INDEPENDENCE GOLD CORP.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, FORM 51-502F1

For the nine months ended September 30, 2016

This Management's Discussion and Analysis ("**MD&A**") compares the financial results of Independence Gold Corp. and its wholly-owned subsidiaries, Golden Pavilion Resources Ltd. and Silver Quest Resources (US) Ltd. (collectively, "**Independence**" or the "**Company**") for the three and nine month period ended September 30, 2016 ("**third quarter 2016**" and "**nine months fiscal 2016**", respectively) with the comparable period in 2015 ("**third quarter 2015**" and "**nine months fiscal 2015**", respectively). This MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements for the second quarter 2016 and the audited consolidated financial statements and accompanying notes for the year ended December 31, 2015 and the MD&A's for all relevant periods, copies of which are filed under the Company's profile on the SEDAR website, www.sedar.com.

Independence was incorporated under the *Business Corporations Act* (British Columbia) on November 1, 2011 and commenced trading on the TSX Venture Exchange (the "**Exchange**") on December 29, 2011 under the symbol "IGO". The Company's head office and principal address is 1020 - 625 Howe Street, Vancouver, British Columbia, Canada, V6C 2T6. The Company's registered and records office is 2300 - 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 2B5.

The Company is considered to be in the exploration stage with respect to its mineral properties. Based on the information available to date, except for the inferred mineral resource on the 3Ts property, no mineral resources have been identified on the Company's mineral properties.

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

The information contained in this document is provided as of November 24, 2016 (the "**Report Date**").

OVERVIEW

Independence is principally engaged in the evaluation, acquisition and exploration of precious metal properties that are located in North America. The Company's projects range from early-stage grassroots exploration through advanced-stage resource delineation and expansion. The Company's business model is to build shareholder value through systematic project advancement while concurrently maintaining an opportunistic approach to the acquisition of additional precious metals properties. Independence actively manages its property portfolio, farming out or relinquishing properties when exploration results suggest that further expenditures by the Company are unwarranted.

Independence has no producing operations and as a consequence, the Company does not generate any operating income or a positive cash flow. Exploration of its properties is therefore entirely dependent on the Company's ability to access public equity markets to raise sufficient capital and/or its ability to attract joint venture partners to finance further work on its properties. However, with working capital of approximately $6.5 million at September 30, 2016, Independence is adequately financed to support its anticipated exploration programs in the near term.

Mineral Projects

Independence currently holds interests in one exploration project in central British Columbia and several projects in the Yukon Territory. With the exception of the British Columbia project, the projects are at an early stage of exploration and evaluation, and no resources have been identified. Mr. David Gale, P. Geo, Senior Geologist, the Company's Qualified Person, as defined by National Instrument ("NI") 43-101, for the Company's mineral projects, has reviewed the technical information in this MD&A.

3Ts Project, British Columbia

The 3Ts Project is located approximately 120 kilometres ("**km**") southwest of Vanderhoof and consists of six contiguous claim groups: the Tsacha, Tam, Taken, Tommy Lakes, Bot and Blackwater South properties. Collectively, the six properties are made up of fourteen mineral claims covering approximately 4,934 hectares in the Nechako Plateau region of central British Columbia. Independence owns a 100% interest in all six properties, four of which are subject to various net smelter return ("**NSR**") royalties that are payable to the vendors of the properties.

The 3Ts Project covers an epithermal quartz-carbonate vein system within which more than a dozen individual mineralized veins, ranging up to 900 metres ("**m**") in strike length and up to 20 m in true width, have been identified.

Mineral Resource Estimate

In 2014, the Company updated the mineral resource estimate for the 3Ts Project to incorporate results from the 2012 and 2013 diamond drilling programs on the Ted and Mint veins. The Inferred Resource estimate increased by 12% for the contained ounces of gold and 27% for the contained ounces of silver at a cut-off grade of 1.0 gram per tonne (**"g/t"**) gold. This inferred resource is estimated to contain a total of 441,000 ounces of gold and 12,540,000 ounces of silver.

Gold		Gold		Silver	
Cut-off Grade (g/t)	**Tonnes**	**Grade (g/t)**	**Ounces**	**Grade (g/t)**	**Ounces**
Tommy Vein					
0.5	1,615,000	3.99	207,000	39.70	2,059,000
1.0	**1,490,000**	**4.25**	**204,000**	**41.90**	**2,009,000**
1.5	1,371,000	4.52	199,000	44.30	1,953,000
2.0	1,182,000	4.96	189,000	48.00	1,824,000
Ted Vein					
0.5	2,984,000	1.62	156,000	93.5	8,974,000
1.0	**2,942,000**	**1.64**	**155,000**	**94.7**	**8,955,000**
1.5	2,763,000	1.72	153,000	99.5	8,837,000
2.0	2,484,000	1.83	146,000	107.45	8,575,000
Mint Vein					
0.5	1,036,000	2.47	82,000	47.5	1,581,000
1.0	**1,020,000**	**2.51**	**82,000**	**48.0**	**1,576,000**
1.5	957,000	2.63	81,000	50.4	1,552,000
2.0	829,000	2.94	78,000	53.0	1,411,000
Total Inferred Resources					
0.5	5,635,000	2.46	445,000	69.6	12,614,000
1.0	**5,452,000**	**2.52**	**441,000**	**71.5**	**12,540,000**
1.5	5,091,000	2.61	433,000	75.4	12,342,000
2.0	4,495,000	2.86	413,000	81.7	11,810,000

The Inferred Resource Estimate for the 3Ts Project was prepared by Allan Armitage, Ph. D., P. Geo of GeoVector Management Inc. in accordance with NI 43-101. NI 43-101 of the Canadian Securities Administrators – Standards for Disclosure for Mineral Projects – requires that each category of mineral reserves and mineral resources be reported separately. Readers should refer to the Company's continuous disclosure documents available at www.sedar.com for this detailed information, which is subject to the qualifications and notes therein.

In 2014, the Company completed a drill campaign consisting of of eighteen holes (2,863 m). All drill holes tested new targets on the property; however no significant vein systems were discovered during the program. As potential exists to expand the resources at the Ted, Tommy and Mint veins, the Company continues to evaluate the results to determine how best to explore the property. Subsequent to the quarter end, the Company completed a surface soil geochemical sampling program to evaluate the property for new vein systems in an attempt to identify targets for future drill programs. Results are pending.

Boulevard Project and Other White Gold Properties, Yukon Territory.

Boulevard Project, Yukon Territory

The Boulevard Project consists of four contiguous properties (Boulevard, YCS, Solitude and Tiger) totaling 888 quartz mining claims covering approximately 18,500 hectares. The Project is located in Whitehorse Mining District, 135 km south of Dawson City, Yukon, 35 km south of Kinross Gold Corporation's Golden Saddle deposit and contiguous to the Coffee Project owned by Goldcorp Inc.

Previous exploration work by the Company on the Boulevard Project has identified four significant gold-in-soil anomalies: the Sunset Zone; the Sunrise Zone; the Denali Zone and as part of the phase 1 exploration work completed during the 2016 field season the Company discovered a fourth gold anomaly, designated as Kahiltna.

During the 2015 field season, the Company completed a reverse circulation ("**RC**") drill campaign of approximately 2,840 m in twenty-one holes to evaluate untested geochemical soil anomalies. The Company intercepted 7.23 g/t gold across 12.2 m in hole BV15-31 thus discovering the Sunrise Zone. Further drilling in hole BV15-40 intersected 15.00 g/t gold across 3.05 m, including 27.90 g/t gold across 1.53 m in weakly oxidized and sericite-altered quartzite. The sulphide mineralization, quartz vein content and the associated pathfinder elements within hole BV15-40 are unlike those associated with the mineralization in discovery hole BV15-31. These differences imply that two separate, geochemically distinct episodes of mineralization have occurred at the Sunrise Zone. The Denali Zone was also tested in 2015 and defined to be a 130 m long northwest trending, northeast dipping zone which is open along strike and at depth.

During the 2016 field season, a total of 1,401 m of RC drilling was completed in 15 holes within the Sunrise-Sunset area. This program evaluated multi-element soil anomalies within the 2.3 km long Sunset trend and focused on testing new, potentially sub-parallel mineralized zones at Sunrise. The Company intersected 7.73 g/t gold across 6.1 m which occurs within a broad zone that returned 1.58 g/t gold over 39.6m. Further drilling at the Sunrise Zone defined a new parallel, north-trending structure, situated 75 m southeast of drill hole BV15-31. One of the primary objectives of the Sunrise-Sunset drill program was to evaluate the relationship between cross cutting quartz veins and gold mineralization. Based on the available core and RC drill data, the two primary controls on mineralization are the presence of massive quartz veins, comprising up to 80% of the rock and a resistive quartzite host rock. Pyrite +/- arsenopyrite and stibnite are irregularly developed within mineralized zones and oxidation levels are variable but proved more extensive in the 2016 mineralized intercepts. All drill holes were oriented to the east to effectively cross-cut the southwest striking, steeply northwest dipping quartz veins.

Additionally in the 2016 field season, a total of 1,545 m of RC drilling was completed in 15 holes at the Denali Zone, situated 14.5 km to the west of the Coffee deposit, along an interpreted continuation of the Coffee Creek fault system. The primary focus for this drilling program was to test along strike and down dip of drill hole YCS15-03 which returned 4.25 g/t gold over 6.1 m. Results from the 2016 drilling indicate that the mineralized zone appears to dip moderately to the north-northeast, as indicated in YCS16-08 which returned 4.28 g/t Au across 4.6 m. Mineralization at Denali is variably hosted in quartzite and quartz biotite schist and is typically associated with an increase in fine grained pyrite and arsenopyrite.

The Company plans to complete a desktop study to determine the nature of gold mineralization at Boulevard, as well as prepare for a follow-up drill program on the Sunrise-Sunset and Denali Zones in 2017.

Moosehorn Property, Yukon Territory

The Moosehorn property is owned 100% by the Company. The property consists of 82 quartz mining claims covering an area of approximately 1,720 hectares. Moosehorn is located in the Whitehorse Mining District, approximately 130 km southwest of Dawson City, Yukon.

During the 2016 summer field season, the Company completed two additional soil geochemical sampling grids and extended the soil geochemical anomaly, identified by 75^{th} percentile gold and arsenic from 1,200 m to 1,400 m; the anomaly is still open to the north. In addition, the Company excavated a total of 527 m in three trenches on Moosehorn, confirming gold mineralization in sub-crop in each trench. Trench 1 intersected 2.0 m of 5,140 ppb gold. Trench 2 intersected 6.0 m of 730 ppb gold and 6.0 m of 524 ppb gold. Detailed quartz vein sampling within the anomalous zones of trench 2 returned values ranging from 100 to 1,600 ppb gold. All gold values occur within a broader arsenic halo with values ranging from below detection to 3,990 ppm. The Moosehorn property is underlain by a granodiorite intrusion and is situated approximately two km south an active placer gold operation.

Henderson Property, Yukon Territory

The Henderson property is owned 100% by the Company. The property consists of 742 quartz mining claims covering an area of approximately 15,500 hectares. This property is located in the Dawson Mining District, approximately 60 km south of Dawson City, Yukon, and is strategically located west of Kinross Gold Corporation's JP Ross property. The Henderson property covers an area of active placer mining along North Henderson Creek. Cross-cutting fault structures are interpreted to underlie stretches of the creek where coarse placer gold nuggets have been recovered.

Rosebute Property, Yukon Territory

In June 2016, the Company entered into an option agreement with Taku Gold Corporation ("**Taku**") to acquire up to 100% interest in the Rosebute property. The Rosebute property comprises 694 contiguous claims covering an area of approximately 14,387 hectares and contains two significant gold discoveries known as the Norwest and Hudbay zones. The property is located approximately 58 km south of Dawson City, Yukon and approximately 29 km north of the Golden Saddle Deposit owned by Kinross Gold Corporation. The property is contiguous to the west of the Company's Henderson property.

Pursuant to the agreement, the Company can acquire a 75% interest in the property by making staged cash payments totaling $295,000 ($60,000 paid), the issuance of an aggregate of 1,000,000 shares (200,000 issued) and work commitments of $2,000,000 ($300,000 in the first year) over a three year period. Upon completion of the 75% earn-in, Taku will have the right to elect to participate as 25% interest joint venture partner, or elect to sell the remaining 25% to the Company for an additional cash payment of $500,000 and a share issuance of 1,000,000 shares. If Taku elects to sell the remaining 25%, it will retain a 1% NSR on the property, with the Company having the right to buyback 0.5% of the NSR for $500,000. In addition, the property is subject to a 2% underlying royalty, with the right to purchase 1.0% of the underlying royalty for $2,000,000.

During the 2016 field season, the Company completed a rotary air blast ("**RAB**") drill program on the property, comprised 923.5 m in 12 drill holes at the Hudbay Zone. Intercepts include 0.50 g/t gold over 36.6 m, 0.31 g/t gold over 38.1 m and 0.15 g/t gold over 91.4 m. The Hudbay Zone is identified by a 1.3 km long gold-silver-tungsten-molybdenum soil-geochemical anomaly that is open to the north and west. Drill holes RO16-15 and R0-16-16 located in the northern portion of the Hudbay anomaly returned the most encouraging results. These two drill holes occur on the northeast margin of a structurally bounded, magnetic anomaly that measures 450 m x 450 m. Coincident with this geophysical target is the gold-silver-tungsten-molybdenum soil anomaly that is open to the west in an area that has not been geochemically sampled or geophysically surveyed. The Company plans to fully define the western extent of the Zone by collecting grid-style soil samples and expanding upon the existing geophysical dataset in 2017 with the intent to define drill targets.

For additional information please visit the Company's website www.ingold.ca.

RESULTS OF OPERATIONS

For the three months ended September 30, 2016 and 2015

The net loss for the three months ended September 30, 2016 was $1,142,173 compared to $834,342 for the prior year's comparative period.

Expenses for third quarter 2016 amounted to $1,158,079 (2015 - $856,969). Exploration expenditures were higher in the third quarter as result of drilling program starting later in the field season as compared to third quarter 2015. Property investigation expenditures were lower as compared to the prior year as result of the Company focusing its efforts on current land holdings. Rent expenses were lower as result of the downsizing the corporate office in early 2016.

Unrealized gain on marketable securities amounted to $125 (2015 – Loss $375) as a result of the change in the fair value.

For the six months ended September 30, 2016 and 2015

The net loss for the nine months ended September 30, 2016 was $1,968,067 compared to $1,878,341 for the prior year's comparative period.

Expenses for nine months ended September 30, 2016 amounted to $2,021,220 (2015 - $1,962,456). Exploration expenditures were higher in 2016 as result of the expanded program on the Moosehorn and Rosebute properties as compared to nine months fiscal 2015. Rent expenses were lower as result of the downsizing the corporate office in early 2016, partially offset by higher office and miscellaneous expenses relating to the move of the head office. During the nine months ended September 30, 2016, the Company issued 630,000 options (2015 – 495,000) resulting in share based compensation expense of $56,441 (2015 - $22,179)

Unrealized gain on marketable securities amounted to $1,750 (2015 – Loss $625) as a result of the change in the fair value.

The operating losses are a reflection of the Company's status as non-revenue producing mineral exploration company. As the Company has no main source of income, losses are expected to continue for the foreseeable future.

Summary of Quarterly Results

The following table summarizes information derived from the Company's financial statements for each of the eight most recently completed quarters.

Year:	2016	2016	2016	2015	2015	2015	2015	2014
Quarter Ended:	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31
Net sales or total revenue	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil
Net income (loss):								
(i) in total (000s)	$(1,142)	$(548)	$(,278)	$(1,271)	$(834)	$(793)	$(251)	$(369)
(ii) per share[(1)]	$(0.02)	$(0.01)	$(0.01)	$(0.03)	$(0.01)	$(0.01)	$(0.01)	$(0.01)

(1) Fully diluted loss per share amounts are not shown as they would be anti-dilutive.

While the information set out in the foregoing table is mandated by *National Instrument 51-102,* it is management's view that the variations in financial results that occur from quarter to quarter are not particularly helpful in analyzing the

Company's performance. It is in the nature of the business of junior exploration companies that unless they sell a mineral interest for a sum greater than the costs incurred in acquiring such interest, they have no significant net sales or total revenue.

Significant variances in the Company's reported loss from quarter to quarter most commonly arise from several factors that are difficult to anticipate in advance or to predict from past results. These factors include: (i) level of exploration and project evaluations expenses incurred, (ii) decisions to write off acquisition costs when management concludes there has been an impairment in the carrying value of a mineral property, or the property is abandoned, and (iii) the vesting of incentive stock options, which results in the recording of amounts for share-based compensation expense that can be quite large in relation to other general and administrative expenses incurred in any given quarter.

Financing Activities

During the nine months ended September 30, 2016, the Company received gross proceeds of $2,048,778 (2015 – $Nil) from the issuance of shares and paid shares issue costs $35,857 (2015 - $Nil).

Investing Activities

During the nine months ended September 30, 2016, the Company withdrew $895,479 (2015 – $1,061,017) in short term investments. During the same time period the Company invested $138,633 (2015- $Nil) in leasehold improvements that will be amortize over 5 years (the term of the lease) and $79,250 (2015 – $Nil) in property acquisitions.

Off Balance Sheet Arrangements

The Company does not have any off balance sheet arrangements.

Transactions with Related Parties

The Company has two wholly-owned subsidiaries: Golden Pavilion Resources Ltd. (incorporated in British Columbia); and Silver Quest Resources (US) Ltd. (incorporated in Nevada). There was no activity in either company during the nine months fiscal 2016.

Key Management Personnel

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of executive and non-executive members of the Company's Board of Directors and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

The Company entered into the following transactions with related parties and key management personnel during the nine months ended September 30, 2016:

Paid or accrued the following to Rand Explorations Ltd., a company controlled by Randy Turner, the Chief Executive Officer of the Company:

	2016	**2015**
Management fees	$ 124,312	$ 124,312
Geological consulting fees	21,937	21,937
Share based compensation*	6,719	2,240

Paid or accrued the following to Susan Neale, the Chief Financial Officer of the Company:

	2016	**2015**
Management fees	$ 19,500	$ 22,100
Share based compensation*	4,032	2,240

Paid or accrued the following to David Pawliuk, the former Vice President – Exploration and a former officer of the Company:

	2016	**2015**
Geological consulting fees:	$ 38,200	$ 39,332
Property investigation	25,467	28,997
Share based compensation*	-	1,792

Paid or accrued the following to non-executive directors of the Company:

	2016	**2015**
Director fees	$ 25,500	$ 24,750
Share based compensation*	26,876	8,961

The Company provides geological, office and administrative services to public companies with common directors. During the period ended September 30, 2016 the Company received or accrued $31,500 (2015 – $60,000) for rent and $62,461 (2015 - $84,437) for accounting, investor relations and consulting services.

Included in receivables at September 30, 2016 is $120,094 (December 31, 2015 - $75,822) due from companies with directors and/or officers in common. Included in accounts payable and accrued liabilities at September 30, 2016 is $46,670 (December 31, 2015 - $51,328) due to directors and companies with directors and/or officers in common.

LIQUIDITY AND CAPITAL RESOURCES

Independence has no operations that generate cash flows and the Company's future financial success will depend on the discovery of one or more economic mineral deposits. This process can take many years, can consume significant resources and is largely based on factors that are beyond the control of the Company's management.

For the foreseeable future, Independence will rely upon its ability to raise financing through the sale of equity. This is dependent on positive investor sentiment, which in turn is influenced by a positive climate for precious metal exploration generally, a company's track record and the experience and calibre of a company's management.

There is no assurance that Independence will be able to access equity funding at the times and in the amounts required to fund the Company's activities. The outlook for the world economy remains uncertain and vulnerable to various events that could adversely affect the Company's ability to raise additional funds going forward.

Cash and Financial Condition

The Company's working capital was approximately $5.6 million at September 30, 2016, which is sufficient to cover anticipated operating costs and expenditures on the exploration programs on its properties for the near term. Nevertheless, the Company will evaluate offers of financing to enable the Company to maintain a strong balance sheet while continuing to fund exploration projects that are generating positive results.

Independence has no other debt, does not have any unused lines of credit or other arrangement in place to borrow funds, and has no off-sheet balance arrangement. The Company has no current plans to use additional debt financing and does not use hedges or other financial derivatives.

Financial Instruments

The Company's financial instruments currently consist of cash and cash equivalents, short-term investments, marketable securities, receivables, prepaid expenses, exploration advances and land-use deposits, and accounts payable and accrued liabilities. The fair value of cash and cash equivalents, marketable securities and short-term investments are measured based on Level 1 of the fair value hierarchy. The fair value of receivables, prepaid expenses, exploration advances and land-use deposits and accounts payable and accrued liabilities approximate their book values because of the short-term nature of these instruments. Moreover, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

RISK FACTORS

There have been no material changes in the risks and uncertainties affecting the Company that were discussed in the Company's 2015 annual MD&A filed on April 22, 2016.

OUTSTANDING SECURITIES DATA

On the Report Date, the Company had the following securities outstanding:

Common Shares	55,490,392
Options	3,785,000
Fully Diluted	59,275,392

OUTLOOK

Independence has identified an inferred resource on the 3Ts Project on the Nechako Plateau in British Columbia and has assembled a significant land position in several districts in the Yukon. During the 2016 field season, the Company completed a total of 2,946 m of RC drilling in 30 holes on its Boulevard Project. The best intercepts include 7.73 g/t gold across 6.1 m and 1.19 g/t gold 22.9 m at the Sunset Zone, 4.36 g/t gold across 6.1 m within the Sunrise Zone and 4.28 g/t over 4.6 m at the Denali Zone. The Company plans to complete a desktop study to determine the nature of gold mineralization at Boulevard, as well as prepare for a follow-up drill program on the Sunrise-Sunset and Denali Zones in 2017.

In addition, the Company continues to evaluate and discuss with other parties potential gold and silver projects for possible acquisition, potential transactions and corporate opportunities.

FORWARD-LOOKING INFORMATION

Certain of the statements made and information contained herein is "forward-looking information" within the meaning of the British Columbia Securities Act. This includes statements concerning the Company's plans at its mineral properties, which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Forward-looking information is subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking information, including, without limitation, the ability of the Company to continue to be able to access the capital markets for the funding necessary to acquire and maintain exploration properties and to carry out its desired exploration programs; competition within the minerals industry to acquire properties of merit, and competition from other companies possessing greater technical and financial resources; difficulties in executing exploration programs on the Company's proposed schedules and within its cost estimates, whether due to weather conditions in the areas where it operates, increasingly stringent environmental regulations and other permitting restrictions, or other factors related to exploring of its properties, such as the availability of essential supplies and services; factors beyond the capacity of the Company to anticipate and control, such as the marketability of mineral products produced from the Company's properties, government regulations relating to health, safety and the environment, and the scale and scope of royalties and taxes on production; the availability of experienced contractors and professional staff to perform work in a competitive environment and the resulting adverse impact on costs and performance and other risks and uncertainties, including those described in each management's discussion and analysis of financial condition and results of operations. In addition, forward-looking information is based on various assumptions including, without limitation, assumptions associated with exploration results and costs and the availability of materials and skilled labour. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Accordingly, readers are advised not to place undue reliance on forward-looking information. Except as required under applicable securities legislation, the Company undertakes no obligation to publicly update or revise forward-looking information, whether as a result of new information, future events or otherwise.