MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (MD&A)

For the three-month period ended March 31, 2017

The following MD&A has been prepared as of May 12, 2017 and is related to the unaudited consolidated financial results of Silver Bear Resources Inc. ("we", "our", "us", the "Company" or "Silver Bear") for the three-month period ended March 31, 2017. The unaudited consolidated financial statements for the three-month period ended March 31, 2017 have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A should be read in conjunction with the unaudited consolidated financial statements and related notes for the three-month period ended March 31, 2017. Other pertinent information about the Company is available on SEDAR at www.sedar.com as well as on the Company's website at www.silverbearresources.com. For the purpose of preparing our MD&A, the Company considers the materiality of information. Information is considered material if in the opinion of management: (i) such information results in, or would reasonably be expected to result in, a significant effect in the market price or value of our shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. We evaluate materiality with reference to all relevant circumstances. All dollar amounts are stated in Canadian dollars unless otherwise indicated.

This MD&A contains forward-looking information that involves numerous risks and uncertainties. Actual results of the Company's business and operations could differ materially from those discussed in such forward-looking information as a result of the risks and uncertainties faced by the Company, including those set forth in this MD&A under "Forward-Looking Information" and under "Risk Factors."

References to the first, second, third and fourth quarters of 2017 and 2016, or Q1, Q2, Q3 and Q4 of 2017 and 2016 mean, the quarters ending/ended March 31, June 30, September 30 and December 31, 2017 and 2016 respectively.

The June 2016, Feasibility Study and October 2016 Updated Feasibility Study ("Updated Feasibility Study") consultants were both led by Tetra Tech (Canada) Inc. ("Tetra Tech") and comprised an independent, multidisciplinary team including SRK Consulting (UK) Limited ("SRK") and Environmental Resource Management Consultants Inc. ("ERM"). The list of the independent Qualified Persons, within the meaning of National Instrument NI 43-101 ("NI 43-101"), responsible for the June 2016 Feasibility Study and the Updated Feasibility Study can be viewed in the Company's June 9, 2016 press release and the accompanying Technical Report was filed on SEDAR on July 5, 2016, and the Company's October 4, 2016 press release, the Technical Report accompanying that announcement was filed on SEDAR on November 21, 2016.

The Mangazeisky North Preliminary Economic Assessment ("PEA") is preliminary in nature and is based on a number of assumptions that may be changed in the future as additional information becomes available. Mineral resources that are not mineral reserves do not have demonstrated economic viability. The PEA includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the PEA will be realized. See "*Risk Factors – Preliminary Economic Assessment*".

The PEA report was prepared by Tetra Tech under the supervision of Mr. Jacques Du Toit, C.Eng., Pr.Eng., MSc. Eng., PMP, who is an independent qualified person as defined in National Instrument 43-101. The PEA Technical Report was filed on SEDAR on April 13, 2017.

The updated mineral resource estimates were prepared by Mr. Robert Davies, B.Sc., European Geologist (EurGeol) and Chartered Geologist (CGeol). Mr. Davies is Senior Resource Geologist at Tetra Tech Inc. and is a "qualified person" as such term is defined in NI 43-101. The new mineral resource estimates for Sterzhnevoy and Porphirovy was prepared by Mr. Joe Hirst, B.Sc., M.Sc. European Geologist (EurGeol) and Chartered Geologist (CGeol). Mr. Hirst is a Resource Geologist at Tetra Tech and is a "qualified person" as such term is defined in NI 43-101.

Mr. Jacques Du Toit has reviewed and approved the scientific and technical information in the MD&A.

BUSINESS OVERVIEW

Silver Bear was incorporated under the Business Corporations Act of the Province of Ontario, Canada, on April 8, 2004 and continued under Articles of Continuance dated August 30, 2004 under the Business Corporations Act (Yukon) and February 1, 2005 under the Business Corporations Act (Ontario). The primary business of Silver Bear and its subsidiaries (the "Company") is the acquisition, exploration, evaluation and development of precious metal properties. The head office of the Company is registered in Toronto, Canada.

The strategy of the Company is to focus on exploration and development of precious metal deposits. The principal asset of the Company is its right to explore and develop the Mangazeisky property ("Mangazeisky"), located approximately 400 kilometres north of Yakutsk in the Republic of Sakha (Yakutia), in the Russian Federation. To date, Silver Bear has not earned revenue from operations and is considered to be in the development stage. In Q2 2012, Silver Bear received a written protocol from Russian authorities accepting the Company's resource calculation on its Vertikalny Resource within its Mangazeisky property. Upon receipt of the protocol Silver Bear submitted its application for its Certificate of First Discovery, which was received in August 2012 from Rosnedra (the governing federal body on subsoil use). Silver Bear then subsequently made application for its mining license for its Vertikalny Resource. In September 2013, Silver Bear announced that it had received its 20-year Mining License from Russian authorities.

On September 21, 2016, Silver Bear announced that it had been granted a seven-year extension to the Company's wholly-owned Exploration Licence covering the Mangazeisky silver project. Prior to the extension, the Company was permitted to explore on the property until December 31, 2016. The extension provides that the new licence term will run to December 31, 2023.

Q1 2017 HIGHLIGHTS

- ***February 1, 2017*** – the Company announced that its major shareholders Aterra and Inflection have agreed in principle to a revised funding package and development schedule to increase the Company's financial flexibility and enable it to reach commissioning by mid-2017, and to also extend the maturity date of the Company's existing convertible notes. The complete details of which are described herein.
- ***March 1, 2017*** – the Company announced the results of a NI 43-101 mineral resource update and Preliminary Economic Assessment ("PEA") for Mangazeisky North deposit located 6 km north of the Vertikalny deposit. The PEA demonstrates that the integration of Mangazeisky North deposit with the Vertikalny deposit, as a single plant multi-pit operation, adds significant value to the overall project NPV and mine life. The NI 43-101 PEA Technical Report was filed on SEDAR under the Company's profile on April 13, 2017. The Resource Update and PEA was prepared by independent mining consultants, Tetra Tech Canada Inc. ("Tetra Tech"). The full details of which are described herein.
- ***March 28, 2017*** – it was announced that further to its press release of February 1, 2017, the Company executed the agreements with its major shareholders, Aterra and Inflection to increase the previously provided project facilities by a further US$15 million (the "Facilities Agreement Increase"). Under the Facilities Agreement Increase, Aterra and Inflection have provided an additional working capital tranche of US$10 million to meet expenses during the rescheduled ramp-up plus an additional US$5 million cost over-run tranche, should that be required. No other principal terms of the existing project facilities have been changed. The complete details of which are described herein.

MANGAZEISKY PROJECT OPERATIONS UPDATE

Project Development and Construction

In February 2017, Silver Bear and its major shareholders, Aterra and Inflection, agreed in principle to a revised funding package and development schedule to increase the Company's financial flexibility as it worked to reach commissioning by mid-2017 with a plan to be in production during Q4 2017. The reschedule of the commissioning of the Project by several months to a new commissioning date mid-2017, allows the Company to complete all outstanding permitting and finalize outdoor construction during the summer months. The Company will announce a more definitive date for production once permitting and initial commissioning has been completed.

The primary drivers of the production reschedule have partly been the previously announced equipment delays caused by transportation barges being frozen in the river and other disruptions due to an early cold spell which had a knock-on impact on the overall construction schedule. In addition, the Company is still awaiting final grant of its cyanide and other permits and cannot complete ordering and delivery of the cyanide stocks without the permit. As such the Company will not be able to transport the cyanide down the 2017 winter road, thus management with Aterra and Inflection deemed it prudent to reschedule the ramp-up to allow the Company to finalise the full construction and commissioning and to provide the Company with sufficient working capital to execute the revised plan whilst final permitting is completed.

As of the beginning of February 2017, project development was 65% completed with the major works such as the main plant building completed, with completion of the boiler system and electrical installation allowing for the construction work to continue at a comfortable temperature throughout the winter. The Company continued to advance the construction and development at site during the first quarter of 2017 with the following activities.

- Contracts were finalised for the supply of additional mining equipment from Caterpillar and Scania to meet the additional requirements for the updated mining plan from the Updated Feasibility Study, these were purchased under lease agreements.
- 2017 Winter road deliveries, which spanned from mid-November 2016 to late-April 2017, successfully delivered remaining materials and equipment required for construction and commissioning to site. The last of which was additional leased mining equipment that completed infrastructural improvements to a portion of the road along the route to site.
- The installation of the ball mill was completed and the mechanical assembly finalized, cold commissioning of the ball mill was successfully completed during the quarter.
- Work continued during the quarter on fuel and water tanks outside the process plant and on the ore feedbins and conveyor systems installation.
- Waste stripping work is ongoing with waste rock being crushed for sand and aggregates for concrete and is also being used for earthworks for dams, and road-works. The ore is exposed, and the Company plans to further explore some of the new off-shoots of ore that have been revealed to potentially include in mine development.
- Progressed the cyanidation tanks foundations and installation of the tanks and the agitators. Started on completing the piping installation across the processing facility as well as continuing with the installation of electrical and instrument cabling.
- The drilling of the water supply wells has been completed and testing of the wells was also completed.
- Work completed at the Mangazeisky mine camp, including the engineers' quarters and crew dormitory, technical and medical offices, Wi-Fi, cellular telephone and communications centre and cafeteria.
- The diesel fired power station has been installed and partially commissioned. Balance of commissioning planned in Q2-2017.
- All construction work is being scheduled to meet the mid-2017 commissioning start time.

Exploration Update

During the 2016 field season the Company completed approximately 3,000 metres of exploration drilling mainly at its Mangazeisky North, Sterzhnevoy and Porphirovy deposits in addition to approximately 12,000 cubic metres of trenching, on various targets near the Vertikalny deposit. The reduced volume of drilling work is to allow a focus on project completion whilst still developing future resources. This work has been completed as planned, but intended surface geophysical work was not possible due to availability of suitable contractors. Work is also being carried out on a review of previous aerial geophysical data and results of this work, to identify new targets within the licence area.

During the first quarter of 2017, the Company worked on the exploration plan for the 2017 field season, began the initial calculation for the Mangazeisky North deposit mineral reserves and completed the hydrogeological drilling and testing for the mine site area.

2017 Mangazeisky North Preliminary Economic Assessment

On March 1, 2017, the Company announced a PEA for the Mangazeisky North deposit that investigates the integration of Mangazeisky North with the Vertikalny Central deposit as a single plant multi-pit operation. The PEA studied several scenarios, with the preferred option being the integration of the Mangazeisky North mine plan into the Vertikalny Central mine schedule detailed in the 2016 Updated Feasibility Study, in which mining at Mangazeisky North will commence in Q3 2019, with first mineralised material processed through the Vertikalny Central mine in Q1 2020 ("PEA-Integrated"). The PEA and accompanying Resource Update were prepared by independent mining consultants, Tetra Tech and filed on SEDAR under the Company's profile on April 13, 2017.

Highlights from the Mangazeisky North PEA-Integrated include:

- **Increases NPV for the Project** - Pre-tax NPV, at a 5% discount rate is US$157.7 million a US$25 million increase over the pre-tax NPV of US $132.6 million from the 2016 Updated Feasibility Study;
- With Far East Tax incentives, the post-tax NPV at 5% discount rate is US$139.7 million;
- **Increases mine life for the Project** – Production contribution of Mangazeisky North of 5.06 million ounces of silver over a 3-year LOM. Project LOM extended to 11 years with underground mining delayed from year 3 to year 6; and
- **Nominal increase in Capital Expenditure** – Initial capital cost to bring Mangazeisky North into production utilizing the Vertikalny Central processing plant would be US $2.15m.

The conceptual development plan assumes open pit mining at Vertikalny Central for years 1 to 4, followed by open pit operations at Mangazeisky North for years 3 to 7, before reverting back to Vertikalny Central to commence underground mining from years 6 to 10. The overlap in open pit operations allows for a gradual shift of operations from Vertikalny Central to Mangazeisky North without the need for additional resources, while the overlap of the open pit and underground operations allow for the advance development of sufficient underground working faces to sustain full production.

87% of the mineralised material within the optimised open pit at Mangazeisky North is classified as Indicated Mineral Resource. As such, this material could be directly transferred to a Mineral Reserve when the project is advanced to a Prefeasibility or Feasibility Study. Very limited drilling may be needed towards the base of the proposed pit to upgrade the remaining few blocks of Inferred resource. It is expected that this work will be incorporated into the 2017 exploration plans.

The PEA considers the potential economic viability of developing a satellite deposit in conjunction with the main development project, as such, the existing Vertikalny Central Mineral Reserves, 2016 Feasibility Study Update, and production scenario is still current.

The PEA is preliminary in nature as it includes Inferred Mineral Resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability, and as such there is no certainty that the preliminary assessment and economics will be realized.

Mangazeisky North Mine Design and Processing

The Mangazeisky North deposit vein dips to the northeast at approximately 50 degrees with a width between 1.0 and 3.0 m, with an average width of 1.5 m. Its general dimensions, geometry and the location of the outcrops make it amenable to conventional open pit mining. The open pit operation will follow the same pattern as that used at Vertikalny Central, with relatively small excavators (1.6 to 2.5 m^3) matched with 30 to 40 tonne haul trucks. Once the open pit operation at Vertikalny Central is reaching completion, the mining equipment will be progressively moved across to Mangazeisky North. As with Vertikalny Central, selective mining of the veins will be required to minimise loss of mineralised material, along with the addition of waste dilution. The bench height has therefore been limited to 5 m and each bench will be mined with two flitches of 2.5 m. It has been assumed that waste rock will be dumped outside the perimeter of the open pit on the eastern flanks of the deposit.

Mangazeisky North will not have its own processing plant and material mined from the pit that is above the cut-off grade will be transported to the ROM pad at Vertikalny Central for processing. Preliminary test work indicates a metallurgical recovery of 77%

when treated at this facility. The Mangazeisky North mineralised material is processed in the Vertikalny Central process plant at an average rate of 150 kt/a, which is 36% higher than the 110 kt/a production rate for Vertikalny Central ore. This increase in production rate, which allows cash flow to be brought forward and reduces time related overhead costs, is supported by initial metallurgical tests that show a reduction in leach retention time for the Mangazeisky North mineralised material.

Mangazeisky North Financial Performance

The integration of the Mangazeisky North mine plan into the Vertikalny Central mine schedule between the open and underground phases, means that the NPV (5%) is improved from $132.6 million to $157.7 million when compared to the Vertikalny Central mine plan that was presented in the 2016 Updated Feasibility Study.

Table 1: Financial Performance Parameters

Item	**Units**		**PEA (March 2017)**	
		Updated FS	**PEA-Integrated**	**PEA-Integrated less Updated FS**
Silver Price (LOM Weighted Average)	US $/troy oz	19.76	19.81	-
Exchange Rate	RUB/$	66.00	66.00	-
Production Summary				
Total capital cost (LoM)	US $ million	65.2	67.4	2.15
Quantity of ore/ mineralised material (LOM)	kt	821.8	1,208.5	386.7
Silver Head Grade	g/t	852	750	-102
Recovered Silver	koz (troy)	18,875	23,938	5,063
Unit Operating Costs	$/t processed	158.83	155.86	2.97
Key Financial Results				
Pre-tax Results				
Pre-tax Net Cash Flow	US $ million	166.0	203.7	37.7
Pre-tax NPV at a 5% Discount Rate	US $ million	132.6	157.7	25.1
Pre-tax Payback	Years	1.3	1.3	- 0.0
Post-tax results (with Far East Tax Incentives)				
Post-tax Net Cash Flow	US $ million	154.0	178.6	24.6
Post-tax NPV at a 5% Discount Rate	US $ million	123.1	139.7	16.6
Post-tax Payback	Years	1.3	1.4	0.1
Production Cost				
Cash Cost	US $/troy oz Ag recovered	7.49	8.08	0.59
Capital cost (excluding contingency)	US $/troy oz Ag recovered	3.49	2.76	- 0.73
Total Cost	US $/troy oz Ag recovered	10.98	10.84	-0.14

The financial performance of the implementation of the Mangazeisky North deposit in isolation, is shown for reference. The basis of this case is that all existing Vertikalny infrastructure is available for use with no residual value. The only capital required is for a haul road and additional tailings storage capacity.

2016 Vertikalny Central NI 43-101 Feasibility Study Results

On June 9, 2016, the Company announced the results of a NI 43-101 Feasibility Study for the Vertikalny Central deposit of its Mangazeisky silver project. On July 15, 2016, the Company filed the NI 43-101 Technical Report in respect of the Feasibility Study on SEDAR. In Q3 2016, the Company initiated an update on the mine plan and feasibility study following the resource update at the Vertikalny Central deposit in August 2016. On October 4, 2016, the Company announced the results of Updated Feasibility Study which included significant improvements in the NPV and IRR with only a nominal increase in the capital costs. In addition, the updated mine plan requires no change to the process facility design and associated infrastructure.

The table below highlights the improvements between the June and October 2016 feasibility study results.

	October 2016	June 2016	Change
Tonnes per annum	110,000 tpa	110,000 tpa	-
Silver Production (LOM)	18.9 M ounces Ag	16.8 M ounces Ag	+13%
CAPEX	US$49.9 M	US$48.6 M	+3%
Production Costs	Cash Cost – US$7.49/oz Ag	Cash Cost – US$7.97/oz Ag	-6%
	Total Cost – US$10.98/oz Ag	Total Cost – US$11.32/oz Ag	-3%
Reserve Vertikalny Central	822 kt at 852 g/t Ag total	801 kt at 722 g/t Ag total	+18%
	contained 22.5 M ounces Ag	contained 19.9 M ounces Ag	+13%
IRR (pre-tax) / (post-tax[1])	86.1% / 81.9%	43.6% / 40.2%	**+97% / +104%**
NPV (5% pre-tax) / (5% post-tax[1])	US$132.6 M / US$123.1 M	US$79.7 / US$70.7	**+66% / +74%**
Payback (pre-tax) / (post-tax)	1.3 years / 1.3 years	2.1 years / 2.2 years	-38% / -41%

[1] – Post-tax with Far East Incentives, see Project Performance Summary below for full description.

Below is the detailed information from the Updated Feasibility Study announced on October 4, 2016. The NI 43-101 Updated Feasibility Study was filed on SEDAR on November 17, 2016.

Project Execution

As per its February 1, 2017 announcement the Company has rescheduled the commissioning of the Project by several months to a new commissioning date mid-2017, this will allow the Company to complete all outstanding permitting and finalize outdoor construction during the summer months. The Company will provide more precise dates once it has more visibility on the final components of the mine permitting process. Note that the Updated Feasibility Study showed that no change is required to the process design as a result of the updated geology and mine plan. For full information on the project development and construction please refer to Project Construction and Development section above.

Updated Feasibility Study Mineral Reserve

The ore body will be extracted in an open pit, followed by underground mine. The open pit (the first four years of production) will consist of a conventional drill, blast, load and haul operation, using the current fleet on site, supplemented with leased equipment. With the Updated Feasibility Study, some additional equipment was necessary and contracts have been finalized for the equipment which have as of the date of this report been transported to site. The open pit consists of the North and South pits that are sequenced in the mining schedule. The open pit design is optimised to integrate the underground portal designs where needed. A 30% mining dilution and 95% mining recovery was applied to the scheduled tonnes and grades.

As Vertikalny Central is a steeply dipping ore body in the range of 60 to 90° with orebody thicknesses (below the designed open pit perimeters) ranging between 0.5 and 4m, mechanized sub level open stoping was selected as the underground mining method. Two distinct underground areas in the north and the south will be developed. The Northern section, which contains the higher ore grades, will be exploited first via a decline from the top bench of the open pit. The southern section will be accessed through several ore drive portals, developed from within the South pit and linked together with a decline system, providing access to the deeper stoping areas.

The underground mineable areas were optimised using Datamine's MSO software. An MSO cut-off grade of 300g/t diluted Ag (approximately 450g/t in-situ cut-off in stope shapes) was considered for the final mine design with typical stope dimensions of 25 metre height, 20 metre wide and average stope widths of around 1.85 metre. Stopes located near the crown pillars assumed a 5%

mining loss and a further 10% unforeseen ore extraction loss whilst the average stopes assumed a 5% mining loss and a further 5% unforeseen ore extraction loss. The stope designs also considered the appropriate hydraulic radius recommendations and in-situ pillars were left in the lower grade areas where plausible. Dilution was modelled for each stope: the calculated minimum overbreak was 0.25 metres on each side which equates to 0.5 metres total. This resulted in a dilution range of 15% to 38% with an average of 30% which, along with the assumed 95% mining recovery, is in accordance with Russian standard practice. The open pit and underground cut-off grades are 250 g/t and 450 g/t, respectively.

The Mineral Reserve statement is as of September 23, 2016 and is shown in the reserve table below.

Total Reserves for Vertikalny Central Deposit

Category	**Cut-off Grade** (g/t Ag)	**Quantity (kt)**	**Ag Grade (g/t)**	**Silver Metal Content (koz)**
Proven – Open Pit	-	-	-	-
Proven – Underground	-	-	-	-
Probable – Open Pit	250	364	875	14,144
Probable – Underground	450	458	663	8,375
Total Mineral Reserves	**-**	**822**	**852**	**22,519**

Project Performance Summary

Item	**Units**	**October 2016 Study**
Silver Price (LOM Weighted Average)	US$/troy oz	19.76
Exchange Rate	RUB/$	66.00
Production Summary		
Capital Cost	US$ million	49.9
Quantity of Ore (LOM)	kt	821.80
Silver Head Grade	g/t	852
Recovered Silver	koz (troy)	18,875
Unit Operating Costs	$/t processed	158.83
Key Financial Results		
Pre-tax Results		
Pre-tax Net Cash Flow	US$ million	166.0
Pre-tax NPV at a 5% Discount Rate	US$ million	132.6
Pre-tax IRR	%	86.1
Pre-tax Payback	Years	1.3
Without the Far East Tax Incentives		
Post-tax Net Cash Flow	US$ million	107.0
Post-tax NPV at a 5% Discount Rate	US$ million	82.8
Post-tax IRR	%	56.1
Post-tax Payback	Years	1.7
With the Far East Tax Incentives		
Post-tax Net Cash Flow	US$ million	154.0
Post-tax NPV at a 5% Discount Rate	US$ million	123.1
Post-tax IRR	%	81.9
Post-tax Payback	Years	1.3
Production Cost		

Cash Cost	US$/troy oz Ag recovered	7.49
Capital cost (excluding contingency)	US$/troy oz Ag recovered	3.49
Total Cost	US$/troy oz Ag recovered	10.98

Note: The Far East Tax Incentives (Russian Federal Law No.267-FZ) allows the use of a reduced tax rate for profit tax purposes, zero rate for federal tax and a reduced rate for mineral extraction tax based on a prescribed time frame. Cash costs include all on-site operating costs (mining, processing and general & administrative) and off-site costs (refining costs, silver transportation and insurance). Capital costs include all the initial and sustaining capital requirements.

Capital and Operating Costs

The total estimated initial capital cost for the design, construction, installation and commissioning of all facilities and equipment is US$49.9 million. Please refer to the table below for details.

Capital Cost Summary

Area	Initial ($)	Sustaining ($)	Total ($)
Mining	2,657,838	12,311,588	14,969,426
Processing	14,344,727	700,000	15,044,727
Infrastructure	3,717,106	-	3,717,106
Utilities	1,639,171	-	1,639,171
TMF	1,104,096	1,325,776	2,429,872
Site Facilities	5,360,289	-	5,360,289
Off-site Facilities	101,454	-	101,454
Project Indirects	11,194,311	70,867	11,265,178
EPCM	3,525,492	20,248	3,545,740
Owner's Cost	3,850,690	100,000	3,950,690
Allowances (including contingency)	2,374,759	831,232	3,205,991
Total	**49,869,933**	**15,359,711**	**65,229,644**

The LOM operating cost estimate for the Project consists of mining, processing and G&A costs (which includes TMF and site water management costs) and is estimated at $158.84/t processed; see table below for details.

LOM Averaged Operating Cost Summary

Area	Unit Cost ($/t processed)
Mining	59.61
Processing	57.06
G&A	42.16
Total	**158.83**

Processing

The feasibility study process plant design is based on 110,000 t/a capacity, with a LOM average silver grade of 772 g/t, and is expected to provide an average silver recovery from oxide ore of 85.0%. The average silver recovery of the primary ore (a small portion of the plant feed scheduled at the end of mine life) is expected to be 69.7%.

The process flowsheet consists of a standard crushing and grinding circuit, followed by gravity concentration and cyanide tank leach of the gravity tails. The gravity concentrates will be processed by intensive cyanidation. The leached slurry from the tank leach and intensive cyanidation will go through a simple counter current decantation washing system and the pregnant solution will be processed by direct electrowinning to recover silver metal in powder form with a purity expected to exceed 99.9% Ag.

Tailings

The tailings management facility ("TMF") will consist of a dry stack facility, contained within a fully-lined pad, surrounded by a series of containment bunds. A clarification pond to store all process affected fluids before retreatment is included in the design. The TMF will be constructed 0.2 km northeast of the plant site, and will cover an area of 7.69 ha. Approximately 0.8 Mt of tailings material will require storage over the 8-year LOM.

Approval Process

The Company acknowledges that there is a risk associated with undertaking construction in advance of obtaining the necessary regulatory approvals. It is possible that the regulatory approvals process may result in production delays and/or mandated design changes that may lead to modification of constructed site components. To mitigate the impact and likelihood of these risks, the approvals process is being managed by dedicated teams in Yakutsk and St Petersburg. The Company has also engaged an experienced, licensed Russian institute, EMC, to complete the design and assist with the submission and defence of the design documentation, as well as assist with permit applications. The Company is of the view that this risk caused by regulatory non-conformance is outweighed by the opportunity to maintain project momentum and investor interest, both essential for the successful completion of the project, as well as the earliest production of silver.

Sensitivities

The Project's pre-tax NPV, calculated at a 5% discount rate, is most sensitive to silver price followed by exchange rate, on-site operating costs, and capital costs (see Figure 1 below) and the project's pre-tax IRR is most sensitive to silver price followed by exchange rate, capital costs, and on-site operating costs (refer to Figure 2 below).

Figure 1 – Pre-tax NPV Sensitivity Analysis

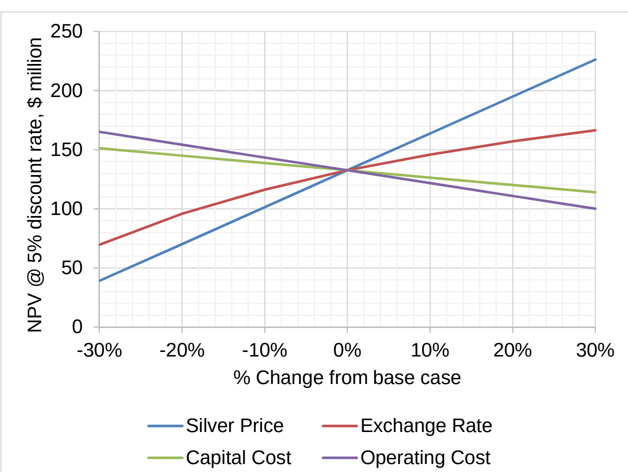
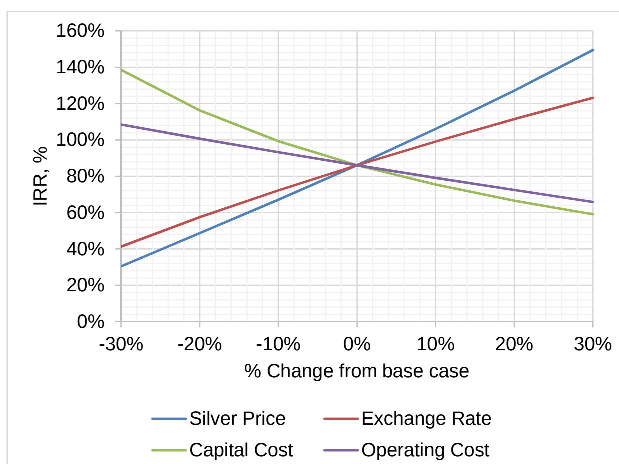


Figure 2 – Pre-tax IRR Sensitivity Analysis



Qualified Persons

Study consultants were led by Tetra Tech and comprised an independent, multidisciplinary team including SRK and ERM. Each of the Qualified Persons noted below is independent within the meaning of NI 43-101. Each has verified the underlying data relevant to the portions of the June 2016 Feasibility Study and the October 2016 Updated Feasibility Study for which they were responsible.

Consultant	June 2016 Feasibility Study	October 2016 Updated Feasibility Study
Tetra Tech	Arunasalam Vathavooran, PhD, CEng, MIMMM Damian Hicks, MIEAust CPEng Guy Roemer, PE Jacques du Toit, CEng, PrEng, MScEng, PMP Laszlo Bodi, MSc, CEng, PEng Robert Davies, BSc (Hons), CGeol, EurGeol, FGS Sabry Abdel Hafez, PhD, PEng Saunjay Duggal, MSc, PEng	Anton von Wielligh, BSC (Hons), PrEng, SAIMM Arunasalam Vathavooran, PhD, CEng, MIMMM Damian Hicks, MIEAust CPEng Guy Roemer, PE Jacques du Toit, CEng, PrEng, MScEng, PMP Laszlo Bodi, MSc, CEng, PEng Rene Carapetian, PEng Robert Davies, BSc (Hons), CGeol, EurGeol, FGS Sabry Abdel Hafez, PhD, PEng Saunjay Duggal, MSc, PEng
SRK (UK)	Houcyne El Idrysy, PhD, CGeol, FGS Krysztof Czajewski, BSc, PEng Max Brown, BSc, MSc, CEng, MIMMM Michael Beare, BEng, CEng, MIMMM Sergey Sabanov, BSc, MSc, PhD, CEng, MIMMM	Houcyne El Idrysy, PhD, CGeol, FGS Krysztof Czajewski, BSc, PEng Max Brown, BSc, MSc, CEng, MIMMM
ERM	Derek Chubb, PEng	Derek Chubb, PEng

Updated NI 43-101 Mineral Resource Estimates for the Mangazeisky Project

On March 1, 2017, the Company announced a NI 43-101 mineral resource update for the Mangazeisky North deposit as part of the Mangazeisky North PEA announced on the same day. The Updated Mineral Resources at Mangazeisky North resulted in a 10% increase in the Indicated mineral resource tonnes; and a 23% increase in the Indicated mineral resource grade. The NI 43-101 Technical Report for the PEA and accompanying mineral resource update was filed on SEDAR under the Company's profile on April 13, 2017.

During 2016 the Company significantly improved the quality of its mineral resources through the following NI 43-101 mineral resource updates:

- ***On April 13, 2016***, the Company announced an updated NI 43-101 mineral resource estimate on its Mangazeisky North deposit following the 2015 infill drilling which resulted in 74% of the inferred Maiden resource being converted to the Indicated category. In addition, there was a 43% increase in estimated average resource grade at Mangazeisky North, from 444 g/t Ag to 637 g/t Ag. The Indicated resource at Mangazeisky North is contained within a relatively near-surface and shallow-dipping vein system that presents open pit mining opportunities. The NI 43-101 Technical Report was filed on SEDAR under the Company's profile on May 30, 2016.
- ***On August 8, 2016***, the Company announced an updated NI 43-101 mineral resource update on its Vertikalny Central deposit following the 2015 infill drilling and trenching which resulted in converting an additional 4.3 Moz of silver resource form the Inferred to Indicated category. The additional data and updated geological modelling also resulted in a 35% increase in the Indicated resource grade, from 909 g/t to 1,227 g/t silver. The NI 43-101 Technical Report was filed on SEDAR under the Company's profile on September 21, 2016.

- ***On October 14, 2016***, the Company announced a NI 43-101 maiden mineral resource estimate at two additional deposits, the Sterzhnevoy and Porphirovy, located within haulage distance of the Vertikalny Central mine development, Mangazeisky silver project. The additional resource estimate at the new deposits have resulted in a 10% increase in the contained silver ounces within the Inferred mineral resource category. The NI 43-101 Technical Report was filed on SEDAR under the Company's profile on November 21, 2016.

Tetra Tech has adopted the definition of Mineral Resources as outlined within the CIM Definition Standards on Mineral Resources and Mineral Reserves (CIM, 2010) in order to classify the Resources.

Total mineral resources for the Mangazeisky Silver Property are detailed in the table below.

Zone	Indicated Resource			Inferred Resource		
	Tonnes (t)	Grade Ag (g/t)	Contained Metal Ag (Troy oz)	Tonnes (t)	Grade Ag (g/t)	Contained Metal Ag (Troy oz)
Vertikalny Central	700,000	1,227	27,700,000	350,000	786	8,900,000
Vertikalny Northwest				200,000	476	3,100,000
Nizhny Endybal				710,000	316	7,200,000
Mangazeisky North	334,000	770	8,250,000	127,000	560	2,300,000
Mangazeisky South				60,000	246	500,000
Sterzhnevoy				48,000	1,530	2,360,000
Silver Total	**1,034,000**	**1,079**	**35,950,000**	**1,495,000**	**504**	**24,360,000**

Zone	Inferred Resource						
	Tonnes (t)	Grade Au (g/t)	Grade Ag (g/t)	Grade Cu (%)	Contained Metal Au (Troy oz)	Contained Metal Ag (Troy oz)	Contained Metal Cu (lbs)
Porphirovy	80,000	1.7	46	0.6	4,000	115,000	1,000,000

Notes: The effective date of the Sterzhnevoy and Porphirovy maiden resources is August 27, 2016. The effective date of the Vertikalny Central resource is July 8, 2016 and the Vertikalny Northwest Resource is February 10, 2015. The effective date of the original Nizhny Endybal Resource estimate was September 11, 2012, this resource was re-stated with a higher cut-off grade on the June 10, 2015. The effective date of the Mangazeisky North is October 19, 2016 and the Mangazeisky South resource is June 10, 2015.

Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues. Although Silver Bear and Tetra Tech are not aware of any material barrier to eventual economic extraction.

Geological and Sampling Procedures

A quality assurance/quality control program is part of the drilling program on the Mangazeisky deposits. This program includes chain of custody protocols as well as systematic submittals of standards, duplicates and blank samples into the flow of samples produced by the drilling. Prior to 2011, analysis was carried out at Russian certified laboratories in Yakutsk and Aldan, Russia. Analysis for 2011, 2012, 2013, 2014 and 2015 campaigns were completed by ALS Chemex in Chita, Russia.

Mineral Resource Estimation Assumptions and Methods

Prospect Area	Key Assumptions
Vertikalny Central & North West	▪ The Mineral Resources have been estimated into two separate three-dimensional block models comprising the following parameters: o Vertikalny Central: 10 m x 10 m x 1 m (x, y, z), with minimum sub-block dimensions of 2.5 m x 2.5 m x 0.25 m (x, y, z). o Vertikalny Northwest: 10 m x 10 m x 1 m (x, y, z), with minimum sub-block dimensions of 2.5 m x 2.5 m x 0.25 m (x, y, z). ▪ The estimation was constrained to the mineralised zone using wireframe solid models. The wireframes were sub-domained to isolate the strongly mineralised main zone from the silver mineralisation associated with wall rock alteration. ▪ Grade estimates were based on 0.7 m composited assay data. ▪ The interpolation of the metal grades was undertaken using ordinary kriging. ▪ In order to demonstrate that the deposit has reasonable prospects for economic extraction a cut-off grade of 200 g/t silver has been applied for resources contained within an open pit shell at Vertikalny Central or within 80m of surface at Vertikalny Northwest. A 350 g/t silver cut-off has been applied for the underground resource. ▪ At Vertikalny Central, a pit shell wireframe was used to constrain the open pit resource in order to demonstrate that the resource has reasonable prospects for economic extraction. The pit shell uses the following assumptions: ▪ Silver price of $19 /Troy oz. ▪ Mining recovery 95% ▪ Waste dilution 30% ▪ Mining cost of US $2.53 /t. ▪ Processing cost of US $52 /t. ▪ General and administration costs of US $40.6 /t. ▪ Royalty of 6.5% ▪ Overall silver recovery of 88%.
Nizhny Endybal	▪ In order to maintain the Nizhny Endybal Resource as a Current Resource, Tetra Tech has restated the resource with the following assumptions: o Cut-off grade of 150 g/t Ag. o Spot metal prices effective February 10, 2015 of US$17/oz Troy ounce Ag. o Mining cost of US$75/t. o Processing cost of US$50/t. o General and administration cost of US$40/t o Overall silver recovery of 90%.
Mangazeisky North & South	▪ The Mineral Resources have been estimated into two separate three-dimensional block models each comprising the following parameters: o 20 m x 20 m x 5 m (x, y, z), with minimum sub-block dimensions of 1 m x 1 m x 0.5 m (x, y, z). ▪ The estimation was constrained to the mineralised zone using wireframe solid models. The wireframes were sub-domained to isolate each mineralised structure. ▪ Grade estimates were based on 0.5 m composited assay data. ▪ The interpolation of the metal grades was undertaken using Ordinary Kriging.

	▪ In order to demonstrate that the deposit has reasonable prospects for economic extraction a cut-off grade of 150 g/t has been applied for Mangazeisky North, based upon the following assumptions: o Silver Price of $17 /Troy oz. o Mining Cost of US $75 /t. o Processing Cost of US $50 /t. o General and administration costs of US $40 /t. o Overall Silver recovery of 90%.
Sterzhnevoy and Porphirovy	▪ The Mineral Resources have been estimated into two separate three-dimensional block models each comprising the following parameters: o 20 m x 20 m x 10 m (x, y, z), with minimum sub-block dimensions of 1 m x 1 m x 0.5 m (x, y, z). ▪ The estimation was constrained to the mineralised zone using wireframe solid models. The wireframes were sub-domained to isolate each mineralised structure. ▪ Grade estimates were based on 0.5 m composited assay data. ▪ The interpolation of the metal grades was undertaken using Inverse Distance Weighting. ▪ In order to demonstrate that the deposit has reasonable prospects for economic extraction a cut-off grade of 150 g/t has been applied for Sterzhnevoy, based upon the following assumptions: o Silver Price of $17 /Troy oz. o Mining Cost of US $75 /t. o Processing Cost of US $50 /t. o General and administration costs of US $40 /t. o Overall Silver recovery of 90%. ▪ And a cut-off grade of $77 equivalent based on the same assumptions for Porphirovy. Dollar equivalent calculated with the formula = Au ozt x $1250 + Ag ozt x $17 + Cu lbs x $2.2

Note:

(1) *Assumes that the Mangazeisky deposits will be worked with Vertikalny and will therefore share general and administrative costs.*

Qualified Person

The updated Indicated and Inferred Mineral Resource estimates for Vertikalny Central and Northwest, Mangazeisky North and South and Nizhny Endybal were prepared by Mr. Robert Davies, B.Sc., European Geologist (EurGeol) and Chartered Geologist (CGeol). Mr. Davies is Senior Resource Geologist at Tetra Tech and is a "qualified person" as such term is defined in NI 43-101. The new Inferred Mineral Resource estimate for Sterzhnevoy and Porphirovy was prepared by Mr. Joe Hirst, B.Sc., M.Sc. European Geologist (EurGeol) and Chartered Geologist (CGeol). Mr. Hirst is a Resource Geologist at Tetra Tech and is a "qualified person" as such term is defined in NI 43-101.

PROJECT FINANCING AND SHORT TERM LOANS

Secured Loan Facility 2016

On April 28, 2016, the Company announced that it had entered into a non-binding term sheet (the "Term Sheet") with the Company's major shareholders, Inflection and Aterra (together the "Lenders"), for a comprehensive secured debt funding package for the final development, construction and commissioning of the Company's Mangazeisky silver project. The final terms of the Facilities Agreement are detailed below.

On August 5, 2016, the Board of Directors of the Company approved entering into the Facilities Agreement and certain related security documents with the Lenders.

Material Terms of the Facilities Agreement

Pursuant to the Facilities Agreement, the Lenders will make available to the Borrowers secured loans in the aggregate principal amount of US$55.2 million comprising three tranches ("Secured Loan Funding"). Tranche A consisted of a term loan facility of US$43.2 million, of which Inflection has provided US$30.4 million and Aterra has provided US$12.5 million (the "Term Loan Facility"). Of the US$43.2 million total Tranche A commitment, US$33.2 million has been made available to Silver Bear with the remaining US$10.0 million being made available to ZAO Prognoz ("Prognoz") (collectively "Tranche A"). The Lenders will also make available to Prognoz, subject to the terms and conditions of the Facilities Agreement, a Tranche B working capital facility of US$10.0 million (the "Working Capital Facility") and a Tranche C contingent facility of US$2.0 million (the "Contingent Facility", and together with the Working Capital Facility, the "Additional Facilities").

A portion of the Term Loan Facility (US$32,924,995) has been used by the Company to repay the principal and accrued interest for all outstanding non-convertible notes previously issued by the Company to the Lenders described below.

The Secured Loan Funding accrues interest at a rate of 15% per annum, calculated and accrued quarterly, and is payable on January 1, April 1, July 1 and October 1 in each calendar year and on the maturity date, being the date that is forty-eight months following the date on which the Term Loan Facility has been drawn in full. Pursuant to the terms of the Facilities Agreement, all interest accrued before July 1, 2017 will be capitalized and added to the principal amount of the Term Loan Facility such that the first interest payment under the Facilities Agreement would therefore be in respect of the quarterly period ending October 1, 2017.

The Secured Loan Funding is secured and the parent and subsidiaries of the Company will act as a guarantor of each other's obligations under the Facilities Agreement and all related security documents.

TSX Approval and Disinterest Shareholder Approval

The Toronto Stock Exchange (the "TSX") provided its conditional approval for the Facilities Agreement, whose conditional approval was subject to, among other things, receipt of disinterested Shareholder Approval (the "Shareholder Approval'), as described below.

Because the Lenders are insiders (as such term is defined in the TSX Company Manual) of Silver Bear, the rules and policies of the TSX required that the Company obtain disinterested shareholder approval in connection with the Secured Loan Funding. As a result, Silver Bear held a special meeting of its shareholders on Friday, September 2, 2016 at which the Company's shareholders were asked to approve the Facilities Agreement and the payment of interest to the Borrowers in connection with the Secured Loan Funding.

On September 7, 2016, the Company announced it had obtained the minority shareholder approval necessary to enter into the Facilities Agreement. 99.99% of the shares voted at the special meeting of shareholders of the Company held on September 2, 2016 were voted in support of the Facilities Agreement.

Having obtained approval of the Facilities Agreement from its minority shareholders as required by the rules and policies of the TSX, the Company, Prognoz, its in-directly wholly-owned subsidiary, and Silver Bear Holdings Limited ("SBR Barbados") its directly wholly-owned subsidiary, and the Lenders each executed the Facilities Agreement and all related security documents, effective as of September 5, 2016. The Facilities Agreement was filed on SEDAR under the Company's profile on September 15, 2016.

On September 22, 2016, the Company and Prognoz drew down US$42,924,995 on Tranche A. In December 2016, the Company and Prognoz drew down Tranches B and C of the Facilities Agreement.

On March 27, 2017, further to its press release of February 1, 2017, the Company executed the agreements with its major shareholders, Aterra and Inflection to increase the previously provided project facilities by a further US$15 million (the "Facilities Agreement Increase"). Under the Facilities Agreement Increase, Aterra and Inflection have provided an additional working capital tranche of US$10 million to meet expenses during the rescheduled ramp-up plus a discretionary US$5 million cost over-run tranche, should that be required. No other principal terms of the existing project facilities have been changed.

The TSX has provided its conditional approval for the Facilities Agreement Increase. Payment of interest on the US$10 million working capital tranche after June 30, 2017 and utilization of the US$5 million cost-over run tranche under the Facilities Agreement Increase are both subject to disinterested shareholder approval, as Aterra and Inflection are insiders (as such term is defined in the TSX Company Manual) of Silver Bear. Silver Bear has drawn down the full US$10 million working capital tranche at the time of this report. Silver Bear intends to seek disinterested shareholder approval at its AGM to be held prior to June 30, 2017.

SHORT TERM LOANS

Non-Convertible Loans

February 2015 Notes – On March 2, 2015, the Company entered into unsecured non-convertible promissory notes with FrontDeal Limited ("FrontDeal") and with Inflection, pursuant to which FrontDeal and Inflection each agreed to lend the Company US$3,500,000 respectively for a total of US$7,000,000, collectively referred to as the "February 2015 Notes". The February 2015 Notes bear interest at a rate of 15% per year and the principal and accrued interest are payable on the maturity date which was initially agreed as June 27, 2015. On July 15, 2016, at the Annual and Special Meeting of Shareholders, the Company obtained minority and disinterested shareholder approval, as required under MI 61-101 and the Manual for the payment of interest on the February 2015 Notes from January 1, 2016 to September 30, 2016 or such date on which the February 2015 Notes are repaid in full.

FrontDeal and Aterra are indirectly wholly-owned by Alexey Mordashov, who is also the owner of Aterra Investments Limited, an insider and related party to the Company. Mr. Boris Granovsky, a director of the Company, is a managing partner of Aterra Capital, a management company for Aterra Investments Limited. Inflection is an insider and related party of Silver Bear. Mr. Alexey Sotskov, a director of the Company, is also a director of Inflection.

In second quarter 2016, Silver Bear obtained waivers from Inflection and Aterra in respect of the default caused by the Company's failure to repay on the March 31, 2016 maturity date the principal amounts and accrued interest on the "February 2015 Notes". Such waivers will terminate on the earlier of September 30, 2016 and the date on which the February 2015 Notes are repaid in full. Subsequently, as stated below, on September 19, 2016, the Company repaid all the existing non-convertible loans, including interest, with funds received in accordance with the Facilities Agreement.

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Inflection Non-Convertible Note – On December 4, 2015 the Company announced that under the new Note Exchange Agreement, Inflection also agreed to make an additional loan to the Company in the principal amount of $3,300,000 (the "Inflection Non-Convertible Note"), which was subject to minority and disinterested shareholder approval at a special meeting of shareholders to be held on January 11, 2016.

On January 11, 2016, the Company sought and obtained minority and disinterested shareholder approvals at a special meeting of the Company (the "Special Meeting") for the issuance of the Inflection Note as required by Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101") and the TSX Company Manual. The Inflection Note bears interest at a rate of 15% per annum until its maturity on December 31, 2016 and is non-convertible. The Private Placement was conducted on a non-brokered basis. No fee is payable by the Company in respect of the issuance of securities under the Private Placement.

Contingent Non-Convertible Note – On March 30, 2016, the Lenders agreed to provide the Company with loans in the aggregate principal amount of US$20 million. As part of the financing, the Company issued unsecured contingent non-convertible promissory notes to each of the Lenders in the principal amounts of US$14,500,000 and US$5,500,000, respectively, for a total of US$20,000,000 (together, the "Contingent Non-Convertible Notes"), which notes were to mature and be due and payable on December 31, 2016. Details of the terms of the Contingent Non-Convertible Notes are discussed below.

The Contingent Non-Convertible Notes pay no interest until such time as the Company obtains disinterested shareholder approval (as required under the TSX Company Manual) for the payment of interest thereon. The Contingent Non-Convertible Notes were approved by the board of directors of Silver Bear with Mr. Alexey Sotskov and Mr. Boris Granovsky abstaining from participating in the vote as a result of their respective relationship with Inflection and Aterra. The Financing was conducted on a non-brokered basis. No fee was payable by the Company in respect of the issuance of the Contingent Non-Convertible Notes.

On July 15, 2016, at the Annual and Special Meeting of Shareholders, the Company obtained minority and disinterested shareholder approval, as required under MI 61-101 and the TSX Company Manual, for the issuance of certain non-convertible promissory notes of the Company and the payment of interest thereon and confirmed and approved the payment of interest on certain non-convertible promissory notes previously issued by the Company.

On September 19, 2016, the Company repaid all the existing non-convertible loans, including interest, with funds received in accordance with the Facilities Agreement.

Convertible Loans

In October 2015, Aterra and Inflection provided additional loans to the Company of $2,310,000 and $3,300,000 respectively. These additional loans were made under contingent convertible promissory notes that bore interest at 15% per year and had a maturity date of December 31, 2015 and were contingently convertible into Common Shares of the Company at a price of $0.075 per Common Share.

In November 2015, Inflection advanced a further $5,610,000 under a convertible promissory note with a maturity date of December 31, 2015 and which was convertible into Common Shares at a price of $0.045 per Common Share. This note also bore interest at 15% per year.

On December 4, 2015, the Company announced the Lenders agreed to a series of transactions through which existing convertible debt and interest thereon, together with new funding of additional convertible loans in the aggregate principal amount of $6,600,000, was consolidated into two instruments issued to Inflection and Aterra with the principal amounts of $12,350,769.86 and $5,669,806.85 respectively (the "Note Exchange Agreement").

Both these convertible loan notes bear interest at 15% per year, mature on December 31, 2016 and give the holder the right to convert the principal and any accrued interest into fully paid Common Shares of the Company at a conversion price of $0.045 per Common Share. Management considers 15% per year to be the prevailing market rate on loans that do not have an associated equity conversion option; accordingly, all the principal is recognised as a liability.

On January 11, 2016, at the Company's Special Meeting of Shareholders, the Company obtained minority and disinterested shareholder approvals, as required under MI 61-101 and the TSX Company Manual, for the payment of interest on and conversion into Common Shares of the Company of certain consolidated contingent convertible notes (the "Consolidated Contingent Convertible Notes") in the aggregate principal amounts of $12,350,769.86 and $5,669,806.85 previously issued by the Company to Inflection and Aterra respectively, on December 4, 2015. The Consolidated Contingent Convertible Notes now bear interest at a rate of 15% per annum and mature on December 31, 2016. All interest accrued under the Consolidated Contingent Convertible Notes will be convertible into Common Shares on the same terms as the principal amount.

On September 7, 2016, the Lenders announced that they have entered into a note transfer agreement, pursuant to which Aterra has agreed to sell to Inflection $1,166,662.67 principal amount of convertible notes issued by Silver Bear for their principal amount plus accrued and unpaid interest. Following the note transfer agreement Inflection and Aterra will continue to hold Silver Bear convertible notes in the aggregate principal amounts of $13,515,432.53 and $4,505,144.18, respectively.

On November 24, 2016, it was announced that its major shareholders, Aterra and Inflection have entered into negotiations with the Company to undertake a convertible note restructuring and new financing process with the objective of mitigating the significant dilution and likely impact on liquidity that would occur if all of the Company's existing convertibles notes were converted by December 31, 2016. Aterra currently holds convertible notes with a principal amount of $4.505 million and Inflection a principal amount of $13.51 million, all of which were initially issued in December 2015.

The discussions revolve around Aterra and Inflection converting a to-be-agreed portion of the principal amount of the existing convertible notes into common shares, alongside a new financing process such that their combined common share ownership would not exceed 65% on completion of the restructuring and new financing. In addition, Aterra and Inflection would agree to exchange the remaining principal amount for new convertible notes to be priced in the context of the market, and also placed with new institutional investors. The existing convertible notes are convertible into common shares at the existing rate of CDN$0.045 per share.

On December 28, 2017, the Company announced that Aterra and Inflection agreed to extend the maturity date of their respective convertible notes to March 31, 2017.

Subsequently on March 20, 2017, the Company and major shareholders Aterra and Inflection executed the agreement in relation to the extension of the maturity dates of their outstanding convertible notes from March 31, 2017 to December 31, 2017. The TSX has provided its approval for the Note Extension. The Note Extension is not subject to shareholder approval.

The Note Extension will provide the Company with additional time to finalize a beneficial restructuring of Aterra's and Inflection's outstanding convertible notes as previously announced by the Company and support the Company's pursuit of additional equity financing to reduce leverage once the production schedule is certain.

Interest accrued on all the short-term loans amounted to $3,569,717 at March 31, 2017.

OUTLOOK FOR 2017

During the year-ended December 31, 2016, with the financial support of its major shareholders Aterra and Inflection, the Company made significant progress in advancing Mangazeisky mine development. Among its many accomplishments during 2016, the Company secured project financing, significantly improved the quality of its resources and reserves and delivered an improved and robust NI 43-101 feasibility study. Early in 2017, the Company along with its major shareholders made the decision to reschedule the commissioning and subsequent production for the project by several months, due to the early onslaught of winter hampering the summer road delivery and to allow the Company to complete all outstanding permitting for the project. To that end, the Company's major shareholders, Aterra and Inflection, agreed to increase the Facilities Agreement by an additional US$15 million giving the Company financial flexibility needed to reach production in late 2017. The Company's priorities and initiatives for the remainder of 2017 are as follows:

- Monitor construction and development timeline to ensure start of commissioning by June 2017;
- Completion of Russian detailed engineering, planning, construction and subsequent permitting approvals to ensure deliveries of cyanide in late 2017;
- Conclusion of the 2017 winter road management for necessary equipment deliveries to site;
- Continue to build up operational capabilities and staffing and introduce new systems for production monitoring and management accounting;
- Development and implementation of updated exploration plans for 2017, identifying which existing and new targets can be best developed in the most economical ways possible with the objective of further expanding mineral resources; and
- Continue with corporate and financial re-structuring to ensure most efficient and economical structures for the future.

RESULTS OF OPERATIONS

For the three-month period ended March 31, 2017, compared to the three-month period ended March 31, 2016

Revenues

As at March 31, 2017, the Company was in the exploration and development stage and therefore did not have revenues from operations. Interest income on the cash balances held in the bank for the three-month period ended March 31, 2017 was minimal and in line with the three-month period ended March 31, 2016, because of low bank interest rates and cash balances.

Expenses

Exploration

For the three-month period ended March 31, 2017 Silver Bear spent $0.1 million on exploration activities, compared to $0.33 million during the three-month period ended March 31, 2016. Costs associated with the Mangazeisky silver project for the three-month period ended March 31, 2017 relate to the preparation for the 2017 drilling and exploration programs.

Exploration expenses were lower in the three-month period ended March 31, 2017 when compared to the same period of 2016 in part due to reduced exploration activities.

Construction and Development

The Company concluded that technical and commercial viability for the project was determined with effect from July 1, 2015, and consequently commenced capitalizing directly attributable costs relating to the development of the Mangazeisky silver project from that date. In the three-month period ended March 31, 2017 this amounted $1.82 million, compared to the similar period in 2016 this amounted to $2.61 million. In addition, capital expenditure on property plant and equipment in the period to date amounted to $4.12 million, giving rise to a net book value for property, plant and equipment amounting to $43.10 million and a net book value for mineral property amounting to $20.83 million as at March 31, 2017, compared to a net book value of $11.99 million and $8.67 million respectively as at March 31, 2016.

General and Administrative

General and administrative expenses for the three-month period ended March 31, 2017 were $1.57 million. This is higher than the $0.78 million incurred during the three-month period ended March 31, 2016. This increase is primarily due to the high professional fees paid concerning the financing agreements and the Company's ongoing corporate re-structuring.

Management compensation for the three-month period ended March 31, 2017 was $0.25 million, similar to the $0.24 million for the three-month period ended March 31, 2016. In addition, for the three-month period ended March 31, 2017 the Company spent $0.65 million on professional and consulting fees compared to $0.11 million during the three-month period ended in March 31, 2016.

Non-Cash Items

Depreciation expense for the three-month period ended March 31, 2017 was $0.09 million compared to $0.20 million in the three-month period ended March 31, 2016. All property, plant and equipment ready for use, with the exception of leasehold improvements, are depreciated on a straight-line basis over three to five years. Depreciation of $0.91 million charged on property, plant and equipment considered to be for sole use in the Mangazeisky site has been capitalised in the three-month period ended March 31, 2017.

Non-cash share-based compensation expense for the three-month period ended March 31, 2017 was $Nil compared to $0.02 million for the same period in 2016. This slight variance is due to an increased number of options vested in the three-month period ended March 31, 2016. The mining industry has been very competitive and this type of compensation is an attractive incentive. The timing of grants varies from year to year based on milestones achieved and plan availability. Consequently, the quarterly and annual expense can vary widely.

No stock options were granted during the three-month period ended March 31, 2017 and the same period in 2016. The fair value of options is estimated on the date of grant using the Black-Scholes option pricing model. Where relevant, the expected life used in the model has been adjusted based on management's best estimate for the effects of non-transferability, exercise restrictions (including the probability of meeting market conditions attached to the option). Expected volatility is based on the historical share price volatility over the past five (5) years. The expected life of the option was calculated based on the history of option exercises.

The foreign exchange gain for the three-month period ended March 31, 2017 was $5.54 million compared to $0.92 million for the three-month period ended March 31, 2016 primarily as a result of the strengthening of the Russian Rouble against the US dollar in the three month period to date, given the US dollar dominated loans now held by the group's subsidiary Prognoz.

Net Profit/Loss

As a result of the foreign exchange gains discussed above Silver Bear recognised a net profit for the three-month period ended March 31, 2017 of $2.43 million, or $0.01 per share. This compares to a loss of $1.11 million or $0.01 per share for the three-month period ended March 31, 2016.

Liquidity and Capital Resources

The Company's approach to managing liquidity risk is to ensure it will have sufficient liquidity to meet liabilities when due by continual review of budgets and forecasts and discussions with shareholders and other providers of finance as appropriate. As at March 31, 2017, Silver Bear had cash and cash equivalents of $3.66 million. The Company has total current assets of $24.42 million and total current liabilities of $33.01 million, including short term loans of $18.02 million. Non-current liabilities total $76.84 million, which includes long term loans of $73.17 million. As at March 31, 2017, these loans have accrued interest of $8.79 million.

The Company has total obligations of $3.91 million under finance leases for exploration equipment being paid over the next three to five years. Historically, the Company has been able to meet its required property development schedule by raising funds from existing shareholders and in the public markets and is optimistic that it will continue to do so but there is no guarantee that sufficient funds will be raised. In order to fund development operations and maintain rights under licenses and agreements, the Company has secured funding in the form of short-term and long-term loans of $18.02 million and $73.17 million respectively and the Company may be dependent on securing additional financing until such time that it generates sufficient operating cash flow to meet its liabilities.

On August 8, 2016, the Company announced the finalization of a Facilities Agreement with its Lenders for a comprehensive secured debt funding package which consists of a US$43.2 million Term Loan Facility, a Working Capital Facility of US$10 million and a Contingency Facility of US$2 million for a total principal amount of US$55.2 million together referred to the Secured Loan Funding. On September 7, 2016, the Company announced it had obtained the minority shareholder approval necessary to enter into the Facilities Agreement with the Lenders. 99.99% of the shares voted at the special meeting of shareholders of the Company held on September 2, 2016 were voted in support of the Facilities Agreement. For additional information regarding the Facilities Agreement, please refer to the Project Financing section herein.

On March 27, 2017, further to its press release of February 1, 2017, the Company executed the agreements with its major shareholders, Aterra and Inflection to increase the previously provided project facilities by a further US$15 million (the "Facilities Agreement Increase"). Under the Facilities Agreement Increase, Aterra and Inflection have provided an additional working capital tranche of US$10 million to meet expenses during the rescheduled ramp-up plus a discretionary US$5 million cost over-run tranche, should that be required. No other principal terms of the existing project facilities have been changed.

The TSX has provided its conditional approval for the Facilities Agreement Increase. Payment of interest on the US$10 million working capital tranche after June 30, 2017 and utilization of the US$5 million cost-over run tranche under the Facilities Agreement Increase are both subject to disinterested shareholder approval, as Aterra and Inflection are insiders (as such term is defined in the TSX Company Manual) of Silver Bear. Silver Bear may draw the full US$10 million working capital tranche at any time. Silver Bear intends to seek disinterested shareholder approval at its AGM to be held prior to June 30, 2017.

The following table summarizes the Company's contractual obligations over the next five years and thereafter as at March 31, 2017:

	Payments Due by Period			
Contractual Obligations	Total	Less than 1 Year	1-5 Years	After 5 Years
Loans	$ 91,191,656	$ 18,020,577	$ 73,171,079	$ -
Finance lease obligations	3,909,559	1,527,433	2,382,126	-
Total contractual obligations	$ 95,101,215	$ 19,548,010	$ 75,553,205	$ -

The Company entered into a long-term lease agreement, extended in 2014, for the purchase of certain exploration equipment payable in monthly installments of US$11,300. The lease payments were discounted at a rate of 12.7%. The Company made a down-payment for 50% of the cost of equipment.

In 2016, the Company entered into long term lease agreements for the purchase of equipment in relation to the development of the Mangazeisky project payable in monthly instalments of circa US$107,000. The lease payments have been discounted at rates of between 12.4% and 21.8%. The Company made down payments of 30% of the cost of the equipment.

In order to maintain the mining licence at the Mangazeisky silver project in good standing, Silver Bear is required to conduct certain minimum levels of exploration activity. Minimum requirements under the exploration and mining licence for 2016 are 6,000 metres of drilling and 10,000 cubic metres of trenching annually. On September 21, 2016, the Company announced that Rosnedra granted a seven-year extension to the term of the Company's wholly-owned Exploration Licence relating to the Mangazeisky silver project. The extension provides that the new licence term will run to December 31, 2023, and going forward contains no requirements for minimum work on drilling and trenching.

The Company is party to certain management contracts and severance obligations. These contracts contain clauses requiring additional payments of up to $515,000 be made upon the occurrence of certain events such as a change of control. As the likelihood of these events taking place is not determinable, the contingent payments have not been reflected in these audited consolidated financial statements.

The Company may be involved in legal proceedings from time to time, arising in the ordinary course of its business. Typically, the amount of ultimate liability with respect to these actions will not, in the opinion of management, materially affect Silver Bear's financial position, results of operations or cash flows. There were no material outstanding legal proceedings as of March 31, 2017.

In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company and its legal counsel evaluate the perceived merits of any legal proceedings or unasserted claims of the amount of relief sought or expected to be sought. If the assessment of a contingency suggests that a loss is probable, and the amount can be reliably estimated, then a loss is recorded. When a contingent loss is not probable but is reasonably possible, or it is probable but the amount cannot be reliably estimated, then details of the contingent loss are disclosed. Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case we disclose the nature of the guarantee. Legal fees incurred with pending legal proceeding are expensed as incurred.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Capital Stock

As at March 31, 2017, the Company had issued and outstanding 162,930,351 Common Shares no change from December 31, 2016.

The maximum aggregate number of Shares reserved by the Company for issuance and which may be purchased upon the exercise of all options granted under its Stock Option Plan together with all securities issuable under the Company's Share Bonus Plan is to be not greater than 10% of the outstanding Shares (on a non-diluted basis) issued and outstanding at the time of the granting of the Options. As at December 31, 2016 the total number of options available for issue under the Stock Option Plan was 16,293,035. A total of 4,752,619 options and share bonus plan shares are available for future issue as at March 31, 2017.

As at March 31, 2017, the Company had share options outstanding and exercisable as follows:

	Outstanding		Exercisable	
Expiry Year	Number	Weighted average exercise price ($)	Number	Weighted average exercise price ($)
2017	325,000	0.57	325,000	0.57
2018	300,000	0.24	300,000	0.24
2019	5,796,666	0.24	5.796,666	0.24
2021	2,800,000	0.19	2,800,000	0.19
	9,221,666	0.24	9,221.666	0.24

As at March 31, 2017 the Company had Nil warrants outstanding.

Summary of Quarterly Results ($)

	Mar- 17	Dec-16	Sep-16	Jun-16
Net Profit/(Loss)	2,429,297	(4,956,266)	(839,549)	(2,944,202)
Basic and diluted Profit/(loss) per share	0.01	(0.03)	(0.01)	(0.02)
Cash and cash equivalents	3,656,446	15,759,123	12,825,851	7,792,138
Total assets	98,144,934	91,400,256	70,424,419	56,527,934
Total long-term financial liabilities	76,836,366	77,656,347	58,363,584	2,036,542

	Mar-16	Dec-15	Sep-15	Jun-15
Net Loss	(1,108,194)	(3,384,670)	(1,857,743)	(3,603,319)
Basic and diluted loss per share	(0.01)	(0.02)	(0.01)	(0.02)
Cash and cash equivalents	19,318,495	9,966,104	1,093,099	1,780,118
Total assets	55,229,658	27,164,507	12,856,363	11,234,110
Total long-term financial liabilities	1,966,655	932,544	954,790	1,056,400

The Company's operating segments include one property in the Russian Federation (Mangazeisky) and a corporate office in Toronto, Canada.

As at March 31, 2017									
Country / Property	Cash and cash equivalents	Inventories	Prepaid expenses	Receivables	Mineral Properties	Property, plant and equipment	Depreciation	Interest expense	Net (Profit)/ Loss for the period
Russia	$ 323,976	$10,281,650	$11,610,910	$ 8,497,115	$ 20,830,758	$ 43,095,789	$ 86,786	$ 1,073,793	$(4,278,439)
Canada	3,332,470	-	138,363	33,903	-	-	-	270,708	1,849,142
	$ 3,656,446	$10,281,650	$11,749,273	$ 8,531,018	$ 20,830,758	$ 43,095,789	$ 86,786	$1,344,501	$(2,429,297)

As at March 31, 2016									
Country / Property	Cash and cash equivalents	Inventories	Prepaid expenses	Receivables	Mineral Properties	Property, plant and equipment	Depreciation	Interest expense	Net Loss for the period
Russia	3,472,945	4,174,462	9,013,398	2,685,646	8,669,012	11,235,062	197,055	53,880	237,701
Canada	15,845,550	-	86,518	22,717	-	-	-	628,377	870,493
	$ 19,318,495	$ 4,174,462	$ 5,039,068	$ 2,708,363	$ 8,669,012	$ 11,235,062	$ 197,055	$ 682,257	$ 1,108,194

RELATED PARTY TRANSACTIONS

(a) <u>Financing transactions</u>

The Company has entered into a series of financing transactions with major shareholders. These transactions have been explained in detail elsewhere in this report.

COMPENSATION OF KEY MANAGEMENT

Key management includes the Company's directors and officers. Compensation awarded to key management included:

	Three-months ended	
	March 31, 2017	**March 31, 2016**
Salaries, fees and short-term employee benefits	$ 249,745	$ 191,677
Termination payments	-	30,000
Share-based payments	-	15,278
Total	$ 249,745	$ 236,955

As at March 31, 2017 the Company owed key management $108,057 (December 31, 2016: $290,554) for fees and bonuses payable in accordance with contracts and agreements.

ACCOUNTING ESTIMATES AND MANAGEMENT JUDGMENTS

The preparation of consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reported period. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The significant areas of estimation and uncertainties considered by management in preparing the consolidated financial statements include:

Critical judgement in applying accounting policies:

- Determination of functional currency

  Based on the primary indicators in IAS 21 – The Effects of Change in Foreign Exchange Rates – the Russian rouble has been determined as the functional currency of JSC Prognoz ("Prognoz"), an operating subsidiary of Silver Bear, because the Russian rouble is the currency that mainly influences labour, material and other costs of providing goods or services, and is the currency in which these costs are denominated and settled.

  Significant management judgment was exercised, since the second primary indicator related to the currency influencing the sales price is not applicable, as Prognoz does not yet generate any revenue. Effects of changes in foreign exchange rates on the consolidation of the financial statements are recorded in other comprehensive income and carried in the form of a cumulative translation adjustment in the accumulated other comprehensive income section of the Statement of financial position of the Company.

  If the functional currency of the Russian entity had been Canadian dollar, the effect of changes in foreign exchange rates would have been reflected in net income as foreign exchange gain (loss) on the Statement of comprehensive loss.

- Assets' carrying values and impairment charges

  Subsequent to the identification of an impairment trigger, in the determination of carrying values and impairment charges, management looks at the recoverable amount of the asset, which is the higher of value in use or fair value less costs to sell in the case of assets, and at objective evidence of significant or prolonged decline in fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

- Contingencies

  Refer to Note 18 of the unaudited consolidated financial statements for the three-month period ended March 31, 2017.

- Capitalization of development costs

  Management has determined that development costs incurred from July 1, 2015 have future economic benefits and are economically recoverable. In making this judgement, management has assessed various sources of information including the geological and metallurgical information, scoping and feasibility studies, proximity of operating facilities, operating management expertise and existing permits.

Key sources of estimation uncertainty:

- Depreciation rates

  All property, plant and equipment, with the exception of leasehold improvements, are depreciated on a straight-line basis over three to five years, which the Company believes is the best approximation of the useful life. If the estimated life had been longer than management's estimate, the carrying amount of the asset would have been higher.

- Rehabilitation provisions and asset retirement obligations

  Exploration and development activities carried out by the Company give rise to obligations for environmental rehabilitation. Significant uncertainty exists as to the amount and timing of associated cash flows and regulatory requirements. A Russian Central Bank borrowing rate is used in discounting of future cash flows as a pre-tax discount rate.

  The expected life of the mine is used as the discounting period. If the estimated pre-tax discount rate used in the calculation had been higher than the management estimate, the carrying amount of the provision would have been lower and interest expense higher.

  If the estimated period over which the cash flows associated with the asset retirement obligations are calculated had been longer than management's estimates, the carrying amount of the provision would have been lower as would have been interest expense.

- Share-based payment transactions

  The Company records share-based compensation at fair value over the vesting period. The fair value of the grant is determined using the Black-Scholes options pricing model and management assumptions regarding dividend yield, expected volatility, forfeiture rate, risk free rate and expected life. Should the underlying assumptions change, it will impact the fair value of the share-based compensation.

- Impairment of mineral properties and property, plant and equipment

  While assessing whether any indications of impairment exist for mineral properties, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of mineral properties. Internal sources of information include the manner in which mineral properties are being used or are expected to be used and indications of expected economic performance of the assets. Estimates include but are not limited to estimates of the discounted future after-tax cash flows expected to be derived from the Company's mineral properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, reductions in the amount of recoverable mineral reserves and mineral resources, and/or adverse current economics can result in a write-down of the carrying amounts of the Company's mineral properties.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Subject to the limitations, if any, described below, the Company's CEO and CFO, have as at the three-month period ended March 31, 2017, designed Disclosure and Control Procedures, ("DC&P") or caused it to be designed under their supervision, to provide reasonable assurance that:

- material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and
- information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- Internal control over financial reporting has been designed, based on the framework established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"), to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Because of inherent limitations, internal control over financial reporting and disclosure controls can provide only reasonable assurances and may not prevent or detect misstatements. Furthermore, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

There have been no significant changes to the Company's disclosure controls and procedures and internal controls over financial reporting that occurred during the three-month period ended March 31, 2017 that have materially affected, or are reasonably likely to materially affect, the Company's disclosure controls and procedures and internal control over financial reporting.

The Audit and Governance Committees of the Company have reviewed this MD&A and the unaudited consolidated financial statements for the three-month period ended March 31, 2017, and the Company's board of directors approved these documents prior to their release.

CHANGES TO INTERNAL CONTROLS OVER FINANCIAL REPORTING

There have been no significant changes to the Company's internal controls over financial reporting that occurred during the three-month period ended March 31, 2017 that have materially affected, or are reasonably likely to materially affect the Company's internal control over financial reporting.

SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with IFRS, and include the significant accounting policies as described in Note 2 to the March 31, 2017 unaudited consolidated financial statements.

NEW ACCOUNTING STANDARDS

The Company has adopted the following annual improvements to IFRS.

IAS 7 – Statement of Cash Flows ("IAS 7")

The objective of the amendments is to enable users of financial statements to evaluate changes in liabilities arising from financing activities. The amendments require entities to provide disclosures that enable investors to evaluate changes in liabilities arising from financing activities, including changes arising from cash flows and non-cash changes. The additional disclosure is provided in Notes 10 and 12

IAS 12 – Recognition of Deferred Tax Assets for Unrealized Losses ("IAS 12")

The IASB published amendments to IAS 12 on January 19, 2016. The amendments, Recognition of Deferred Tax Assets for Unrealised Losses (Amendments to IAS 12), clarify how to account for deferred tax assets related to debt instruments measured at fair value. The application of this amendment has had no impact on these financial statements.

The following new accounting standards and amendments to existing standards and interpretations that have been issued by the IASB are not yet effective and have not been adopted early by the Company in preparing these financial statements.

IFRIC Interpretation 22 Foreign Currency Transactions and Advance Consideration

IFRIC 22 addresses how to determine the date of transaction for the purpose of determining the spot exchange rate used to translate foreign currency transactions on initial recognition in circumstances when an entity pays or receives some or all of the foreign currency consideration in advance of the recognition of the related asset, expense or income.

The interpretation states that the date of the transaction, for the purpose of determining the spot exchange rate used to translate the related asset, expense or income on initial recognition, is the earlier of the date of initial recognition of the non-monetary prepayment asset or the non-monetary deferred income liability; and the date that the asset, expense or income is recognised in the financial statements.

The IFRIC is effective for accounting periods beginning on or after 1 January 2018. The interpretation is not expected to have any effect on the Company's consolidated financial statements as this is the same as the policy already being applied.

IFRS 9 – Financial Instruments ("IFRS 9")

IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in accumulated comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, Financial Instruments – Recognition and Measurement, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.

The effective date of the standard is January 1, 2018. The Company has not yet assessed the impact of the standard or determined whether it will adopt the standard early.

IFRS 15 – Revenue from Contracts with Customers ("IFRS 15")

IFRS 15 was issued on May 28, 2014. It provides a principles based five step model to be applied to all contracts with customers. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. New disclosures about revenue are also introduced. This standard is effective for annual periods beginning on or after January 1, 2018. The Company is still assessing the impact of this standard.

On April 12, 2016, the IASB issued Clarifications to IFRS 15. These amendments do not change the underlying principles; they clarify and offer additional transitional relief and are applicable for periods beginning on or after January 1, 2018.

IFRS 16 – Leases ("IFRS 16")

On January 13, 2016, IFRS 16 was issued. This standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract. IFRS 16 is effective from January 1, 2019. The Company has not yet assessed the impact of this standard.

IFRS 2 – Share based payment ("IFRS 2")

On June 20, 2016, the IASB published final amendments to IFRS 2 that clarify the classification and measurement of share-based payment transactions. These amendments deal with variations in the final settlement arrangements including: (a) accounting for cash-settled share-based payment transactions that include a performance condition, (b) classification of share-based payment transactions with net settlement features, as well as (c) accounting for modifications of share-based payment transactions from cash-settled to equity.

These changes are effective for annual periods beginning on or after January 1, 2018. The Company has not yet assessed the impact of this amendment.

CAPITAL MANAGEMENT AND FINANCIAL RISK FACTORS

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of precious metal properties.

The Company considers excess cash balances, all the components of shareholders' equity and loans as capital. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The property in which the Company currently has an interest is in the exploration and development stage; as such the Company is dependent on external financing to fund ongoing activities.

In order to fund the ongoing development activities, the Company will spend existing working capital and plans to raise additional amounts as needed through equity and/or debt. The Company will continue to assess new properties and seek to acquire an interest in additional properties where sufficient geologic or economic potential are noted and if financial resources exist to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the three-month period ended March 31, 2017 compared to the three-month period ended March 31, 2016. Neither the Company nor its subsidiaries are subject to externally imposed capital requirements.

FINANCIAL INSTRUMENTS AND RISK FACTORS

Financial instruments measured at fair value on the consolidated statements of financial position are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash, restricted cash, accounts receivable, and accounts payable and accrued liabilities. The fair value of these financial instruments approximates their carrying values due to the short-term nature of these instruments. The Company has no financial instruments recorded at fair value.

Financial assets and financial liabilities as at March 31, 2017 and December 31, 2016 were as follows:

As at March 31, 2017	Loans and receivables	Other liabilities	TOTAL
Cash and cash equivalents	3,656,446	-	$ 3,656,446
Accounts Receivable	8,531,018	-	$ 8,531,018
Short-term loans	-	(18,020,577)	($ 18,020,577)
Long-term loans	-	(73,171,079)	($73,171,079)
Accounts payables and accrued liabilities	-	(13,465,357)	($ 13,465,357)
Finance lease	-	(3,909,559)	($ 3,909,559)

As at December 31, 2016	Loans and receivables	Other liabilities	TOTAL
Cash and cash equivalents	15,759,123	-	$ 15,759,123
Accounts Receivable	5,691,897	-	$ 5,595,419
Short-term loans	-	(18,020,577)	($ 18,020,577)
Long-term loans	-	(73,747,793)	($73,747,793)
Accounts payables and accrued liabilities	-	(8,113,710)	($ 8,068,992)

The carrying value of cash equivalents, amounts receivable, and accounts payable and accrued liabilities reflected in the consolidated statement of financial position approximate fair value because of the relatively short-term maturities.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

The Company has no significant concentration of credit risk arising from operations. Cash equivalents consist of interest earning bank accounts held in banks in Canada and Russia. The Company's Canadian chartered banks have a credit rating of at least Aa3 (Moody's) and the Company's Russian banks have a credit rating of at least Ba2 (Moody's).

Miscellaneous receivables and prepaid expenses other than tax refunds due from the Canadian and Russian tax authorities are insignificant. Management believes that the credit risk concentration with respect to accounts receivable is low.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure it will have sufficient liquidity to meet liabilities when due by continual review of budgets and forecasts and discussions with shareholders and other providers of finance as appropriate. At March 31, 2017, the Company had total current assets of $24,416,130 (for December 31, 2016 - $30,976,205) to settle total current liabilities of $33,013,367 (December 31, 2016 – $27,659,656), as well as its commitments outlined in Note 18. Total liabilities of $109,849,733 include short-term and long-term loans totalling $91,191,656 and accrued interest of $8,790,767.

During the year, the Company maintained its short term and long term loans to $91,191,656 (December 31, 2016 – $91,768,370). As at December 31, 2016, the Company had cash balances of $15,759,123 (December 31, 2015 – $9,966,104).

The Company had total obligations of $3,909,559 at March 31, 2017 (December 31, 2016 – $4,261,280) under a combination of three and five year leases for equipment in relation to the development of Mangazeisky, as outlined in Note 11.

Interest rate risk

The Company has cash balances and interest-bearing debt on short term loans and long term loans at commercial rates. The Company's current policy is to invest excess cash in interest-earning bank accounts with Canadian and Russian financial institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Foreign currency risk

The Company has funded certain exploration, project construction and administrative expenses on a transaction by transaction basis using U.S. dollar and Russian rouble currency converted from its Canadian dollar bank accounts held in Canada. This exposes the Company to changes in foreign exchange rates for both U.S. dollar and Russian rouble.

As the Company's construction work for the project is still ongoing, management believes it is not appropriate to hedge its foreign exchange risk at this stage. As the Company's proportion of project expenditure that is denominated in Russian rouble is increasing, the effect of changes in foreign exchange rates, in particular the Russian rouble, on the net loss is deemed to be significant as the number and amount of foreign currency transactions are relatively large. Had the Russian rouble foreign exchange rates been higher by 5%, the cumulative translation adjustment in the other comprehensive income section of the Statement of financial position would have been lower by $2,128,320.

RISK FACTORS AND UNCERTAINTIES

The operations of the Company are speculative due to the high-risk nature of its business which is the acquisition, financing, exploration, development and operation of mining properties. The risk factors described below are not the only ones facing the Company. Additional risks currently not known to the Company or that the Company considers immaterial may also impair the business operations of the Company. These risk factors could materially affect the Company's future operating results and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. If any of the following risks actually occurs, the Company's business, financial condition and operating results could be materially affected. In such case, the trading price of the common shares of the Company would likely decline and the holders of common shares of the Company could lose all or part of their investment. For a discussion of risk factors and additional information please refer Company's annual information form and other filings, which are available on the Company's website at www.silverbearresources.com and under the Company's SEDAR profile at on www.sedar.com or upon request from the Company.

Political Developments and Uncertainty in the Russian Federation

The operations of Silver Bear are currently conducted in the Russian Federation and, as such, the operations of Silver Bear are exposed to various levels of political, legal, economic and other risks and uncertainties.

Ongoing political tensions and uncertainties as a result of the Russian Federation's foreign policy decisions and actions in respect of Ukraine have resulted in the imposition of economic sanctions imposed by many in the international communities including Canada and increased the risk that certain governments may impose further economic, or other, sanctions on the Russian Federation or on persons and/or companies conducting business in the Russian Federation. There can be no assurance that sanctions will not be imposed by the Russian Federation, including in response to existing or threatened sanctions, or by Canada, the United States or the European Union against persons and/or companies conducting business in the Russian Federation. The imposition of such economic sanctions or other penalties could have a material adverse effect on the Company's assets and operations. Russian legislation currently permits the conversion of rouble revenues into foreign currency. Any delay or other difficulty in converting roubles into a foreign currency to make a payment or delay in or restriction on the transfer of foreign currency could limit our ability to meet our payment and debt obligations, which could result in the loss of suppliers, acceleration of debt obligations, etc. The Company is monitoring these sanctions carefully; to date the operations have not been negatively affected.

Nature of Mining, Mineral Exploration and Development Projects

Mineral exploration is highly speculative in nature, involves high degree of risk and frequently is non-productive. There is no assurance that exploration efforts will be successful. Success in establishing reserves is a result of a number of factors, including quality of management, Silver Bear's level of geological and technical expertise, the quality of land available for exploration, and other factors. Once mineralization is discovered, it may take several years in the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable reserves through drilling, to determine the optimal metallurgical process to extract the metals from the ore and, in the case of new properties, to construct mining and processing facilities. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of resources or reserves.

Silver Bear's business operations are subject to risks and hazards inherent in the mining industry. The exploration for and the development of mineral deposits involves significant risks, including: environmental hazards, industrial accidents, metallurgical and other processing problems, unusual or unexpected rock formations, structure cave-in or slides, flooding, fires and interruption due to inclement or hazardous weather conditions. These risks could result in damage to, or destruction of, mineral properties, production facilities or other properties, personal injury or death, environmental damage, delays in mining, increased production costs, monetary losses and possible legal liability.

Whether income will result from projects undergoing exploration and development programs depends on the successful establishment of mining operations. Factors including costs, actual mineralization, consistency and reliability of ore grades and commodity prices affect successful project development. In addition, few properties that are explored are ultimately developed into producing mines. Development projects have no operating history upon which to base estimates of future cash operating costs. For development projects, reserve and resource estimates and estimates of cash operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques, and feasibility studies, which derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, ground conditions, the configuration of the ore body, expected recovery rates of minerals from the ore, estimated operating costs, anticipated climatic conditions and other factors. As a result, actual production, cash operating costs and economic returns could differ significantly from those estimated. Indeed, current market conditions are forcing many mining operations to increase capital and operating cost estimates. It is not unusual for new mining operations to experience problems during the start-up phase, and delays in the commencement of production often can occur.

Liquidity Concerns and Future Financing

At this time, Silver Bear has no source of operating cash flow and may require additional capital in the future and no assurance can be given that such capital will be available at all or available on terms acceptable to Silver Bear. The success and the pricing of any future capital raising and/or debt financing will be dependent upon the prevailing market conditions at that time and the outcomes of any relevant feasibility studies and exploration programs. If additional capital is raised by an issue of securities, this may have the effect of diluting shareholders' interests in Silver Bear. Any debt financing, if available, may involve financial covenants which may limit Silver Bear's operations. In order to fund development operations and maintain rights under licenses and agreements, the Company has secured funding in the form of short-term and long-term loans of $18,020,577 and $73,171,078 respectively. In these circumstances, there exist material uncertainties resulting in significant doubt as to the ability of the Company to continue to meet its obligations as they come due and, hence the ultimate appropriateness of the use of accounting principles applicable to a going concern.

Fluctuations in Metal Prices

The price of silver, gold and other metals fluctuates widely and is affected by numerous factors beyond the control of Silver Bear such as industrial and retail supply and demand, foreign exchange rates, inflation rates, changes in global economies, confidence in the global monetary system, forward sales of metals by producers and speculators as well as other global or regional political, social or economic events. The supply of metals consists of a combination of new mine production and existing stocks held by governments, producers, speculators and consumers. Future production from Silver Bear's Mangazeisky Project is dependent upon the price of silver, gold and other metals being adequate to make these properties economically viable. Future serious price declines in the market value of silver, gold and other metals could cause continued development of, and eventually commercial production from, the Mangazeisky Project to be rendered uneconomic. Depending on the price of silver, gold and other metals Silver Bear could be forced to discontinue exploration or development activities and may lose its interest in, or may be forced to sell, its property. There is no assurance that, even as commercial quantities of silver and other base metals are produced, a profitable market will exist for them.

Political, Economic and Legislative Risk

The economy of the Russian Federation continues to display characteristics of an emerging market, which includes certain currency conversion risks. The prospects for future economic stability in the Russian Federation are largely dependent upon the effectiveness of economic measures undertaken by the government, together with legal, regulatory and political developments. Russian Federation laws, licenses and permits have been in a state of change and new laws may be given retroactive effect. Such licenses and permits, including the obtainment from the Russian Federation authorities of a mining license to replace the exploration license in respect to the Mangazeisky Project, may not be obtained on a basis consistent with our current expectations. Further, ambiguity exists with regard to the interpretation of licenses and permits and the application of rules and regulations with regard to exploration activities in the Russian Federation. The suspension, limitation in scope or revocation of an exploration or mining license or the levying of substantial fines or penalties could have a material adverse effect on our exploration or development activities in the Russian Federation and Silver Bear's financial results. In such circumstances the exploration and development activities may be significantly and adversely affected. It is also not unusual in the context of dispute resolution in the Russian Federation for parties to use the uncertainty in the Russian Federation legal environment as leverage in business negotiations. In addition, Russian Federation tax legislation is subject to varying interpretations and constant change. Furthermore, Silver Bear's interpretation of tax legislation may not coincide with that of Russian Federation tax authorities. As a result, transactions may be challenged by tax authorities and Silver Bear's Russian operations may be assessed, which could result in significant additional taxes, penalties and interest. The periods remain open to review by the tax authorities for three years (although the statute of limitations in certain circumstances may not time bar the tax claims). In addition, Russian Federation authorities and court systems have shown to be unpredictable. Challenges to the Company's assets and operations in the Russian Federation may be brought by authorities for reasons that the Company is unable to predict and which may result in material adverse changes to the Company.

Other risks and uncertainties include, but are not limited to; terrorism; hostage taking; military repression; extreme fluctuations in currency exchange rates; high rates of inflation; labour unrest; the risks of war or civil unrest; expropriation and nationalization; abuse of legal presses; uncertainty of the rule of law; renegotiation or nullification of existing concessions, licenses, permits and contracts; illegal mining; changes in taxation policies; restrictions on foreign exchange and repatriation; and changing political conditions, currency controls and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. Changes, if any, in mining or investment policies or shifts in political attitude in the Russian Federation may adversely affect the operations or profitability of Silver Bear. Operations may be affected in varying degrees by unpredictable government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral rights applications and tenure, could result in loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the operations or profitability of the Company.

Insurance and Uninsured Risks

The business of Silver Bear is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to properties of Silver Bear or others, delays in mining, monetary losses and possible legal liability. Although Silver Bear maintains insurance to protect against certain risks in such amounts it considers being reasonable, its insurance will not cover all the potential risks associated with its operations and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. It is not always possible to obtain insurance against all such risks and Silver Bear may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and development is not generally available to Silver Bear or to other companies in the mining industry on acceptable terms. Losses from these events may cause Silver Bear to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Environmental Risks and Regulations

All phases of Silver Bear's operations are or will be subject to environmental regulation in the Russian Federation in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set the limitations on the generation, transportation, storage and disposal of solid and hazardous waste.

Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Silver Bear's operations. Environmental hazards may exist on the properties in which Silver Bear holds interests which are unknown to Silver Bear at present and which have been caused by previous or existing owners or operators of the properties. Government approvals and permits are currently and may in the future be required in connection with the operations of Silver Bear. To the extent such approvals are required and not obtained, Silver Bear may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on Silver Bear and cause increases in exploration expenses, capital expenditures or production costs, or reduction in levels of production at producing properties, or require abandonment or delays in development of new mining properties.

Government Regulation

The mining, processing, development and mineral exploration activities of Silver Bear are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people, and other matters. Although the exploration and development activities of Silver Bear are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of mining and milling or more stringent implementation thereof could have a substantial adverse impact on Silver Bear.

Licenses and Permits

Silver Bear's mining exploration activities are dependent upon the grant, or as the case may be, the maintenance of appropriate licenses, concessions, leases, permits and regulatory consents which may be withdrawn or made subject to limitations. The maintaining of tenements, obtaining renewals, or getting tenements granted, often depends on the Company being successful in obtaining required statutory approvals for its proposed activities and that the licenses, concessions, leases, permits or consents it holds will be renewed as and when required. There is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed in connection therewith. There is no assurance that the Company will continue to keep its existing licenses in good standing as the requirements for doing so may become impractical, impossible, or uneconomic. Under law in the Russian Federation, the voluntary surrender of a license will be subject to various requirements, including compliance with the license terms, liquidation, conservation, reclamation and other measures to be carried out prior to the abandonment of the license. These measures may expose Silver Bear to additional expenditures and obligations which may be onerous to the Company.

Significant Shareholders

Aterra currently holds 24.8% of the issued and outstanding common shares of the Company on a non-diluted basis and Inflection currently holds 25.3% of the issued and outstanding common shares of the Company. Collectively, Aterra and Inflection hold the majority of voting rights in the Company. In addition, Aterra and Inflection hold convertible notes which, if converted in full would result in Aterra coming to own more than 25% of the then issued and outstanding common shares and Inflection coming to own more than 50% of the then issued and outstanding common shares. The exercise of voting rights associated with the Company may have a significant influence on the Company's business operations. Although neither Aterra nor Inflection have any intention of disposing of their interest in the Company, in the event that either party sold a portion of its position, it may have a significant influence on the share price of the Company, depending on the market conditions at the time of such sale.

Title to Properties

There can be no assurances that the interest in the Company's properties is free from defects or that the material contracts between the Company and the relevant governmental agencies will not be unilaterally altered or revoked. There can be no assurances that the Company's rights and interests will not be challenged or impugned by third parties.

Generally, as the Russian Federation is an uncertain legal environment, Silver Bear's interest in its licenses may be challenged for various reasons or in connection with the conduct of an auction process related thereto. Such challenges, if any, may have a material adverse effect on the business and operations of the Company.

Competition

Silver Bear competes with other companies, some which have greater financial and other resources than it has and, as a result, may be in a better position to compete for future business opportunities. Silver Bear competes with other mining companies for the acquisition of mineral claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. Many of Silver Bear's competitors not only explore for and produce minerals, but also carry out downstream operations on these and other products on a worldwide basis. There can be no assurance that the Company can compete effectively with these companies.

Dependence on Key Personnel and Shortage of Labour Force

Silver Bear is reliant on key personnel employed or contracted by the Company. Loss of such personnel may have a material adverse impact on the performance of Silver Bear. In addition, the recruiting of qualified personnel is critical to Silver Bear's success. As Silver Bear's business grows, it will require additional key financial, administrative, mining, marketing and public relations personnel as well as additional staff for operations. In addition, given the remote location of Silver Bear's properties, the lack of infrastructure in the nearby surrounding areas, and the shortage of a readily available labour force in the mining industry, Silver Bear may experience difficulties finding the skilled employees to conduct its operations in the Russian Federation in the event it develops any of its properties. While Silver Bear believes that it will be successful in attracting and retaining qualified personnel and employees, there can be no assurance of such success.

Foreign Exchange Risk

The Company is subject to foreign exchange risks relating to the relative value of the Canadian dollar, Russian rouble and US dollar. Most of its expenditures are in Canadian dollars and Russian roubles, when any possible future revenues will likely be in U.S. dollars. The Company has not hedged against fluctuations in exchange rates. Foreign currencies are affected by a number of factors that are beyond the Company's control. These factors include economic conditions in the relevant country and elsewhere and the outlook for interest rates, inflation and other economic factors. Foreign currency fluctuations may materially affect Company's financial position and operating results.

Repatriation of Earnings

General rules of investment and repatriation of funds in the Russian Federation, as well as currency regulation are stated by the Law on Currency Regulation and Currency Control. Currency operations between residents and non-residents can generally be carried out without any restrictions except that in the Russian Federation, parties must buy and sell foreign currency only in specially licensed and empowered banks.

Special requirements on repatriation of funds are applied to the residents of the Russian Federation performing foreign-trade activity, business activity in the field of the international trade of goods, works, services, information, and the results of the intellectual activity, including the exclusive rights to such results intellectual property.

To control the currency operations (particularly when a Russian entity is a part of a multinational loan/investment agreement) residents of the Russian Federation need to provide to the operating bank a deal passport supported by documents with the following exceptions:

i) total amount of credit agreement does not exceed US$5,000;

ii) resident is a lending agency;

iii) resident is a physical body and is not an individual entrepreneur; and

iv) resident is a federal executive organ specially empowered by the state government.

Silver Bear Does Not Have Any Production Revenues

To date, Silver Bear has not recorded any revenues from its mining operations nor has the Company commenced commercial production on its property. There can be no assurance that significant additional losses will not occur in the near future or that Silver Bear will be profitable in the future. Silver Bear's operating expenses and capital expenditures may increase in subsequent years as needed consultants, personnel and equipment associated with advancing exploration, development and commercial production of its properties are added. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, Silver Bear's acquisition of additional properties and other factors, many of which are beyond our control. Silver Bear expects to continue to incur losses unless and until such time as its properties enter into commercial production and generate sufficient revenues to fund its continuing operations. The development of Silver Bear's properties will require the commitment of substantial resources to conduct the time-consuming exploration and development of properties. There can be no assurance that Silver Bear will generate any revenues or achieve profitability. There can be no assurance that the underlying assumed levels of expenses will prove to be accurate.

Stock Exchange Prices

The market price of a publicly traded stock is affected by many variables not all of which are directly related to the success of Silver Bear. In recent years, the securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered to be development stage companies, has experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values of such companies. There can be no assurance that such fluctuations will not affect the price of Silver Bear's securities.

Conflicts of Interest

Certain directors and officers of Silver Bear are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnership or joint ventures which are potential competitors of Silver Bear. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of Silver Bear. Directors and officers of Silver Bear with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulations, rules and policies.

Mineral Resource Estimate

Mineral resource estimates are expressions of judgment in engineering and geological interpretation based on knowledge, experience and industry practice. There are numerous uncertainties inherent in estimating mineral resources, including many factors beyond the control of the Company. These amounts are estimates only and the actual level of mineral recovery from such deposits may be different. Differences between management's assumptions, including economic assumptions such as metal prices and market conditions, and actual events could have a material adverse effect on the Company's financial position and results of operations. Estimates, which were valid when made, may change significantly upon new information becoming available. Should Silver Bear encounter mineralization or formations different from those predicted by past sampling and drilling, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could have a negative effect on Silver Bear's operations.

Preliminary Economic Assessment

This document includes a discussion on the Company's Mangazeisky North PEA with respect to the Mangazeisky silver project. Although the PEA represents useful, accurate and reliable information based on the information available at the time of its publication, and provides an important indicator as to the economic potential of the Mangazeisky North deposit, the PEA is based on mineral resources estimates completed as of October 19, 2016, which include both Indicated and Inferred mineral resource categories.

The PEA is partly based on inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the PEA based on these mineral resources will be realized. The results depend on inputs that are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those presented here. The NI 43-101 Technical Report relating to the PEA announced on March 1, 2017, will be filed on SEDAR within 45 days of the March 1, 2017 announcement.

Effecting Service of Process

Some of Silver Bear's directors reside outside of Canada. Substantially all of the assets of these persons are located outside of Canada. It may not be possible for investors to affect service of process within Canada upon the directors, officers and experts. It may also not be possible to enforce against certain of Silver Bear's directors and officers, and certain experts named herein, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

Inclement Weather and Climate Conditions

Silver Bear's mineral properties are situated in remote parts of the Russian Federation, where access is limited and often only available by winter road or air, increasing the risk that Silver Bear may be unable to explore, develop or operate efficiently due to periods of extreme cold (or by warm weather, or the long-term effects of global warming, in the case of the winter roads on which Silver Bear may be highly dependent). Climate change or prolonged periods of inclement weather may severely limit the length of time per year in which exploration programs and eventually development activities can be carried out.

The Company's operations are subject to numerous governmental licenses that are difficult to obtain and the Company may not be able to obtain or renew all of the licenses it requires, or such licenses may not be timely obtained or renewed. The duration and success of its efforts to obtain and renew licenses are contingent upon many variables not within its control including, without limitation, the interpretation of applicable requirements implemented by the Russian authorities. The Company may not be able to obtain or renew licenses that are necessary to its operations on a timely basis or at all and the cost to obtain or renew licenses may exceed its estimates. Failure to obtain or renew necessary licenses may result in the revocation of rights to use and operate on the Company's properties. There can be no assurance that the Company has been or will at all times be in full compliance with all of the terms of its licenses or that it has all required licenses to conduct its operations. The costs and delays associated with compliance with these licenses and the licensing process could stop the Company from proceeding with the operation or development of a property or increase the costs of development or production and may materially adversely affect its business, results of operations or financial condition.

ADDITIONAL INFORMATION

Additional information relating to Silver Bear, including its Annual Information Form for the year ended December 31, 2016 is available on SEDAR at www.sedar.com.

FORWARD-LOOKING INFORMATION

This MD&A contains certain forward-looking information relating to, but not limited to, the Company's expectations, estimates, intentions, plans and beliefs. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "budget", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include costs and timing estimates related to the 2015 exploration program, the anticipated timeline and ability of the Company to obtain its Certificate of First Discovery and applicable mining licence, the anticipated timing with respect to the completion of an updated mineral resource estimate, costs of capital projects and timing of commencement of operations, and is based on current expectations that are inherently subject to a number of business and economic risks and uncertainties and contingencies. Forward-looking information involves known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from any forward-looking information. These risks, uncertainties and other factors include, but are not limited to: failure to receive additional financing; dangers associated with mining; exploration results that may not prove to be economical; operating in a foreign jurisdiction: operating in the Russian

Federation; potential shortfall of insurance coverage and/or losing insurance coverage; competition from larger, better funded companies; repatriation of earnings; lack of production revenue; conflicts of interest faced by directors and officers; effecting service of process; inclement weather and climate changes; capital and operating costs varying significantly from estimates; delays in obtaining or failures to obtain required governmental, environmental or other project approvals; changes in national and local government legislation, taxation or regulations; political or economic developments; inflation; changes in currency exchange rates; fluctuations in commodity prices; fluctuations in the Company's stock price; delays in the development of the Company's projects: challenges from governmental authorities of Silver Bear's validity of the title to its Russian assets; and other risk factors as disclosed herein and in other documentation filed by the Company on SEDAR. All forward-looking information in this MD&A is qualified by these cautionary statements.

Potential shareholders and prospective investors should be aware that this information is subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking information. Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. The Company disclaims any intention or obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by applicable laws.