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## MANAGEMENT'S DISCUSSION AND ANALYSIS

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for the three month period ended 31 March 2017

### INTRODUCTION

The following is management's discussion and analysis of the financial condition and the results of operations of Heron Resources Limited, ("Heron" or the "Company") for the three month period ended 31 March 2017, and its financial position as at 31 March 2017 and should be read in conjunction with the Company's audited financial statements as at 31 March 2017, including the accompanying notes thereto.

The Company's audited Financial Statements and Notes to the Financial Statements have been prepared in accordance with Australian Accounting Standards, as issued by the Australian Accounting Standards Board and International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. Additional information relating to the Company, including press releases, has been filed electronically with the Australian Securities Exchange ("ASX") and through the System for Electronic Document Analysis and Retrieval ("SEDAR") and is available online at [www.sedar.com](http://www.sedar.com).

The date of this management discussion and analysis is 26 April 2017. Unless otherwise indicated all amounts discussed herein are denominated in Australian dollars. The relevant exchange rates applicable to the three period ended 31 March 2017 are as follows.

	<b>Three months ended 31 March, 2017</b>
AUD/CDN \$ Closing Rate.....	.985
Average Rate .....	.989

The Company's common shares trade on the Australian Stock Exchange (the "ASX") under the trading symbol "HRR", and on the Toronto Stock Exchange (the "TSX") under the trading symbol "HER".

### Cautionary Note Regarding Forward-Looking Information

Certain information included in this management's discussion and analysis may constitute forward-looking information within the meaning of securities laws. In some cases, forward-looking information can be identified by the use of terms such as "may", "will", "should", "expect", "believe", "plan", "scheduled", "intend", "estimate", "forecast", "predict", "potential", "continue", "anticipate" or other similar expressions concerning matters that are not historical facts. Forward-looking information may relate to management's future outlook and anticipated events or results, and may include statements or information regarding the future plans or

prospects of the Company. Without limitation, statements about the Company's planned activities related to exploration or development activities carried out in Australia, constitute forward-looking information. Actual results may vary. See "Risk Factors and Uncertainties".

Forward-looking information is based on certain factors and assumptions regarding, among other things, the estimation of mineral reserves and resources, the realization of mineral reserve and resource estimates, metal prices, the timing and amount of future exploration expenditures, the estimation of initial and sustaining capital requirements, the estimation of labour and operating costs, the availability of necessary financing and materials, including financing to conduct any future drilling program and the other activities necessary to continue to explore and develop the Company's properties in the short and long term, the receipt of necessary regulatory approvals, and assumptions with respect to environmental risks, title disputes or claims, weather conditions, climate change and other similar matters. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect.

Without limitation, in estimating expenditures the Company has assumed, among other things, that metal prices will not change materially from the prices used in its current financial forecasts or those of its affiliate, that it will obtain in a timely fashion all of the financing, regulatory approvals and other authorizations required to enable the continued exploration and development of its properties, and that such activities will proceed in the ordinary course without undue disruption. See "Risk Factors and Uncertainties".

Forward-looking information is subject to certain factors, including risks and uncertainties, which could cause actual results to differ materially from what management currently expects. These factors include risks inherent in the exploration and development of mineral deposits, risks relating to changes in metal prices and the worldwide demand for and supply of metal, uncertainties inherent in the estimation of mineral reserves and resources, risks relating to the remoteness of the Company's properties including access and supply risks, reliance on key personnel, construction and operational risks inherent in the conduct of mining activities, including the risk of increases in capital and operating costs and the risk of delays or increased costs that might be encountered during the construction and development process, the risk of fluctuations in the Canadian/Australian and U.S./Australian dollar exchange rates, regulatory risks, including risks relating to the acquisition of the necessary licences and permits, financing, capitalization and liquidity risks, including the risk that the financing necessary to fund the exploration and development activities of the Company may not be available on satisfactory terms, or at all, environmental risks, including risks relating to climate change and the potential impact of global warming on project timelines and on construction and operating costs, and insurance risks. See "Risk Factors and Uncertainties".

You should not place undue importance on forward-looking information and should not rely upon this information as of any other date. While the Company may elect to, the Company is under no obligation and does not undertake to update this information at any particular time, except as required by law.

### **Disclosure Controls and Procedures and Internal Controls over Financial Reporting**

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting and disclosure controls. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management has completed an evaluation of the design effectiveness of the Company's internal control over financial reporting. Based on this assessment, management has

concluded that as at 31 March 2017, the Company's design for internal control over financial reporting was effective. Management has also evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as of 31 March 2017. Based on this evaluation, management has concluded that the Company's disclosure controls and procedures are effective in ensuring that information required to be disclosed in reports filed or submitted by the Company under Australian and Canadian securities legislation is recorded, processed, summarized and reported within the time periods specified in those rules.

## Changes in Internal Control over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the three month period ended 31 March 2017 that has materially affected or is reasonably likely to materially affect, its internal control over financial reporting.

## OVERVIEW

**HERON RESOURCES LIMITED** ("Heron" or "the Company") is engaged in the exploration and development of base and precious metal deposits in Australia. The Company is focused on the development of the high grade Woodlawn Project located 250km southwest of Sydney in New South Wales.

## Selected Annual Financial Information

Set forth below is certain selected financial information expressed in Australian dollars in respect of the five most recently completed financial years of the Company. This audited data is derived from the Company's full year financial statements which are prepared in accordance with Australian Accounting Standards, as issued by the Australian Accounting Standards Board and International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. All numbers below are in '000s except for the number of shares outstanding and Net Loss per share information.

<b>Financial Year Ended:</b>	<b>Working Capital <sup>(1)</sup></b>	<b>Total Assets<sup>(2)</sup></b>	<b>Shareholders' Equity</b>	<b>Common shares outstanding</b>	<b>Net Gain (Loss)</b>	<b>Net Gain (Loss) per Common Share (in dollars)</b>
June 30, 2016	22,891	56,859	55,084	415,009,381	(4,253)	(0.010)
June 30, 2015	24,015	54,352	52,151	360,877,723	(5,429)	(0.016)
June 30, 2014	32,915	42,603	41,762	252,985,787	(6,389)	(0.025)
June 30, 2013	39,597	48,506	47,702	252,985,787	(10,483)	(0.039)
June 30, 2012	43,171	57,910	56,863	252,985,787	(5,356)	(0.022)

<sup>(1)</sup> See Capital Resources and Liquidity for a further discussion of working capital.

<sup>(2)</sup> See Critical Accounting Policies and Estimates.

## Quarterly Financial Information

Set forth below is certain selected financial information expressed in Australian dollars in respect of the most recently completed quarter and previous six quarters of the Company. This unaudited data is derived from the Company's interim financial statements which are prepared in accordance with Australian Accounting Standards, as issued by the Australian Accounting Standards Board and International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. All numbers below are in '000s except for the number of shares outstanding and Net Loss per share information

Quarter Ended:	Working Capital <sup>(1)</sup>	Total Assets <sup>(2)</sup>	Shareholders' Equity	Common shares outstanding	Net Gain (Loss)	Net Gain (Loss) per Common Share (in dollars)
March 31, 2017	16,339	48,031	46,425	415,009,381	2,120	0.005
December 31, 2016	16,513	54,788	53,077	415,009,381	(1,515)	(0.003)
September 30, 2016	19,811	55,725	54,235	415,009,381	(847)	(0.0013)
June 30, 2016	22,891	56,859	55,084	415,009,381	(170)	(0.016)
March 31, 2016	25,175	59,725	58,393	415,009,381	(37)	(0.00009)
December 31, 2015	23,634	59,933	58,430	415,009,381	(444)	(0.0011)
September 30 2015	27,177	60,713	58,711	415,009,381	(170)	(0.0004)

<sup>(1)</sup> See Capital Resources and Liquidity for a further discussion of working capital.

<sup>(2)</sup> See Critical Accounting Policies and Estimates.

## RESULTS OF OPERATIONS FOR THE THREE MONTH PERIOD ENDED 31 March 2017 (all financial numbers in '000s)

The Company is principally involved in the exploration and evaluation of mineral properties. It had no revenues from operations in the previous quarter to 31 March, 2017. Exploration expenditures on mineral properties are expensed as incurred in the Income Statement, unless there is a reasonable probability that the mineral property may become a productive mine, in which case the expenditure is capitalised onto the Balance Sheet. During the three month period the Company incurred \$2,637 in exploration expenditure of which \$2,462 was capitalised onto the Balance Sheet. All of the capitalised expenditure was incurred on the Woodlawn property.

Corporate and administrative expenses are charged to the Income Statement as incurred. Interest income consists only of interest on short-term invested funds. The Company reported a profit from operations in the three month period ended 31 March 2017. Retained earnings are in a deficit position. The Company has not paid any dividends since inception.

The Company recorded a profit for the three month period ended 31 March 2017 of \$2,120 (\$0.005 per share) compared to a net loss of \$37 (\$0.00009 per share) for the corresponding three month period ended 31 March 2016. The primary reason for the profit is a mark to market re-valuation of the Company's investment in Ardea Resources Ltd.

The Company's incurred general and administration expenses of \$670 in the three months to 31 March 2017 compared with the \$555 in the three months to 31 March 2016. The slight increase in the current period is due to a higher allocation of salary and wages to Corporate rather than to Woodlawn and other exploration tenements.

The Company recorded an unrealised profit (mark to market) on its listed investments \$2,762 in the three months to 31 March 2017 (\$720 gain in the corresponding three months to 31 March 2016). This increase is primarily due to the mark to market re-valuation of the Company's investment in Ardea Resources Ltd.

## **EXPLORATION EXPENDITURES** (all financial numbers in '000s)

Expenditures on exploration and evaluation in the three month period ended 31 March 2017 of \$2,637 (of which \$2,462 was capitalised) were higher when compared to expenditures in the three month period ended 31 March 2016 of \$1,914. This was due to the continuing expenditure incurred on the Woodlawn project in areas such as project optimisation and project financing.

Exploration expenditure requirements to maintain all the exploration licences in good standing total \$457 per annum.

Below is a summary table of the exploration expenditures by tenement group for the three months ended 31 March 2017. (all numbers in '000s)

	Woodlawn	Lewis Ponds <sup>(1)</sup>	KNP Project <sup>(1)</sup>	Other WA <sup>(1)</sup>	Other NSW	TOTAL
Drilling	-	-	-	-	-	-
Other exploration	2,462			111	64	\$2,637
<b>TOTAL</b>	<b>\$2,467</b>			<b>\$111</b>	<b>\$64</b>	<b>\$2,637</b>

(1) These projects are now owned by Ardea

## **Exploration Properties in Australia**

The Company's main exploration properties are located around the Company's Woodlawn project. The tenements are more fully described in the Company's 2016 Annual Report which is available from the Company on request or which may be accessed from the Company's website, [www.heronresources.com.au](http://www.heronresources.com.au).

## **CAPITAL STOCK AND DEFICIT** (all financial numbers in '000s)

The authorized capital of the Company consists of an unlimited number of common shares without par value.

At 31 March 2017 the Company had 415,009,381 issued and outstanding common shares, (31 December 2015: 415,009,381).

As at 31 March 2017 there were 25,220,828 stock options outstanding (31 December 2016: 23,934,621), bringing the fully diluted share position of the Company to 440,239,209.

The Company's accumulated deficit at 31 March 2017 is \$84,502 compared to \$86,623 at 31 December 2016. See "Results of Operations".

## **FINANCIAL CONDITION** (all financial numbers in '000s)

The Company's total assets at 31 March 2017 decreased to \$48,031 from \$54,788 at 31 December, 2016. The decrease in total assets is primarily due to the spin out of Exploration assets to Ardea.

Assets at 31 March 2017 include cash and cash equivalents of \$16,339 (31 December 2016: \$16,513). Cash not on account at a bank has been invested in bank guaranteed, term deposits.

Cash of \$2,607 was spent on exploration and evaluation during the three month period ended 31 March 2017 compared to \$2,094 during the corresponding period ended 31 March 2016. Cash spending during the period was higher in the previous year as the company continued to incur expenses for the Woodlawn mine optimisation projects and project finance work.

The Company had current liabilities including trade payables and employee provisions of \$1,564 at 31 March 2017 (\$1,668 at 31 December 2016). The Company has no off balance sheet financing arrangements or material contingent liabilities or contractual obligations other than that disclosed in the financial statements for the year ended 31 March 2017.

## **CAPITAL RESOURCES AND LIQUIDITY**

The Company's mineral properties are at the exploration and pre-development stage. At this time the Company has no operating revenue and does not anticipate earning any operating profits until the Company is able to place a project into production, or acquire a mining asset with operating cash flow. Until such time, the Company will be required to raise funds through equity financing, possibly supplemented by the exercise of options and warrants, or by other means in order to continue its exploration and development activities.

In the past, the Company has successfully raised capital through issuance of equity or sale of assets. There can be no assurance that the Company will be able to raise more capital or obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to raise capital or obtain financing could result in the postponement of further exploration or project development activities. Any additional financing or capital raised by the Company could result in substantial dilution to the shareholders of the Company. See "Risk Factors and Uncertainties".

## **TRENDS** (all numbers in '000s)

Due to the nature of its projects, the Company has a history of incurring operating losses. These losses will continue until a profitable project is developed and operating or a cash generating operating asset is acquired.

The net gain in the three month period ended 31 March, 2017, of \$2,120 was greater than the loss incurred in the three month period ended 31 March 2016 of \$37, primarily due to the mark to market re-valuation of the Company's investment in Ardea.

The Company's current staff headcount is 18 compared to 19 at 31<sup>st</sup> December 2016.

## **CAPITAL MANAGEMENT**

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 properties for minerals.

The properties in which the Company currently has an interest are at the exploration stage and as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. In some circumstances, the Company may enter into farm in /joint venture agreements whereby a third party earns an interest in a specific property by incurring an agreed amount of exploration expenditures. The

Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geological or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that given the relative size of the Company this approach is reasonable.

## **COMMITMENTS** (all numbers in '000's)

The Company is required to undertake expenditures of \$457 per year to keep Heron exploration properties in good standing in the normal course of business. These obligations are subject to renegotiation when application for a mining lease is made and at other times.

### Performance bonds and rental bond commitment

The Company has entered into performance bonds with the National Australia Bank Limited in relation to environmental rehabilitation of NSW tenements of \$67, and a rental bond commitment of \$13 and \$15 over its office in Sydney and Perth respectively.

### Agreement with Veolia Environmental Services (Australia) Pty Ltd ("Veolia")

On 29 March 2017, the company signed a new Cooperation Deed with Veolia. The Company and Tarago Operations Pty Ltd ("TOP"), a wholly owned subsidiary of the Company, entered into an agreement with Veolia, under which the Company agreed:

- I. To assume the environmental liabilities associated with the Woodlawn site, excluding Veolia's area of operation. The Company will be required to provide a performance bond with the NSW Division of Resources and Energy (DRE) as surety against completion of environmental rehabilitation once mining on the site is complete. The amount of the bond is \$3,577,000.
- II. Subject to certain approvals being received by Veolia and the Company, the Company will receive "free-on-board" compost from Veolia to be utilised in the rehabilitation of the site.
- III. To fully indemnify Veolia for all direct and / or consequential loss and damage suffered by Veolia as a result of, or caused by, or contributed to, by any act or omission or default of the Company, or TOP, connected with its operations at the Woodlawn site up to a maximum limitation of liability of \$20M.
- IV. To establish a cash backed Bank Guarantee of \$10M to be placed in 3 tranches being \$1M by 28 April 2017, \$4M prior to the beginning of construction of the Box-cut and a final \$5M within 30 months after the beginning of the Box-cut. On 20 April 2017, the Company established the first \$1M tranche of the Veolia Bank Guarantee.

### Other contingent liabilities

Native title claims have been made with respect to areas which include tenements in which the Company has interests. The Company is unable to determine the prospects for success or otherwise of the claims and, in any event, whether or not and to what extent the claims may significantly affect the consolidated entity or its projects.

## **RELATED PARTY TRANSACTIONS** (all numbers in '000's)

Transactions between related parties are on normal commercial terms and conditions unless otherwise stated.

During the quarter, there were no related party transactions.

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

### **New Accounting Policies and Accounting Standards and Interpretations issued, but some not yet applicable at 31 March 2017**

The Australian Accounting Standards Board has published various pronouncements that are not mandatory for the 31 March 2017 reporting period. The Company has reviewed all these pronouncements and assessed their applicability and the likely impact on the Company's accounting policies. While several pronouncements do not apply to the Company's current activities the expected impact of those relevant to the Company are set out below:

AASB 9 Financial Instruments and its consequential amendments. The consolidated entity will adopt this standard and the amendments from 1 January 2018 but the impact of its adoption is yet to be assessed by the consolidated entity.

IFRS 15 Revenue from Contracts with Customers. The consolidated entity will adopt this standard from 1 January 2017 but the impact of its adoption is yet to be assessed by the consolidated entity

The Company continues to assess the impact of these new accounting standards on its consolidated financial statements.

### **Future Accounting Changes**

Other than those noted above, the Company is unaware at this time of any future changes to accounting standards that are contemplated by the Australian Accounting Standards Board and are relevant to the Company and which might impact future accounting reporting periods.

### **Summary of Significant Accounting Policies**

The following is a summary of significant accounting policies used by the Company in the preparation of its financial statements. For a complete description of the significant accounting policies used by the Company in the preparation of its financial statements, please review the notes to the June 30, 2016 audited financial statements included in the Company's Annual Report. This Management Discussion and Analysis should also be read in conjunction with the Company's quarterly financial statements and the notes thereto.

#### Going concern basis of accounting (all numbers in '000s)

The interim financial statements for the three month period ended 31 March 2017 have been prepared on the basis of a Going Concern, notwithstanding the fact that the Company incurred a loss for the 9 month period. The Company incurred a profit for the 3 month period after tax of \$2,120 (2016: loss of \$37) and a net cash out flow from operating and investing activities of \$173 (2016: in flow \$1,541).

The Financial Report has been prepared on the basis of a going concern, as the Directors believe that the Company has adequate funding to pay its debts as and when they become due for a period of twelve months from the date of approving this report.



## Remuneration of Directors and Key Management Personnel Including Share Based Payments

The cost to the Company of share options granted to Directors and Key Management Personnel is included at fair value as part of the Directors' and Key Management Personnel's aggregate remuneration in the financial year the options are granted.

The fair value of the share option is calculated using the Black Scholes option pricing model, which takes into account the exercise price, the term of the option, the vesting and performance criteria, the impact of dilution, the non-tradeable nature of the option, the current price and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option. The cost of these options is expensed in the Income Statement on a pro rata basis to the vesting dates. Unvested options are cancelled upon termination of service with the Company.

## Income tax

The charge for current income tax expense is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using the tax rates that have been enacted or are substantially enacted by the balance sheet date.

Deferred tax is accounted for using the balance sheet method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognized from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss. Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realized or liability is settled. Deferred tax is credited in the income statement except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity. Deferred income tax assets are recognized to the extent that there is convincing evidence that it is probable that future tax profits will be available against which deductible temporary differences can be utilized.

The amount of benefits brought to account or which may be realized in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the economic entity will derive sufficient future assessable income to enable the benefit to be realized and comply with the conditions of deductibility imposed by the law.

## Earnings per share

Basic earnings per share are determined by dividing the operating profit/loss after income tax by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share adjusts the figures used in determining earnings per share by taking into account non anti-dilutive options outstanding during the quarter. The diluted earnings per share are capped at the basic earnings per share in circumstances of losses and anti-dilutive options.

## Exploration expenditure and mineral leases

Exploration expenditures on mineral properties are expensed as incurred in the Income Statement, unless there is a reasonable probability that the mineral property may become a productive mine, in which case the expenditure is capitalised onto the Balance Sheet. These capitalised costs are only carried forward if the rights to the area of interest are current and to the extent that they are expected to be recouped through the successful development of the

area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves, and active and significant operations in, or in relation to, the area of interest are continuing.

Accumulated costs in relation to an abandoned area are written off in full against the results in the year in which the decision to abandon the area is made.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

#### Restoration, rehabilitation and environmental expenditure

Restoration, rehabilitation and environmental expenditure to be incurred during the production phase of operations is accrued when the need for such expenditure is established, and then written off as part of the costs of production of the mine property concerned. Significant restoration, rehabilitation and environmental expenditures to be incurred subsequent to the cessation of production at each mine property are accrued, in proportion to production, when its extent can be reasonably estimated.

#### Business undertakings – joint ventures

The Company has certain exploration activities conducted through joint ventures with other parties. Where relevant, the Company's interest in these joint ventures is shown in the notes to the financial statements under the appropriate heading.

### **RISK FACTORS AFFECTING FINANCIAL INSTRUMENTS**

The Company's major mineral property is Woodlawn in NSW (the "Property"). Unless the Company acquires or develops additional material properties, the Company will be mainly dependent upon its existing Property. If no additional major mineral properties are acquired by the Company, any adverse development affecting the Company's Properties would have a material adverse effect on the Company's financial condition and results of operations.

Other risk factors and the impact on the Company's financial instruments are summarized below:

#### **Credit risk**

Credit risk is the risk of loss associated with counterparty's inability to fulfil its payment obligations. The Company's credit risk is primarily attributable to cash and accounts receivable. Cash consists of cash on hand with reputable financial institutions. Financial instruments included in accounts receivable consist of sales tax receivable from government authorities in Australia and deposits held with vendors. Management believes that credit risk with respect to financial instruments included in cash and accounts receivable is low.

#### **Liquidity risk** (all financial numbers in '000s)

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at 31 March 2017, the Company had cash of \$16,339 (31 March 2016: \$25,175) to settle current liabilities of \$1,564 (31 March 2016: \$1,332). Apart from provision for employee entitlements (e.g. Annual Leave), most of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

## **Market risk**

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity prices. The Company continues to monitor the long term assets and assesses the value of the asset on a regular basis.

## **Interest rate risk**

The Company has cash balances. The Company's current policy is to invest excess cash in term deposits with banks.

## **Foreign currency risk**

The Company's functional reporting currency is the Australian dollar and major purchases are transacted in Australian dollars. The Company funds its exploration and administrative expenses using Australian dollars.

In addition, management believes the foreign currency risk derived from currency conversions related to its current activities is negligible and therefore does not hedge its foreign exchange risk.

## **Commodity price risk**

The Company is exposed to price risk with respect to commodity prices. 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 as it relates to valuable minerals to determine the appropriate course of action to be taken by the Company. The ability of the Company to develop its properties and the future profitability of the Company is directly related to the market price of zinc, lead and copper and certain other metals.

## **Fair value**

AIFRS accounting principles require that the Company disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the balance sheet date based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

The carrying values for short-term investment, sundry receivables and prepaid expenses, subscription receivable, and accounts payable and accrued liabilities on the balance sheet approximate fair value because of the limited term of these instruments.

The Company has designated its cash as held-for-trading, which is measured at fair value. Accounts receivable are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost.

## **Sensitivity analysis**

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over the next year:

- (i) Interest rate risk is immaterial.

(ii) The Company holds all of its cash in low risk, secure Australian dollar term deposits at Australian banks. Foreign exchange risk related to required payments is perceived as negligible at present.

(iii) Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability from mineral exploration depends upon the world market price of valuable minerals. Commodity prices have fluctuated significantly in recent years. There is no assurance that, even as commercial quantities of valuable minerals may be produced in the future, a profitable market will exist for them.

As of 31 March 2017, the Company is not a producer of valuable minerals. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

## **RISK FACTORS AND UNCERTAINTIES**

The Company is in the business of acquiring, exploring and developing mineral properties and is exposed to a number of risks and uncertainties that are common to other exploration companies in the same business. The industry is capital intensive at all stages and must rely on equity financing to fund exploration and development activities.

The ability of the Company to realize and profit from a property development is dependent upon its ability to define and delineate an ore body, to finance development costs, adhere to government and environmental regulations, and/or be able to realize the costs incurred on disposition of a property.

The future prospects of the Company are subject to a variety of risks that may cause actual results to differ materially from projected outcomes. Factors that could cause such differences include: world commodities markets, foreign exchange markets, equity markets, access to sufficient working capital, the ability to attract mining partners, the loss of or inability to hire key personnel, as well as government and environmental restrictions. Most of these factors are beyond the control of the Company which consequently cannot guarantee future results, levels of activity or ensure that a mineral discovery can be developed into a profitable mining operation. In addition, prices for the commodities contained in the Company's mineral resources at its exploration properties have fluctuated significantly over the last few years and may continue to do so. Such volatility may affect the timing and magnitude of funds which the Company may seek to raise to support further exploration and development.

The Company has taken steps to verify the title to its mineral properties, in accordance with industry standards for the current stage of exploration of such properties but these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company can be found at [www.heronresources.com.au](http://www.heronresources.com.au) or on the SEDAR website at [www.sedar.com](http://www.sedar.com), or on the website of the ASX, [www.asx.com.au](http://www.asx.com.au).

## **APPROVAL**

The Board of Directors of Heron Resources Limited has approved the disclosure contained in this Management Discussion and Analysis dated 26 April 2017.

## **CORPORATE DIRECTORY**

### **Directors**

Stephen Dennis (Chair)  
Ian Buchhorn  
Wayne Taylor  
Borden Putnam III  
Fiona Robertson  
Mark Sawyer

### **Company Secretary**

Simon Smith

### **Registered Office (head office) and Address for Correspondence**

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Website [www.heronresources.com.au](http://www.heronresources.com.au)

### **Canadian contact**

Ms Carolyn Muir  
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### **Share Registry (Australia)**

Security Transfer Registrars Pty Ltd  
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### **Share Registry (Canada)**

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Telephone 416 361 0152

The company is listed on both the Australian Stock Exchange (ASX) under the symbol HRR and the Toronto Stock Exchange (TSX) under the symbol HER

**Auditors**

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