HARTE GOLD CORP.
Management's Discussion and Analysis of Financial Condition and Results of Operations
for the three months ended March 31, 2017

The following discussion of the results of operations and financial condition of Harte Gold Corp. ("Harte Gold" or "the Company") prepared as of May 8, 2017 summarizes management's review of the factors that affected the Company's financial and operating performance for the three months ended March 31, 2017, 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 financial statements as at and for the three months ended March 31, 2017 ("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.

COMPANY 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 projects: the 100% owned pre-production stage Sugar Zone Property, located 60 km east of the Hemlo area gold mines and northeast of the town of White River and the exploration stage 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 principal focus is the Sugar Zone Property which now comprises over 80,000 hectares, including 29,435 hectares held at 2016 year end, 32,592 hectares acquired in Q1 2017, and approximately 20,000 hectares thereafter. During 2015. This land position includes four (4) mining leases (1,467 hectares), with the remaining ground comprising unpatented mining claims. The Sugar Zone Deposit and current mining operations are located within the leased claims. A portion of the new claims are contiguous to the Sugar Zone property and the balance are connected by similar geological structure.

As outlined in the Preliminary Economic Assessment, 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 is ongoing, both on the Sugar Zone Deposit, and elsewhere on the property package.

In 2015, Harte Gold received all regulatory and permitting approvals required to proceed with a 70,000 tonne Bulk Sample program of the Sugar Zone Deposit. The Bulk Sample project began Q4 2015 and was completed in March 2017. Permitting and pre-development activities relating to development and operation of the project are ongoing and discussed in detail below.

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

Q1 2017 HIGHLIGHTS

- Initiated aggressive $15 million (75,000 metres) drill program with 6 rigs active:
    - Sugar Zone: Infill drilling confirming continuity and grade; step-out drilling extends mineralization down-dip.
    - Middle Zone: Step-out drilling expands zone to 400 metres on strike and 700 metres down dip; deeper drilling suggests potential to converge with Sugar Zone at depth.
    - Wolf Zone: Initial testing below historical shallow drilling commenced early Q2 2017.
- Property-wide airborne geophysical program underway.
- Land position expanded to encompass the majority of the Dayohessarah Greenstone Belt.
- Updated resource estimation to be undertaken as part of NI 43-101 Technical Report, currently anticipated for Q1 2018.
- Sugar Zone Deposit Bulk Sample completed, providing valuable insights relating to geotechnical conditions, mining dilution, grade reconciliation, recovery, preferred mining methods and costing.
- Phase 1 Production permits received; Commercial Production permits anticipated in Q3 2017, following submission of amended closure plan.
- Development work progressing, including award of EPCM Mill Construction contract ($2.3 million) to Halyard Inc. and Underground Development contract ($12 million) to Technica Group Inc.
- The Company remains on track for initial production in Q2 2018, subject to timely receipt of permits.
- Ongoing build out of management team; key hires include Mine General Manager, Chief Mine Geologist, Chief Exploration Geologist and VP Corporate Development.
- Harte Gold received the "Developer of the Year" Award from Northwestern Ontario Prospectors Association, in recognition of the exploration success and advancement of the Sugar Zone.
- Harte Gold's cash and working capital position as of March 31, 2017 was $24.9 million and $15.2 million respectively.

SUGAR ZONE PROPERTY UPDATE

Exploration Activity

The Company has committed to an aggressive $15 million program for 2017, encompassing approximately 75,000 metres across three existing principal mineralized zones as discussed below. A detailed discussion of drilling results have been reported by the Company in news releases, dated *February 22, 2017, March 16, 2017 and April 26, 2017*, and are available on the Company's web site. A summary of the program objectives and recent results is set out below.

Sugar Zone Deposit

Drilling at the Sugar Zond Deposit for 2017, is currently distributed roughly as follows:

- Approximately two thirds infill drilling (25–50 metre spacing) of the upper 400 metres of the existing resource, with the objective of upgrading this area of planned early production from the Inferred Resource Category to the Indicated Resource Category;
- One third step-out drilling targeting resource extensions, both at depth below 400 metres and on-strike.

During the quarter, infill drilling was generally successful in confirming continuity and grade within the currently defined resource. Highlights include the following intercepts:

- SZ-17-133: 41.71 g/t over 1.75 metres (*); and
- SZ-17-134: 33.60 g/t over 1.8 metres (*)

Step-out drilling encountered mineralization down dip from the existing resource, with highlights including:

- SZ-17-138: 65.39 g/t over 3.00 metres (*), from 721 metres downhole; and
- SZ-17-143: 66.78 g/t over 3.20 metres (*), from 703 metres downhole

(*) Core intersection lengths are approximately 80% true width, assay results are uncut, fire assay with metallic screen on samples > 10 g/t).

Middle Zone

The Middle Zone is located 500 metres north of the Sugar Zone Deposit and situated 300 metres below surface.

During Q1 2017, drilling was principally on 100 meter step outs, and was successful in expanding the dimensions of the zone to 400 metres on strike and 700 metres down dip. It has also defined an upper vertical extent at around 150 metres from surface and a northern extent where the zone is cut-off by a post-mineral gabbro intrusion. The zone currently remains open to the south and at depth, where early drilling towards the Sugar Zone Deposit indicated that the two deposits may converge at depth. Drilling highlights included the following intercepts:

- WZ-17-54: 13.31 g/t over 3.85 metres (*);
- WZ-17-58: 14.02 g/t over 3.03 metres (*);
- WZ-17-67: 14.86 g/t over 1.81 metres (*); and
- WZ-17-68: 17.17 g/t over 1.76 metres (*)

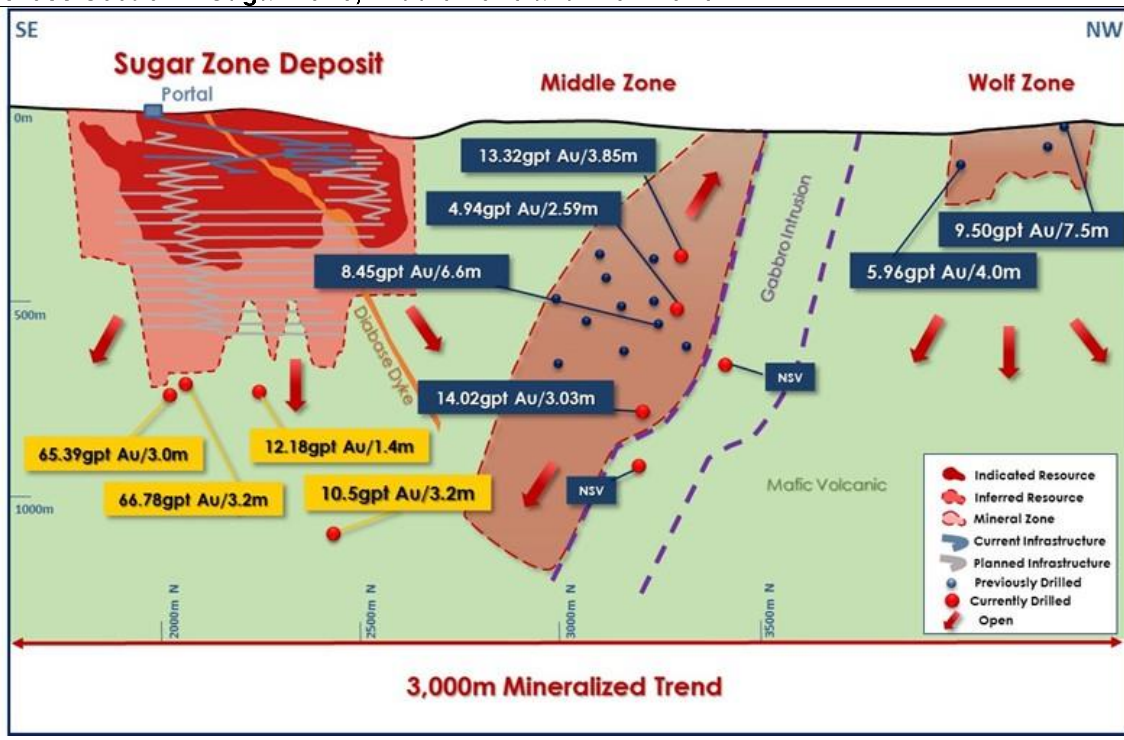
(*) Core intersection lengths are approximately 80% true width, assay results are uncut, fire assay with metallic screen on samples > 10 g/t).

Wolf Zone

The Wolf Zone is located 500 metres north of the Middle Zone, where historical shallow drilling (to 150 meters depth) had previously confirmed that the mineralized system continues to the north, beyond the gabbro intrusion that cuts-off the Middle Zone. Recent interpretation by Company geologists suggests similar characteristics with the Middle Zone, where the mineralized system improves materially below 150 metres at depth.

Following the end of Q1 2017, a rig was mobilized to begin testing the potential at depth, and results will be released once sufficient drilling has been completed to accurately assess the continuity of mineralization.

Cross Section – Sugar Zone, Middle Zone and Wolf Zone



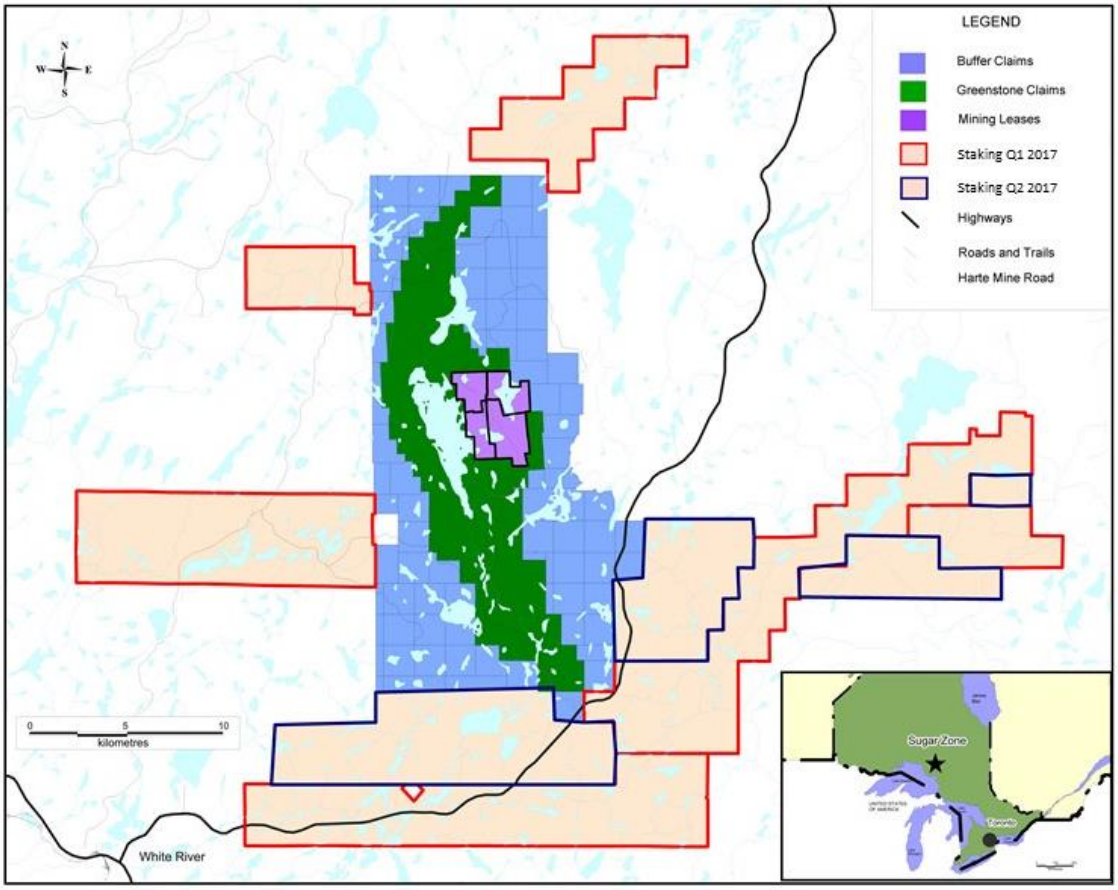
Regional Exploration

A detailed high resolution Airborne Magnetic Survey (7,870 line kms.) has been completed and HTEM Survey (2,881 line kms.) is expected to be started shortly, covering both the original Sugar Zone Property and the claims acquired during Q1 2017 (62,067 hectares in total). An Electromagnetic Survey over the same area will now begin. These surveys will better define important structural geological controls and inform ground follow-ups (geochemical and field mapping) and target definition for drilling during the latter part of the 2017 field season. A budget for follow-up exploration activities will be developed following interpretation of the survey data.

Increase in Land Position

During Q2 2017, the Company staked approximately an additional 20,000 hectares, increasing total land package to over 80,000 hectares, a portion of which are contiguous to the Sugar Zone property and the balance is connected by similar geological structure. The Company has now secured the majority of majority of the Dayohessarah Greenstone Belt and extensions thereof. The additional staking is based on the compilation of historical geophysics and geological survey data. The new ground features limited previous exploration work and hosts significant new discovery potential.

Harte Gold Total Land Package



Advanced Exploration Bulk Sample

The 70,000 tonne Bulk Sample program began in October 2015 and has now been completed, with the last of the material shipped off site for processing in March 2017. Under the program, Bulk Sample material was shipped to the neighboring Hemlo Mill, owned by Barrick Gold Inc., under a toll milling agreement. On completion of the Bulk Sample program, the Company had shipped 67,425 dry tonnes of material at an average grade of 8.28 grams/tonne for proceeds of approximately $27.7 million. Proceeds have been re-invested in the Sugar Zone Property to continue surface and underground development in preparation for commercial production.

Harte Gold began portal and underground ramp development in October 2015 and approximately 2,000 metres of underground development was completed as part of the Bulk Sample program. Mining operations were successful as the Company gained valuable insight into geotechnical conditions, 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 and related costs.

Permitting

Harte Gold received its first production permit on January 12, 2017. The Phase I Production 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 and facilitates 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, as well as milling on site. The Company currently anticipates receipt of Commercial Production permits in Q3 2017.

Development Activities

Development work progressed significantly during the quarter, with the award of a number of contracts, including a $2.3 million Engineering, Procurement and Construction Management ("EPCM") Contract for mill construction to Halyard Inc. and a $12 million Underground Development Contract to Technica Group Inc. Tailings design is being undertaken by AMEC.

Halyard mill design is building on previous metallurgical work by SGS Lakefield which confirmed simple metallurgy and high recoveries, with a planned flow sheet that produces both gold dore and high grade sulphide concentrate, with no on-site use of cyanide, thereby reducing capital and operating costs and expediting permitting activities.

Under the existing Phase 1 Production permit; the Company and Technica will undertake additional ramp, sill, vent raise and stope development ahead of commissioning of on-site milling facilities.

Surface construction activities are expected to commence in late Q2. Assuming timely receipt of permits, the Company currently anticipates that initial production will occur in Q2 2018.

Updated Technical Report

The Company has retained Roscoe Postle Associates Inc. ("RPA") as lead consultant in connection with the preparation of an updated NI 43-101 Compliant Technical Report ("TR"), which is expected to include an updated resource estimation, initial reserves and mine plan relating to the Sugar Zone and a maiden resource estimate of the Middle Zone. The TR is currently anticipated to be released in Q1 2018.

OUTLOOK

- Results from Sugar Zone Deposit in-fill and down dip drill program and Middle and Wolf Zone step-out drill programs (ongoing)
- Initial results from follow up field work on the balance of the Sugar Zone Property (H2 2017)
- Commercial Production permits (expected Q3 2017);
- Arrangement of residual funding requirements (via debt and/or equity) (ongoing)
- Mobilization of surface construction activities for development of Sugar Zone project (Q2 2017)
- Completion of facilities and commissioning (expected Q1 2018)
- Release of Updated Technical Report on Sugar Zone project (expected Q1 2018)

RESULTS OF OPERATIONS

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

Results of Operations		**3 Months Ended March 31, 2017**		3 Months Ended March 31, 2016
Net Income (Loss)	**$**	**3,928,089**	$	(294,850)
Income (Loss) per weighted average share	**$**	**0.009**	$	(0.001)

During the 3 months ended March 31, 2017, the Company recorded net income of $3,928,089 compared to a net loss of $294,850 for the 3 months ended March 31, 2016.

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		**3 Months Ended March 31, 2017**		3 Months Ended March 31, 2016
Office and general	**$**	**79,446**	$	65,211
Management and consulting		**240,500**		174,000
Professional fees		**18,423**		21,649
Shareholder information		**97,947**		49,120
Promotion and travel		**78,983**		1,198
Stock-based compensation		**149,445**		43,524
Interest and accretion expense		**149,933**		-
Flow-through share premium		**(4,680,385)**		(60,000)

- Management and consulting expenses increased as a result of executive search fees paid in 2017.
- Shareholder information expenses increased in 2017 as a result of higher listing fees and investor relations costs.
- Promotion and travel expenses in 2017 reflect the costs of site visits with analysts and investors, as well as the costs of attending investor conferences.
- Stock-based compensation awards of 500,000 options were made in 2017, compared to 350,000 options in 2016. These options were granted to directors. Additionally, 1,100,000 options were granted to management and employees at the mine site, which option grants were capitalized to exploration and evaluation expenses. The increased expense amount largely reflects the increased share price and consequently, increased fair value of the options granted in 2017.
- Interest expense includes both cash interest paid and non-cash loan accretion expense on the $2,500,000 note that was issued at the end of Q1 2016.
- In Q1 2017, the Company renounced expenses related to the 2016 flow-through share issuances, resulting in an income amount of $4,680,385 (2016 - $60,000).

FINANCIAL CONDITION

The Company's financial position at March 31, 2017 and December 31, 2016 is summarized as follows:

Financial Position	March 31, 2017	December 31, 2016
Current assets	**$ 30,072,007**	$ 30,035,355
Long term assets	**49,978,373**	45,811,193
Total assets	**$ 80,050,380**	$ 75,846,548
Current liabilities	**$ 12,522,324**	$ 15,064,937
Long term liabilities	**4,446,063**	4,199,880
Total liabilities	**16,968,387**	19,264,817
Shareholders' equity	**63,081,993**	56,581,731
Total liabilities & shareholders' equity	**$ 80,050,380**	$ 75,846,548

For the quarter ended March 31, 2017, the Company's cash and cash equivalent position decreased to $24,852,508 from $27,232,409 at December 31, 2016. Cash was largely used to fund the Bulk Sample program, exploration drilling and general corporate expenses. Other current assets comprise the HST and gold receivables.

Long term assets include restricted cash for closure costs, property and equipment costs, and capitalized exploration and evaluation expenditures. Property and equipment costs increased by $454,588 in Q1 2017, primarily due to the costs of additional vehicles purchased and the cost to purchase land and buildings in White River used for accommodation. The balance of exploration and evaluation expenditures increased by $3,712,592 to $47,883,257 in Q1 2017, net of $10,004,718 bulk sample revenues for ore processed at the Hemlo mill during the quarter.

The increase in current liabilities reflects an overall increase in amounts owing to the contract miner, Technica, under the Bulk Sample, increased payables owing to drillers for the expanded drilling program, a transfer to current liabilities of the Secured Notes which are due on March 31, 2018 and the transfer to income of renounced flow-through share premiums.

LIQUIDITY AND CAPITAL RESOURCES

The Company had a working capital surplus of $15,230,570 at March 31, 2017 (working capital surplus of $19,650,803 at December 31, 2016) excluding the liabilities for flow-through share premiums. The decline in working capital surplus reflects the impact of continued expenditures under the Bulk Sample program, expenditures under the 30,000 tonne Phase 1 Production program, increased drilling expenditures and the transfer of long-term liabilities to current liabilities for amounts due within the next 12 months, offset in part by cash inflows from the exercise of warrants and stock options.

During the quarter ended March 31, 2017, $11,351,820 was spent on exploration and evaluation costs for the Sugar Zone Property, excluding non-cash items. Bulk sample revenues of $8,116,438 were received during Q1 2017, excluding amounts included 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. For the quarter ended March 31, 2017, further proceeds of $2,194,199 have been realized as a result of the exercise of 13,085,215 warrants and 250,000 stock options.

The cash balance at March 31, 2017 was $24,852,508. Additional funding will be required to support the expanded exploration program and to move into commercial production. The Company is evaluating various funding structure alternatives. While the Company has been successful in accessing funding in the past, there can be no assurance that it will be able to access funding in the future on terms acceptable to it.

SUMMARY OF QUARTERLY RESULTS

	2017	2016				2015		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Total Revenue	$ 62,513	$ 18,918	$ 4,711	$ 837	$ 308	$ 2,307	$ 462	$ 1,396
Net Income / (Loss)	3,928,089	(1,725,729)	(484,952)	(502,364)	(294,542)	(1,044,140)	(158,517)	(157,972)
Income / (Loss) per Share - basic and fully diluted	0.009	(0.005)	(0.001)	(0.002)	0.001	(0.003)	(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 Q1 2017 over the prior year as a result of increased activities in support of the Bulk Sample and general exploration.

Q2 2016 through Q1 2017 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. $149,445 stock-based compensation expense was recorded in Q1 2017, $1,491,369 was recorded in Q4 2016, $43,524 was recorded in Q1 2016, and $378,609 was recorded in Q4 2015.

Q1 2017 includes a flow-through share premium amount of $4,680,395 compared to $60,000 in Q1 2016.

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.

FINANCIAL INSTRUMENTS

As at March 31, 2017, 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.

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 MAY 8, 2017

Issued and outstanding common shares	453,281,074
Share purchase warrants	23,867,253
Options	36,870,000
Fully Diluted shares	514,018,327

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, 2017 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.

May 8, 2017

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

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