \$476,713 compared to a net loss of \$560,429 for the 9 months ended September 30, 2014. The major differences relate to recognition of flow-through share premiums, which were significantly higher in Q1 2013 compared with Q1 2014, expenses related to stock-based compensation in Q2 & Q3 2014 (\$nil in 2015), and an overall increase in salaries, management fees and rent expenses concurrent with increased activity. For the 3 months ended September 30, 2015, the Company incurred a loss of \$158,517 compared to a loss of \$240,073 for the 3 months ended September 30, 2014.

Excluding income recognized from the flow-through share premiums and expenses related to stock-based compensation, corporate costs were \$537,072 for the 9 months ended September 30, 2015 compared to \$410,821 for the 9 months ended September 30, 2014 (\$158,979 for the 3 months ended September 30, 2015 compared to \$123,181 for the 3 months ended September 30, 2014).

For the 9 month period ended September 30, 2015, the Company's cash and cash equivalent position decreased to \$523,698 from \$1,656,234 at December 31, 2014. Cash was used to fund exploration and general corporate expenses.

Financing

The Company has completed \$1,522,700 in private placements in the 9 months to September 30, 2015 (\$656,000 of which were flow-through) compared to \$3,205,125 for the same period in 2014 (\$1,450,100

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of which was flow-through). Of these amounts, \$972,700 was raised in private placements during Q3 2015, compared to \$1,675,125 during the same period in 2014.

Additionally, proceeds of \$343,020 were received from warrants exercised in 2014 (\$180,733 in Q3 and \$162,287 in Q2) No warrants have been exercised in 2015.

Corporate Expenses

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 September 30, 2015	3 Months Ended September 30, 2014	9 Months Ended September 30, 2015	9 Months Ended September 30, 2014
Stock-based compensation	\$ -	\$ 118,936	\$ -	\$ 387,584
Office and general	49,476	32,515	143,397	94,917
Management and consulting	60,000	60,000	230,000	180,000
Professional fees	25,598	10,030	45,177	35,079
Shareholder information	19,781	19,135	104,412	95,619
Flow-through share premium	-	-	(56,673)	(234,278)

- The stock-based compensation expense reflects the granting of 8,640,000 options in the 9 months ended September 30, 2014, of which 5,300,000 were included as expense and 3,340,000 were included as part of exploration and evaluation expenditures. Of these, 750,000 options were granted in the 3 months ended September 30, 2014, of which, 550,000 were included as expense and 200,000 were included as part of exploration and evaluation expenditures. Additionally, the exploration and evaluation expenditures include a cost for the vesting of certain stock options that were granted in 2011. No stock options were granted during the 9 months ended September 30, 2015.
- Increases in office and general expenses for the 9 months ended September 30, 2015 to \$143,397 from \$94,917 reflects an increase in office rental expenses and salaries expenses.
- Management and consulting expenses increased in the 9 months ended September 30, 2015 as a result of bonus payments during Q1 2015.
- Professional fees are higher in 2015 as a result of contracts negotiated with Technica (contract mining), Auramet (gold loan) and Barrick Gold (contract milling).
- In Q1 2015, the Company renounced the expenses related to the 2014 flow-through share issues, resulting in an income amount of \$56,673. \$234,278 was recognized in Q1 2014 and as a result of renouncing expenses related to the 2013 flow-through share issues.

SUMMARY OF QUARTERLY RESULTS

	2015			2014			2013	
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Total Revenue	\$ 462	\$ 1,396	\$ 1,828	\$ 6,582	\$ 2,044	\$ 716	\$ 937	\$ 6,336
Net Income / (Loss)	(158,517)	(157,972)	(160,223)	(437,716)	(240,073)	(418,840)	98,484	(742,191)
Income / (Loss) per Share - basic and fully diluted	(0.001)	(0.001)	(0.001)	(0.002)	(0.001)	(0.002)	-	(0.003)

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

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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.

The timing and amount of stock option grants affects the quarters. No stock option expenses were recorded in 2015. In Q2 2014, the Company recorded stock option expense of \$268,648. Q3 2014, stock option expense was \$118,936.

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

Q4 2013 includes an expense of \$539,132 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.

LIQUIDITY AND CAPITAL RESOURCES

The Company had a working capital surplus of \$262,074 at September 30, 2015 (working capital surplus of \$1,430,386 at December 31, 2014) excluding the liabilities for contingency provisions and flow-through share premiums.

During the 9 months ended September 30, 2015, \$2,082,493 was spent on exploration and evaluation costs for the Sugar Zone Property, excluding non-cash items (\$1,046,216 during the 3 months ended September 30, 2015).

The Company expects to issue additional common shares to finance exploration and evaluation programs as warranted.

The Company has relatively small contractual commitments to pay rent for office, living and core storage areas in White River, Ontario and for certain access rights to its properties, which commitments are summarized in the unaudited condensed interim financial statements.

The Company made application to the Ministry of Northern Development and Mines ("MNDM") in Q4 2012 for a 70,000 tonne Advanced Exploration and Bulk Sample at the Sugar Zone deposit. The application included the submission of a Closure Plan, in connection with which Harte Gold provided \$348,906 to be held in trust by the MNDM to satisfy such Closure Plan requirements (current balance held in trust is \$353,933). The MNDM approved the Closure Plan in February 2013 as well as an amendment to the Closure Plan dated December 2014. As of the date hereof, the Company has received approval for all permits required to conduct the Advanced Exploration and Bulk Sample.

The Company will require additional funding to fund the Advanced Exploration and Bulk Sample program. To date, the Company has signed an Indicative Term Sheet for a gold loan with Auramet and due diligence is being completed. Additionally, the Company has raised \$2.3 million equity funds to supplement the Auramet facility.

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.

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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 year ended December 31, 2013, the Company paid a CRA assessment notice in respect of the Part XII.6 interest and penalties and reimbursed investors for a total expenditure of \$323,608 (\$1,668 during the year ended December 31, 2014). No payments were made in 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 September 30, 2015, the Company's financial instruments are comprised of cash and cash equivalents, receivables, accounts payable and accrued liabilities. 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.

The Company has no debt instruments.

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.

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 November 11, 2015

Issued and outstanding common shares	300,251,031
Share purchase warrants	55,366,122
Options	24,050,000
Fully Diluted shares	379,667,153

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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 nine months ended September 30, 2015 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 information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

November 11, 2015

"Stephen G. Roman"

Stephen G. Roman
Chairman, President and CEO

"Rein A. Lehari"

Rein A. Lehari, CPA, CA
Chief Financial Officer