PAN GLOBAL RESOURCES INC

MANAGEMENT DISCUSSION AND ANALYSIS

Year Ended January 31, 2017

GENERAL

This Management's Discussion and Analysis ("MD&A") supplements, but does not form part of, the annual audited financial statements of Pan Global Resources Inc. (the "Company" or "Pan Global" or "PGZ") for the fiscal year ended January 31, 2017. The following information, prepared as of May 26, 2017 should be read in conjunction with the audited financial statements for the year ended January 31, 2017 and the related notes therein. The Company reports its financial position, results of operations and cash flows in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All amounts are expressed in Canadian dollars unless otherwise indicated. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com and on the Company's web site at www.panglobalresources.com.

FORWARD LOOKING STATEMENTS

This MD&A may contain "forward-looking statements" that reflect the Company's current expectations and projections about its future results. Forward-looking statements are statements that are not historical facts, and include but are not limited to:

- estimates and their underlying assumptions;
- statements regarding plans, objectives and expectations with respect to the effectiveness of the Company's business model, future operations, the impact of regulatory initiatives on the Company's operations, and market opportunities;
- general industry and macroeconomic growth rates;
- expectations related to possible joint or strategic ventures; and
- statements regarding future performance.

Forward-looking statements used in this MD&A are subject to various risks, uncertainties and other factors, most of which are difficult to predict and are generally beyond the control of the Company. These risks, uncertainties and other factors may include, but are not limited to: unavailability of financing, failure to identify commercially viable mineral reserves, fluctuations in the market valuation for commodities, difficulties in obtaining required approvals for the development of a mineral project, and other factors.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks, uncertainties and other factors, including the risks, uncertainties and other factors identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by securities law.

HIGHLIGHTS FOR THE YEAR AND SUBSEQUENT:

The Company:

- Announced a new focus and direction for the Company including a restructuring of the Board and an agreement to acquire the highly prospective Minera Aguila exploration licenses in Spain.
- Relinquished the Balkans Lithium/Borax exploration licenses which included the cancellation of 4,781,328 shares issued pursuant to the agreement to originally acquire the Balkans licenses.
- Completed restructuring of the Company that reduced or cancelled significant amounts owing to certain directors and officers.
- Announced the completion of a Private Placement of 21,236,000 units for gross proceeds of $1,061,500. Each unit consists of one common share and one share purchase warrant entitling the holder of each full warrant to purchase one common share of the Company at a price of $0.10. The warrants expire on March 6, 2020.
- Announced the appointment of Mr. Tim Moody as President and CEO. Mr. Moody is a highly respected geologist with a strong track record in the discovery and development of mineral resource properties. Mr. Moody has spent the past 24 years with Rio Tinto, including Exploration Director from 2005 – 2010, and Vice President and Director of Business Development from 2010 to 2015.

COMPANY OVERVIEW

The Company was incorporated under the provisions of the Business Corporations Act (British Columbia) on February 1, 2006 and is classified as a Tier II mining company, effective June 8, 2009 and trades on the TSX Venture Exchange ("TSX.V"). On December 21, 2009 the Company changed its name from Mosam Capital Corp. to Pan Global Resources Inc.

The Company's principal business activities are the acquisition of rights to explore for minerals and the exploration of acquired rights. Pan Global was primarily focused on the early stage exploration through to development of resources of borate and associated lithium in the Balkans through a share purchase agreement for the private company. The Company proceeded to drill select licences and although results were encouraging and indicated that there is potential for a large basin of mineralization, drilling did not intersect intervals mineralization of the grades and widths that could prove economic. The Company could not attract partners to invest and advance the projects. Furthermore the Company could not attract any additional investment from the financial markets. Based on these factors the Company relinquished all licences in early 2015 and actively sought other opportunities in the mineral sector.

On September 13, 2016 the Company announced a new focus and restructuring of its board of directors. On November 18, 2016, the Company entered into a Share Option Agreement (the "Agreement") with Timothy Moody (the "Vendor") to purchase 100% of the Vendor's Spanish exploration company Minera Águila S.L. ("Minera Águila") Minera Águila has applied for three exploration licenses in Central-Southern Spain comprising a total area of approximately 11,302 hectares, reduced from an initial application area of approximately 21,580 hectares. On March 6, 2017, the Company announced that final approval of the Agreement had been granted by the TSX.V.

The terms of the Agreement provide for the issuance of 4.7 million Company shares and the payment of $450,000 to the Vendor under the following conditions:

Issuance of Company shares to the Vendor

Date	Number of Shares	Cumulative
Upon the day that is six (6) months following receipt of final TSX.V approval	2,200,000	2,200,000
Upon the day that is eighteen (18) months following receipt of final TSX.V approval	2,500,000	4,700,000

Cash Payments to the Vendor:

Date	Amount ($CDN)	Cumulative
Upon the day that is six (6) months following receipt of final TSX.V approval	$50,000	$50,000
Upon the day that is eighteen (18) months following receipt of final TSX.V approval	$150,000	$200,000
Upon the day that is thirty six (36) months following receipt of final TSX.V approval	$250,000	$450,000

Exploration Expenditures and Work Commitments

In addition to the cash and share payments detailed above, the Company will fund exploration expenditures of $1,000,000 on the Property over a period of three (3) years commencing on the date of closing of this transaction, of which not less than $250,000 shall be completed notwithstanding any decision by the Company not to proceed with further exploration.

Concurrently with the first cash payment and share issuance, Mr. Tim Moody shall be entitled to have one nominee appointed to the board of directors of the Company.

Private Placement

On March 6, 2017 the Company completed a non-brokered private placement and issued 21,230,000 units at a price of $0.05 per unit for gross proceeds of $1,061,500. Each unit consist of one common share and one

share purchase warrant entitling the holder of each full warrant to purchase one common share of the Company at a price of $0.10. The warrants expire on March 6, 2020. The expiry date of the warrants may be accelerated by the Company if the common shares of the Company achieve a volume weighted average trading price greater than $0.13 for twenty (20) consecutive trading days.

Update on Balkan Exploration

The Company has entered into an agreement with former director and Operations Manager Mr. Petr Palkovsky pursuant to which Mr. Palkovsky has agreed to surrender for cancellation 4,781,328 common shares of the Company. The Company and Mr. Palkovsky have entered into a mutual release of claims. These shares were issued to a company controlled by Mr. Palkovsky as partial consideration for Serbian and Bosnian exploration properties acquired by the Company from Mr. Palkovsky. The Company is not proceeding with any further exploration of the Serbian and Bosnian properties. The 4,781,328 common shares were cancelled on September 29, 2016.

Corporate Update

Change in Directors: Mr. Julian Bavin, Mr. Petr Palkovsky and Mr. Bill Pennell have resigned as directors of the Company. Mr. Bavin has also resigned as President and CEO of the Company. Mr. Brian Kerzner, a director of the Company, was appointed President and CEO in place of Mr. Bavin. Mr. Bob Parsons was appointed as a director of PGZ. Mr. Parsons is a Chartered Professional Accountant (CPA, CA) and retired PricewaterhouseCoopers (PwC) partner where his career spanned 34 years. At PwC, Bob headed up the firm's global mining practice. Following retirement from PwC, as an independent consultant Bob has advised more than twenty governments around the world on mineral policy matters, and has served on the board of directors of nine listed mineral exploration companies. Bob is currently a director of Kennady Diamonds Inc., Indico Resources Ltd., and Prism Resources Inc. He has served on the boards of the PDAC (1985-2003), the Indonesian Mining Association, the Canada Indonesia Chamber of Commerce, the World Mines Ministries Forum, the Canadian Minerals Industry Federation, the Advisory Council of the Centre for Resource Studies at Queens University, and the Professional Advisory Board of the Government of Canada's Petroleum Monitoring Agency. In 2005, the PDAC presented Bob with their Distinguished Services Award, and in 2013 the Government of Canada awarded him the Queen Elizabeth II Diamond Jubilee Medal for his contribution to Canada's mining industry. Mr. Parsons is a graduate of McGill University (B.Com, 1968) and a resident of British Columbia.

Appointment of new CEO: In April 2017 the Company appointed Mr. Tim Moody as President and Chief Executive Officer. Mr. Moody has over 30 years of international experience in the mining industry, gaining expertise in mineral exploration, resource assessment, business development and strategy. He spent 24 years with Rio Tinto, including Exploration Director from 2005 – 2010, and Vice President and Director for Business Development from 2010 to 2015. As Director of Business Development at Rio Tinto, his responsibilities included corporate strategy, M&A and public market transactions. He was also Rio Tinto's Exploration Manager for Spain and Portugal from 1997-2000.

Mr. Moody has an impressive track record of discovery of mineral resources as well as commercial transactions globally. This includes leading the teams in identification and exploration of several projects now in feasibility and/or production, such as Mina Justa, Constancia, La Granja, Corani and Ollachea in Peru and Castillejito in Spain.

Mr. Moody has a Bachelor of Science with Honours in Geology and Geophysics from the University of New England. He is also a graduate of the Senior Leadership Program from the London Business School and Business Leadership Development Program from the Australian Graduate School of Management, and a Fellow of the Society of Economic Geologists.

OUTLOOK

The primary goal of the Company's exploration program is to discover and develop new Mineral Resources and to establish a pipeline of opportunities. The company has commenced work in the Aguilas Project and most recently, the Escacena project. The company manages the Aguilas Project through its agreement to acquire Spanish company, Minera Aguila. Minera Aguila holds the Las Aguilas I, II and III Investigation Permit applications, referred to as the "Aguilas Project". The company entered a Letter of Intent with Evalam 2003 SL, providing an Option to Acquire 100% of the Escacena mineral rights.

Permitting of Aguilas I, II and III mineral rights continues to progress. The initial prospecting on the Aguilas Project is aimed at identifying the extent and nature of the copper and lead silver mineralization. Results to-date have confirmed high grade copper mineralisation with associated gold, silver, cobalt and uranium in grab samples. The style of mineralisation and metal association share many similarities to iron-oxide associated copper deposits, such as occur in the Olympic Dam and Cloncurry districts in Australia. There is no historical exploration drilling on the copper structure and there has been almost no modern exploration in the area. Prospecting and re-evaluation of the historic lead-silver mine trend within the Aguilas project area is also planned.

Following signing of the Letter of Intent with Evalam 2003 SL, permitting of the Escacena Mineral Rights will be advanced. Compilation of the historical exploration data and reprocessing of geophysical data has commenced. The project includes a large untested gravity anomaly at La Cañada and stockwork plus massive sulphide copper mineralisation that appears open in several directions at the La Romana target.

The company is continuing to review other opportunities and seek other mineral rights acquisition and exploration opportunities.

RESULTS OF OPERATIONS

For the Year Ended January 31, 2017

The net income for the year ended January 31, 2017 was $432,034 compared to a loss of $235,291 in the prior year. In the current year, the net income is owing to the reversal of amounts owing, including to certain officers and directors who forgave amounts owing to them. Expenses were focused on regulatory fees as the Company paid its annual sustaining fees for the coming year to the TSX Venture Exchange and also paid for

the filing costs of its annual financial reports. The Company incurred $18,118 in exploration expenditures for the consulting fees related to the 43-101 technical report on the Aguilas Project. The prior year saw $29,000 in exploration expenses related to the relinquished Serbian projects.

For the Three Months Ended January 31, 2017

The net income for the quarter was $32,378 compared to a loss of $85,480 in the prior comparative quarter. Expenses in the Quarter focused on regulatory fees, and expenses of the CFO and Corporate Secretary who is also the Company's legal counsel.

SUMMARY OF QUARTERLY RESULTS

Quarter ended	January 31, 2017	October 31, 2016	July 31, 2016	April 30, 2016
Exploration expenditures (recovery)	$ 18,118	$ -	$ -	$ -
Net income (loss) for the period	$ 32,378	$ (16,689)	$ 58,443	$ 357,902
Income (loss) per share - basic and diluted	$ 0.00	$ (0.00)	$ 0.00	$ 0.01

Quarter ended	January 31, 2016	October 31, 2015	July 31, 2015	April 30, 2015
Exploration expenditure	$ 8,648	$ -	$ -	$ 20,352
Net loss for the period	$ (85,480)	$ (12,115)	$ (18,822)	$ (118,872)
Loss per share - basic and diluted	$ (0.01)	$ (0.00)	$ (0.00)	$ (0.00)

The loss for the quarters has been consistent with minimal exploration activities as the Company sought a new project. Regulatory, legal, accounting and audit expenses were kept to a minimum. The net income in the quarters ended January 31 2107, July 31, 2016 and April 30, 2016 is owing to reversal of amounts owing, including to certain officers and directors who forgave amounts owing to them.

LIQUIDITY AND CAPITAL RESOURCES

Operating Activities

Due to the lack of funding operational activities were confined to regulatory payments required for its listing on the TSX.V and filing of its annual reports. The Company received $15,719 as a refund of GST. At January 31, 2017 the Company had $18,000 held in trust relating to subscriptions in advance of the non-brokered private placement.

Financing Activities

Subsequent to year end, the Company completed a non-brokered private placement and issued 21,230,000 units at a price of $0.05 per unit for gross proceeds of $1,061,500. Each unit consist of one common share and one share purchase warrant entitling the holder of each full warrant to purchase one common share of the Company at a price of $0.10. The warrants expire on March 6, 2020. As at January 31, 2017, the Company received $18,000 in subscriptions in advance of the non-brokered private placement.

Investing Activities - none

Requirement of Additional Equity Financing

The Company has relied entirely on equity financings for all funds raised to date for its operations. As noted above, the Company raised gross proceeds of $1,061,500 by way of non-brokered private placement. Additional funds will be needed in the future to facilitate the Company's business plans and any future potential property acquisitions. Capital markets may not be receptive to offerings of new equity, whether by way of private placements or public offerings. This may be further complicated by the limited liquidity for the Company's shares, restricting access to some institutional investors. The Company's growth and success is dependent on external sources of financing which may not be available on acceptable terms.

SELECTED ANNUAL INFORMATION

	Year ended January 31, 2017	Year ended January 31, 2016	Year ended January 31, 2015
Financial Results			
Loss from operations	$ 113,756	$ 229,808	$ 749,630
Net gain (loss)	432,034	(235,291)	(1,638,054)
Net gain (loss) per share - basic and diluted	0.01	(0.01)	(0.04)

	January 31, 2017	January 31, 2016	January 31, 2015
Financial positions			
Working capital (deficit)	$ (197,894)	$ (647,928)	$ (454,200)
Total assets	36,931	34,809	68,389
Share capital	11,086,112	11,601,425	11,559,862
Deficit	(13,330,184)	(13,762,218)	(13,526,927)

For the year ended January 31, 2017, the Company had minimal activity while it searched for a new project, and had recoveries due to forgiveness of accounts payable and accrued liabilities. For the year ended January 31, 2016, the Company had minimal activity as it had relinquished its licenses early in the year, and focused on preserving the treasury while searching for a new opportunity. For the year ended January 31, 2015, the Company spent minimal dollars on its exploration projects, and also decided to write off all its exploration assets, in the amount of $998,750.

RELATED PARTIES TRANSACTIONS

Key management positions are filled by directors and officers of the Company. The terms of conditions of the transactions with key management personnel were no more favorable than those available, or which might reasonably be expected to be available, on similar transactions with non-related entities on an arm's length basis. The aggregate value of transactions and outstanding balances relating to key management personnel, including the CEO, CFO, and Corporate Secretary and entities over which they have control or significant influence were as follows:

		Year Ended January 31,	
		2017	2016
Former President & CEO	Management fees	$ -	$ 83,332
Corporate Secretary	Legal fees	55,000	20,000
CFO	Accounting services	4,500	24,000
		$ 59,500	$ 127,332

Included in accounts payable and accrued liabilities	Items or Services	January 31, 2017	January 31, 2016
Former President & CEO	Management fees	$ -	$ 374,994
Corporate Secretary	Legal fees	100,000	45,000
Chief Financial Officer	Accounting services	64,000	59,500

During the current year, to assist the Company moving forward, the former President and CEO, Mr. Bavin agreed to forgive the amount owing to him. The Company's CFO reduced the amount owing to her for work completed up to January 31, 2017.

OFF BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements or obligations that are not disclosed in the financial statements.

FINANCIAL INSTRUMENTS

The Company classified its financial instruments as follows:

As at January 31, 2017	Financial Instruments at FVTPL	Loans and Receivables	Other Financial Liabilities
Cash	$ 32,087	$ -	$ -
Receivables	-	4,844	-
Accounts payable and accrued liabilities	-	-	234,825
	$ 32,087	$ 4,844	$ 234,825

Fair value hierarchy

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

a) Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
b) Level 2 - Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
c) Level 3 - Inputs for assets and liabilities that are not based on observable market data.

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value. The carrying value of receivables and accounts payable and accrued liabilities approximated their fair value because of the short-term nature of these instruments.

As at January 31, 2017, the Company's financial instruments measured at fair value are as follows:

Financial Assets	Level 1	Level 2	Level 3	**Total**
Cash	$ 15,078	$ -	$ -	$ 15,078

Financial Instrument Risk Exposure and Risk Management

The Company's activities expose it to a variety of financial risks: market risk (including currency risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the Company.

Credit Risk

Credit risk arises from cash and deposits with banks, as well as credit exposure to customers, including outstanding receivables and committed transactions. There is no significant concentration of credit risk other than cash deposits. The Company's cash deposits are primarily held with a Canadian chartered bank. The Company has minimal accounts receivable exposure as it relates to amounts due from the Government of Canada pursuant to sales tax credits.

Interest Rate Risk

As the Company does not have significant interest-bearing assets, the Company's income and operating cash flows are not significantly affected by changes in market interest rates.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company has

historically relied on issuance of shares and warrants to fund exploration programs and will require doing so again in the future.

Foreign Currency Risk

The Company has identified its functional currency as the Canadian dollar. Certain of the Company's accounts payable are denominated in Euros. The Company's exposure to foreign currency risk arises primarily on fluctuations between the Canadian dollar and this currency.

RISKS AND UNCERTAINTIES

In addition to the usual risks associated with an investment in an exploration-stage company, management and the directors of the Company believe that, in particular, the following risk factors should be considered. It should be noted that the list is not exhaustive and that other risk factors may apply. An investment in the Company may not be suitable for all investors.

No Assurance of Titles or Borders

The acquisition of the right to exploit mineral properties is a very detailed and time consuming process. There can be no guarantee that the Company has acquired title to any such surface or mineral rights or that such rights will be obtained in the future. To the extent they are obtained, titles to the Company's surface or mineral properties may be challenged or impugned and title insurance is generally not available. The Company's surface or mineral properties may be subject to prior unregistered agreements, transfers or claims and title may be affected by, among other things, undetected defects. Such third party claims could have a material adverse impact on the Company's operations.

Mineral Property Exploration and Mining Risks

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. The main operating risks include: ensuring ownership of and access to mineral properties by confirmation that option agreements, claims and leases are in good standing and obtaining permits for drilling and other exploration activities. The Company may earn an interest in certain properties through option agreements and acquisition of title to the properties is only completed when the option conditions have been met. These conditions generally include making property payments, incurring exploration expenditures on the properties and can include the satisfactory completion of pre-feasibility studies. If the Company does not satisfactorily complete these option conditions in the time frame laid out in the option agreements, the Company's title to the related property will not vest and the Company will have to write-off the previously capitalized costs related to that property.

The market prices for silver, gold and other metals can be volatile and there is no assurance that a profitable market will exist for a production decision to be made or for the ultimate sale of the metals even if commercial quantities of precious and other metals are discovered.

Financing and Share Price Fluctuation Risks

The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects. The Company's ability to secure a new project is dependent upon the Company's ability to obtain financing through equity or debt financing or other means.

The securities markets can experience a high degree of price and volume volatility, and the market price of securities of many companies, particularly those considered to be exploration stage companies such as the Company, may experience wide fluctuations in share prices which will not necessarily be related to their operating performance, underlying asset values or prospects. There can be no assurance that these kinds of share price fluctuations will not occur in the future, and if they do occur, how severe the impact may be on the Company's ability to raise additional funds through equity issues.

Insured and Uninsured Risks

In the course of exploration, development and production of mineral properties, the Company is subject to a number of risks and hazards in general, including adverse environmental conditions, operational accidents, labor disputes, unusual or unexpected geological conditions, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods, and earthquakes. Such occurrences could result in the damage to the Company's property or facilities and equipment, personal injury or death, environmental damage to properties of the Company or others, delays, monetary losses and possible legal liability. Although the Company may maintain insurance to protect against certain risks in such amounts as it considers reasonable, its insurance may not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate future profitability and result in increased costs, have a material adverse effect on the Company's results and a decline in the value of the securities of the Company. Some work is carried out through independent consultants and the Company requires that all consultants carry their own insurance to cover any potential liabilities as a result of their work on a project.

Environmental Risks and Hazards

The activities of the Company are subject to environmental regulations issued and enforced by government agencies. Environmental legislation is evolving in a manner that will require stricter standards and enforcement and involve increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on properties in which the Company holds interests which are unknown to the Company at present.

Competition

The Company will compete with many companies and individuals that have substantially greater financial and technical resources than the Company for the acquisition and development of its projects as well as for the recruitment and retention of qualified employees.

Conflicts of Interest

The Company's directors and officers may serve as directors or officers of other companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with the laws of British Columbia, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Outstanding Share Data

As of May 26, 2017 there were 60,085,387 common shares issued and outstanding. There were also 2,425,000 stock options outstanding with an exercise price of $0.10 and 100,000 stock options outstanding with an exercise price of $0.38.