MANAGEMENT'S DISCUSSION AND ANALYSIS

(Expressed in Canadian Dollars)

YEAR ENDED

DECEMBER 31, 2015

REPORT DATE – MARCH 15, 2016

Introduction

Opal Energy Corp. ("Opal" or the "Company") is a publicly traded company continued under the Business Corporations Act (British Columbia) effective January 7, 2007. The Company is a reporting issuer in British Columbia, Alberta, Ontario and Quebec, and its common shares are listed and posted for trading on the Canadian Securities Exchange ("CSE") under the trading symbol "OPA". The Company's offices are located at 302 – 1620 West 8th Avenue, Vancouver, BC, V6J 1V4.

The Company has been primarily engaged in the acquisition, exploration and development of natural resource properties in North America, specifically on the development of the Firebag River property and its potential to host economic quantities of silica sand to be used in the fracking process for shale gas exploration. However, on November 24, 2015, the Company entered into a letter of intent ("LOI") which will allow it to acquire a 100% ownership interest in Versus LLC, a California based technology company that has developed state-of-the art video game and e-sports tournament software that allows video game publishers/developers to offer prize-based tournaments of their games. (Refer to **Proposed Transaction**)

In accordance with Form 51-102F1, the following Management's Discussion & Analysis ("MD&A") provides a review of activities, results of operations and financial condition of Opal for the year ended December 31, 2015. The following discussion and analysis should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2015 and 2014 which were prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars.

Overall Performance and Results of Operations

Three Month Period Ended December 31, 2015

During the three month period ended December 31, 2015 (the "Current Quarter"), the Company incurred a loss and comprehensive loss of $359,313 compared to $241,766 for the three month period ended December 31, 2014 (the "Comparative Quarter"). Operating expenses for the Current Quarter were $359,901, compared to $182,747 for the Comparative Quarter which represented an overall increase of $177,154 or 97%. The reason for this increase was increased expenditures on travel and shareholder relations as management made a concerted effort to increase market awareness of the Company and its proposed transaction.

Year Ended December 31, 2015

During the year ended December 31, 2015 ("Current Year"), the Company incurred a loss and comprehensive loss of $895,396 compared to $345,708 for the year ended December 31, 2014 ("Comparative Year"). Operating expenses for the Current Year were $901,449 as compared to $289,666 for the Comparative Year which represented an overall increase of $611,783 or 211%. The major contributors to this change were:

Overall Performance and Results of Operations (continued)

a) Professional and consulting fees were a combined $333,282 for the Current Year compared to $125,353 for the Comparative Year. The increase is due to increased operating and administrative activity in the Company after the acquisition of the Firebag Property, costs associated with the Company's transfer from the NEX Board to full Tier 2 trading status on the TSX-V, and the Company's listing on the CSE.

b) Shareholder relations increased to $103,370 in the Current Year from $3,410 in the Comparative Year due the Company's efforts to increase investor awareness in Europe.

c) Share-based compensation was $79,494 for the Current Year versus $Nil for the Comparative Year. The Company granted 950,000 incentive stock options in the Current Year which vested immediately.

d) Travel costs increased from $61,679 in the Comparative Year to $144,030 in the Current Year. The increase is due to the fact that the Company has been more active in investigating new projects and investment opportunities, meeting potential financiers and increasing investor awareness in the Current Year.

Summary of Quarterly Results

The following table sets out selected unaudited financial information for the eight most recent quarters. The financial data has been prepared in accordance with IFRS.

Three Months Ended	December 31, 2015	September 30, 2015	June 30, 2015	March 31, 2015
	($)	($)	($)	($)
Total Revenue	Nil	Nil	Nil	Nil
Other Income	588	4,269	306	890
Loss from Operations	(359,901)	(151,080)	(261,717)	(128,751)
Loss and Comprehensive Loss	(359,313)	(146,811)	(261,411)	(127,861)
Basic and Diluted Loss per Share	(0.01)	(0.00)	(0.01)	(0.00)

Summary of Quarterly Results (continued)

Three Months Ended	December 31, 2014	September 30, 2014	June 30, 2014	March 31, 2014
	($)	($)	($)	($)
Total Revenue	Nil	Nil	Nil	Nil
Other Income	981	813	708	1,456
Loss from Operations	(182,747)	(62,100)	(26,195)	(18,624)
Loss and Comprehensive Loss	(241,766)	(61,287)	(25,487)	(17,168)
Basic and Diluted Loss per Share	(0.02)	(0.00)	(0.00)	(0.00)

Note 1: There were no material variations in the results of the Company over the prior eight reporting periods with the exception of the three month periods ended December 31, 2015 and 2014 wherein the Company recorded a $78,430 reclamation expense on the Tashota Nipigon Property and a $60,000 loss on the settlement of debt, respectively.

Note 2: Other Income consists of royalty income earned from an oil well and the gain on disposal of some petroleum equipment.

Liquidity and Capital Resources

The Company had a cash position of $22,806 and a working capital deficiency of $243,028 as at December 31, 2015, compared to a cash position of $1,572 and a working capital deficiency of $313,909 as at December 31, 2014. The improvement in both the Company's cash position and working capital was a direct result of successful equity financing efforts in the year and the extension of certain short-term unsecured debts to three years terms.

Financing activities

During the year ended December 31, 2015, the Company received gross proceeds of $1,205,000 from a private placement wherein it issued 12,050,000 units at a price of $0.10 per unit. Each unit consisted of one common share and one share purchase warrant that entitles the holder to purchase one common share at a price of $0.15 until February 27, 2020. The Company recorded $80,116 of share issuance costs in connection with this financing.

During the year ended December 31, 2014, the Company issued 6,599,998 units at a price of $0.06 per unit for total proceeds of $396,000. Each unit consisted of one common share and one share purchase warrant wherein each warrant entitles the holder to purchase one common share at a price of $0.12 until September 16, 2015. The Company recorded $15,037 of share issuance costs in connection with this financing.

The Company settled $300,000 of notes payable by issuing 6,000,000 common shares valued at $360,000.

The Company has also accessed additional cash through the issuance of unsecured long term notes payable. The notes bear interest at 10% per annum and mature three years from the date of issuance. The Company received proceeds of $131,500 from the issuance of these notes during the year ended December 31, 2015.

Selected Annual Information

The following table sets out selected financial information for the Company for each of the fiscal years ended December 31, 2015, 2014 and 2013. The selected annual information should only be read in conjunction with the Company's audited annual financial statements for the fiscal years ended December 31, 2015, 2014 and 2013 including the notes thereto.

Statement of Operations, Comprehensive Loss and Deficit Data:

	Year Ended December 31, 2015	Year Ended December 31, 2014	Year Ended December 31, 2013
	($)	**($)**	**($)**
Revenue	Nil	Nil	Nil
Other income	6,053	3,958	5,316
Loss from operations	(901,449)	(289,666)	(119,270)
Loss and comprehensive loss	(895,396)	(345,708)	(113,954)
Loss per share, basic and diluted	(0.03)	(0.03)	(0.01)

Balance Sheet Data:

	As at December 31, 2015	As at December 31, 2014	As at December 31, 2013
	($)	**($)**	**($)**
Current Assets	42,460	14,793	4,669
Total Assets	957,382	165,614	4,669
Current Liabilities	285,488	328,702	563,012
Long Term Debt	236,000	-	-
Shareholders' Equity (Deficiency)	435,894	(163,088)	(558,343)

Exploration Property Overview

Firebag River Property, Alberta, Canada

On September 23, 2014, the Company entered into a property option agreement with 877384 Alberta Ltd. and Declan Resources Inc., a corporation that shares management in common, to acquire a 70% interest in the Firebag River Property located southwest of the Athabasca Basin in Alberta, Canada. The Company considers the property to be significantly prospective and underexplored. It consists of five metallic and industrial mineral permits encompassing approximately 19,123 ha. It is west of Fission Uranium Patterson Lake South ("PLS") uranium occurrence, and about 30 km south of the southernmost mapped margin of the basin. It also lies adjacent to the east of the Athabasca Minerals silica sand project.

Exploration Property Overview (continued)

The terms of the option agreement require the following:

	Common Shares	Cash	Exploration Work Commitments
		($)	($)
Upon TSX-V approval of agreement (paid and issued)	2,000,000	50,000	-
Within 90 days of TSX-V approval (paid)	-	156,527	-
November 22, 2014 (1)	-	-	150,000
June 2, 2016 (2)	1,000,000	100,000	-
November 22, 2016	-	-	150,000
March 2, 2017 (2)	1,000,000	100,000	-
Total	4,000,000	406,527	300,000

(1) The Company fulfilled its expenditure obligation through a combination of exploration expenditures incurred directly by the Company and cash reimbursements totaling $71,527 that were paid to Declan under the option agreement.

(2) The Company has the option of fulfilling this payment in cash or through the issuance of common shares of the Company.

Surface rocks at the Firebag River property consist of a thin-sequence of mature, cretaceous-aged sandstones. At relatively shallow depths, Proterozoic aged rocks of the West Lloyd Domain are generally comprised of granitic gneisses with local pelitic gneiss units. Within this basement domain, the pelitic sequences are associated with uranium mineralization at such notable locations as Cluff Lake and Shea Creek. North of the Firebag River property a significant uranium deposit occurs at Dragon Lake along the Maybelle River Shear Zone. This deposit includes an intersection with 21% U3O8 across 5 meters and reported grades of up to 54.5% U3O8, according to the Alberta Geologic Survey ("AGS") website.

Historic exploration of the Firebag River property is limited; however, regional government and public geophysical survey data shows a complex pattern of magnetic lows and highs, truncated or offset in the northern part of the property by the Marguerite River Fault, a southwest orientated structure interpreted as a splay of the regionally significant Beatty River Fault Zone. The only documented exploration of the Firebag River property specific for uranium was conducted by E&B Explorations Ltd. in 1977. Exploration confirmed the presence of a southwest orientated fault zone, and a geochemical anomaly with 11 ppm cobalt in lake sediments atop this structure. A short distance northeast of the Firebag River property border, historic drill hole 16-1-100-3W4M intersected approximately 1 meter of anomalous radioactivity within sands atop the basement unconformity from 38.7 to 39.6 meters depth.

Declan Resources Inc. completed an initial review of the Firebag River property in November 2013. Silica sand samples were collected within 2 meters of surface from the exposed sandstones feature and were submitted for analysis to Loring Laboratories Ltd. of Calgary, Alta. The results of the program revealed samples that met or exceeded industry wide API standards over roundness, silica content and sphericity specifications.

The Firebag River property benefits from year round access and nearby train facilities at Fort McMurray, Alberta, a critical advantage due to its close proximity to the growing Western Canada Sedimentary Basin; host to large shale gas reserves in Northeastern BC.

Exploration Property Overview (continued)

In August of 2014, Declan Resources conducted a hand auger program on the Firebag Property with the intent of evaluating the potential for proppant silica sands at depth. The program consisted of 13 holes, totaling approximately 43.82m in depth. A total of 13 silica sand samples were collected and sent to Loring Laboratories in Calgary for analysis. Results from the 2014 program were positive with a number of prospective silica sand targets delineated for future exploration work.

Tashota Nipigon Property, Ontario

The Tashota Nipigon mine was acquired by Opal's predecessor company ("Tashota Nipigon Mines Ltd.") in 1939. The mine produced in the 1930s and was further explored in the 1960s. The Ontario Ministry of Northern Development and Mines conducted a baseline inspection of the Tashota Nipigon mine site in October, 2014. Opal was advised by the Ontario Ministry of Northern Development and Mines that the Tashota Nipigon mine site required further reclamation to meet current rehabilitation standards under the Ontario Mining Act and Mine Rehabilitation Code. The Company continues to work with its consultants and the Ontario Ministry of Northern Development and Mines to finalize the reclamation plan and have the on-site work completed in accordance with regulatory requirements. The Company currently estimates reclamation work will be completed in the second half of 2016 at a cost of approximately $78,430.

Transactions with Related Parties

The following summarizes the Company's related party transactions, not disclosed elsewhere in these consolidated financial statements, during the years ended December 31, 2015 and 2014. Key management personnel includes the Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), and certain directors and officers and companies controlled or significantly influenced by them.

	2015	2014
	($)	($)
Professional fees paid or accrued to a corporation controlled by Gerald Tuskey, a director of the Company.	12,478	25,452
Office sharing and occupancy costs paid or accrued to a corporation which David Hughes, CFO of the Company, is a director.	64,000	33,000

Key Management Personnel

	2015	2014
	($)	($)
Consulting fees paid or accrued to a corporation controlled by Brandon Boddy, a director of the Company.	120,000	-
Consulting fees paid or accrued to a corporation controlled by David Hughes, CFO of the Company.	12,000	12,000
Interest paid or accrued to two corporations controlled by Wayne Tisdale, CEO of the Company.	2,834	796
Share-based compensation vested for incentive stock options issued to certain directors and officers of the Company.	42,113	-
Total	176,947	12,796

Transactions with Related Parties (continued)

a) As at December 31, 2015, a total of $49,574 (2014 - $Nil) was included in accounts payable and accrued liabilities owing to Brandon Boddy, a director of the Company, and a corporation controlled by Brandon Boddy for consulting fees and reimbursable expenses.

b) As at December 31, 2015, a total of $Nil (2014 - $3,150) was included in accounts payable and accrued liabilities owing to a corporation controlled by David Hughes, CFO of the Company, for consulting fees.

c) As at December 31, 2015, a total of $Nil (2014 - $8,782) was included in accounts payable and accrued liabilities owing to a corporation controlled by Gerald Tuskey, a director of the Company, for legal fees.

d) As at December 31, 2015, a total of $75,472 (2014 - $Nil) was included in accounts payable and accrued liabilities owing to a corporation controlled by Wayne Tisdale, CEO of the Company, for reimbursable expenses.

e) As at December 31, 2015, a total of $55,130 (2014 - $Nil) in notes payable and accrued interest was owing to two corporations controlled by Wayne Tisdale, CEO of the Company.

f) As at December 31, 2015, a total of $7,577 (2014 - $346) was included in accounts payable and accrued liabilities owing to 0658039 BC Ltd., a corporation that shares management in common with the Company, for office sharing and occupancy costs.

Disclosure of Outstanding Share Data

An unlimited number of common shares without par value and 5,057 Class "A" shares, Series 1. The Class "A" shares, Series 1 are non-voting and are convertible into common shares at any time on the basis of 6.67 common shares for each Class "A" Series I share held.

Shares Issued and Outstanding

As at the Report Date, there were 36,091,015 common shares and 5,057 Class "A" shares, Series 1 issued and outstanding.

Warrants

As at the Report Date, there were 17,900,000 share purchase warrants outstanding as follows:

Expiry Date	Options Outstanding	Exercise Price
		($)
March 16, 2016 *	5,850,000	0.12
February 27, 2020	12,050,000	0.15
	17,900,000	0.14

* Warrants were extended from their original expiration date of September 16, 2015.

Disclosure of Outstanding Share Data (continued)

Stock Options

As at the Report Date, there were 950,000 stock options outstanding as follows:

Expiry Date	Options Outstanding	Options Exercisable	Exercise Price
			($)
April 29, 2015	850,000	850,000	0.10
July 31, 2015	100,000	100,000	0.10
	950,000	950,000	0.10

Escrow

As at the Report Date, 5,000 common shares of the Company are held in escrow due to misplaced share certificates originally issued to three individual shareholders.

Proposed Transaction

On November 24, 2015, the Company entered into a letter of intent ("LOI") with Versus LLC ("Versus") to set out the terms and conditions of a proposed business acquisition wherein the Company would acquire all of the issued and outstanding ownership interests ("Versus Units") of Versus. Versus is a privately held limited liability company organized under the laws of the state of Nevada that has developed state-of-the art video game and e-sports tournament software that allows video game publishers/developers to offer prize-based tournaments of their games.

Under the terms of the LOI, the transaction will proceed as follows:

a) The Company will advance US$250,000 (the "Advance") to Versus (advanced);

b) The Company will organize a new United States subsidiary ("Newco");

c) The Company will buy approximately 37.5% of the Versus Units from the existing members of Versus (the "Selling Members") for an aggregate cash payment of US$1,500,000 (the "Initial Payment");

d) All Versus Units will be contributed to Newco in exchange for shares of Newco, and the shares of Newco issued to the Selling Members shall be exchangeable into common shares of the Company with a total value of US$2,500,000, representing approximately 30% of the issued and outstanding common shares of the Company after the Concurrent Financing (Defined in (e) below), and common share purchase warrants with a total value of US$1,250,000 and an exercise price of $0.20 per share for a period of 36 months from the date of closing; and

e) The Company will complete an equity financing (the "Concurrent Financing") to raise a minimum gross proceeds of US$3,000,000, inclusive of the Initial Payment, at a price not less than $0.20 per unit ("Unit"). Each Unit will consist of one common share and one half of a common share purchase warrant wherein each whole warrant is exercisable into a common share at a price of $0.40 per share for a period of 24 months from the closing date of the Concurrent Financing.

Proposed Transaction (continued)

This transaction is subject to a number of conditions including, but not limited to, the successful completion of due diligence by all parties, execution of a definitive agreement, regulatory and shareholder approval, and the completion of the Concurrent Financing.

Should the transaction be terminated due to the material breach, default, gross negligence, willful misconduct or fraud of Versus under this LOI, then Versus shall repay the Advance to the Company within 30 calendar days of termination of the transaction. If the transaction is terminated for any other reason, then Versus shall be irrevocably entitled to the Advance, and within 10 days of such a termination, Versus shall issue Class A units of Versus to the Company with a percentage interest equal to 5.88% on a fully diluted basis.

A finder's fee of approximately 1,000,000 common shares will be payable in connection with the transaction, subject to acceptance and compliance with all CSE and regulatory policies.

Off Balance Sheet Arrangements

The Company is not a party to any off-balance sheet arrangements or transactions.

Subsequent Events

Subsequent to the end of the year, a total of 499,999 share purchase warrants were exercised at $0.12 per share for aggregate proceeds of $60,000.

Management's Responsibility for Financial Statements

The Company's management is responsible for the preparation and presentation of the consolidated financial statements and the MD&A. The consolidated financial statements have been prepared in accordance with IFRS. The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

Adoption of new standards and interpretations, and recent accounting pronouncements

Effective January 1, 2015, the following standards were adopted but have had no material impact on the financial statements:

IFRS 7, Financial Instruments – Disclosure

Amended to require additional disclosures on transition from IAS 39 to IFRS 9.

New standards, amendments and interpretations to existing standards not yet effective

Standards issued but not yet effective up to the date of issuance of the Company's consolidated financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt these standards when they become effective. The pronouncements are being assessed to determine their impact on the Company's results and financial position.

The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2016 but are not yet effective:

IFRS 11, Joint arrangements

This standard was amended to provide specific guidance on accounting for the acquisition of an interesting in a joint operation that is a business.

IAS 16, Property, plant and equipment and IAS 38, Intangible assets

These standards were amended to prohibit the use of revenue-based depreciation methods for property, plant and equipment and limit the use of revenue-based amortization for intangible assets.

IAS 27, Separate financial statements and IFRS 1, First-time adoption of IFRS

IAS 27 was amended to restore the option to use the equity method to account for investments in subsidiaries, joint ventures and associates in an entity's separate financial statements.

IFRS 1 was amended to permit the use of the business combinations exemption for investments in subsidiaries accounted for using the equity method in the separate financial statements of the first-time adopter.

The following standards, amendments to standards and interpretations have been issued for annual periods beginning on or after January 1, 2018 but are not yet effective:

IFRS 9, Financial instruments

This standard was issued in November 2009 and covers the classification and measurement of financial assets as part of its project to replace IAS 39 Financial Instruments: Recognition and Measurement. In October 2010, the requirements for classifying and measuring financial liabilities were added to IFRS 9. Under this guidance, entities have the option to recognize financial liabilities at fair value through earnings. If this option is elected, entities would be required to reverse the portion of the fair value change due to own credit risk out of earnings and recognize the change in other comprehensive income.

The Company has not yet assessed the potential impact of the application of this standard, nor determined whether it will adopt the standard early.

Financial Instruments and Risk Management

Financial risk management

Financial instruments measured at fair value 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 Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, accounts payable and accrued liabilities and notes payable.

The Company classified its cash as fair value through profit or loss, and accounts payable and accrued liabilities and notes payable as other financial liabilities. The fair value of cash is measured on the statement of financial position using level 1 of the fair value hierarchy. The fair value of accounts payable and accrued liabilities approximate their book values because of the short-term nature of these instruments. The carrying amounts of the notes payable approximate fair value as the interest rates were negotiated between the Company and arm's length third parties.

Financial instrument risk exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its payment obligations. The Company has no material counterparties to its financial instruments with the exception of the financial institutions which hold its cash. The Company manages its credit risk by ensuring that its cash is placed with a major financial institution with strong investment grade ratings by a primary ratings agency. The Company's receivables consist of goods and services tax due from the government, and the balances are in good standing as at December 31, 2015.

Liquidity risk

The Company's cash is invested in business accounts which are available on demand. The Company has significant financial liabilities outstanding including accounts payable and accrued liabilities and loans payable. The Company is exposed to the risk that it may not have sufficient liquid assets to meet its commitments associated with these financial liabilities. To the extent that the Company does not believe it has sufficient liquidity to meet these obligations, management will consider securing additional funds through equity transactions and long term debt.

Financial Instruments and Risk Management (continued)

Interest rate risk

The Company's bank account earns interest income at variable rates. The fair value of its portfolio is relatively unaffected by changes in short-term interest rates. Interest rate risk is minimal as the Company does not have significant interest bearing assets or any interest bearing liabilities that are tied into market rates.

Foreign exchange risk

The Company is not exposed to any significant foreign currency risk beyond its advance to Versus which is denominated in United States dollars.

Commodity price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

Management of Capital

The Company manages its common shares, stock options and share purchase warrants as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk. The Company is not subject to any externally imposed capital requirements.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash treasury invested in certificates of deposit with major financial institutions.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company has historically relied on the equity markets and debt securities to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

There have been no changes to the Company's approach to capital management during the year ended December 31, 2015.

Additional Information

On January 22, 2015, Brandon Boddy joined the Board of Directors of Opal.

On April 29, 2015, Emma Nicholson and Jamie Newall resigned from the Board of Directors of the Company. Mr. Newall also resigned from his position as President and Chief Executive Officer ("CEO") of the Company. Mr. Wayne Tisdale concurrently joined the Board of Directors and assumed the position of interim President and CEO.

On November 18, 2015, the shares of the Company were listed for trading on the Canadian Securities Exchange and the Company delisted from the TSX Venture Exchange. Opal continues to be classified as a mining issuer and is listed under the trading symbol "OPA".

Additional information relating to the Company is available on the Company's website at www.opalenergycorp.com and under the Company's profile on SEDAR at www.sedar.com.

Forward-Looking Statements

Except for statements of historical fact, this MD&A contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, forward-looking information in this MD&A includes, but is not limited to, statements with respect to future events and is subject to certain risks, uncertainties and assumptions. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is based on the opinions and estimates of management at the date the statements are made, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors could cause results to differ materially from those expressed in the forward-looking statements include, but are not limited to: general economic conditions in Canada, the United States and globally; industry conditions, including fluctuations in commodity prices; governmental regulation of the mining industry, including environmental regulation; geological, technical and drilling problems; unanticipated operating events; competition for and/or inability to retain drilling rigs and other services; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; volatility in market prices for commodities; liabilities inherent in mining operations; changes in tax laws and incentive programs relating to the mining industry; and the other factors described herein under "Risks and Uncertainties" as well as in our public filings available at www.sedar.com. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

Risks and Uncertainties

The Company is in the mineral exploration and development business and, as such, is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. Some of the possible risks include the following:

a) The industry is capital intensive and subject to fluctuations in metal prices, market sentiment, foreign exchange and interest rates. The recovery of the Company's investment in exploration and evaluation assets and the attainment of profitable operations are dependent upon the discovery and development of economic ore reserves and the ability to arrange sufficient financing to bring the ore reserves into production.

b) The most likely source of future funds for further acquisitions and exploration programs undertaken by the Company are the sale of equity capital or the offering by the Company of an interest in its properties to be earned by another interested party carrying out further exploration or development. If such exploration programs are successful, the development of economic ore bodies and commencement of commercial production may require future equity financings by the Company which are likely to result in substantial dilution to the holdings of existing shareholders.

c) The Company's capital resources are largely determined by the strength of the resource markets and the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.

d) The prices of metals greatly affect the value of and the potential value of its exploration and evaluation assets. This, in turn greatly affects its ability to raise equity capital, negotiate option agreements and form joint ventures.

e) The Company must comply with health, safety, and environmental regulations governing air and water quality and land disturbances and provide for mine reclamation and closure costs. The Company's permission to operate could be withdrawn temporarily where there is evidence of serious breaches of such regulations, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations.

f) The operations of the Company will require various licenses and permits from various governmental authorities. There is no assurance that the Company will be successful in obtaining the necessary licenses and permits to continue exploration and development activities in the future.

g) Although the Company has taken steps to verify title to exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title. Such assets may be subject to prior agreements or transfers and title may be affected by such undetected defects.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in any forward looking statement. The development and exploration activities of the Company are subject to various laws governing exploration, development, and labour standards which may affect the operations of the Company as these laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are, or were conducted.

Corporate Information

Directors:	Brandon Boddy David Hughes Wayne Tisdale Michael Curtis Gerald Tuskey
Officers:	Wayne Tisdale, President and CEO David Hughes, CFO Leah Martin, Corporate Secretary
Auditor:	Davidson and Company LLP Chartered Professional Accountants Suite 1200 – 609 Granville Street Vancouver, BC, V7Y 1G6
Legal Counsel:	Tingle Merrett LLP Suite 1250 639 5th Avenue SW Calgary, AB, T2P 0M9
Transfer Agent:	Computershare Trust Company of Canada 2nd Floor – 510 Burrard Street Vancouver, BC, V6C 3B9

Contact Information

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