

AMERICAN CREEK RESOURCES LTD.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - FORM 51-102F

For the three month period ended March 31, 2016

This Management's Discussion and Analysis ("MD&A") provides a discussion on the financial and operating results of American Creek Resources Ltd. ("American Creek" or the "Company") for the three- month period ended March 31, 2016 (the "first quarter 2016") and compares the results with the three- month period ended March 31, 2015 (the "first quarter 2015"). In order to gain a more complete understanding of the Company's financial condition and results of operations, this MD&A should be read in conjunction with the March 31, 2016 unaudited interim financial statements and accompanying notes as well as the December 31, 2015 audited financial statements and accompanying notes which have been prepared in accordance with International Financial Reporting Standards ("IFRS") and filed with the appropriate provincial regulatory bodies. The Company regularly discloses additional information through press releases and financial statements available on the Company's website at www.americancreek.com and on SEDAR at www.sedar.com.

This MD&A was prepared as of May 30, 2016 (the "Report Date").

All monetary amounts are expressed in Canadian dollars, unless otherwise noted.

1. Business Overview

American Creek's business purpose is to acquire and explore mineral properties, principally for precious metal deposits. The Company was incorporated and commenced operations in British Columbia pursuant to the *Companies Act* (British Columbia) on February 12, 2004. In late August 2005, the Company was continued under the provisions of the *Business Corporations Act* (Alberta). American Creek has no producing property and no earnings and therefore has financed its activities to date by the sale of common shares.

The Company carries exploration on mining properties and has not yet determined whether these properties contain economically viable mineral deposit. The Company holds interests in properties located in the regions of Northern British Columbia in Canada. These properties are presented below under "Exploration properties". The Company concentrates its efforts towards precious metals, with a specific interest for properties containing gold and silver. The Company's common shares are traded on the TSX Venture Exchange ("TSXV") under the symbol AMK..

Recent highlights for the Company include:

- On January 19, 2016 results were reported from outcrop specimens collected on its Electrum Property at the Shiny Cliff vein structure. The specimens averaged 27,092 gm/tonne silver and 248 gm/tonne gold.
- On January 21, 2016 results were reported from outcrop specimens collected on its Electrum Property at the Rico Showing which is 50 metres south of the Shiny Cliff vein structure. The specimens averaged 11,512 gm/tonne silver and 54.6 gm/tonne gold.
- On February 29, 2016 AGORACOM was engaged through a shares for services agreement to implement an online marketing and awareness program to significantly increase the brand awareness of the Company among small cap investors. Further detail on the agreement can be found in the Company's news release dated February 29, 2016.
- Completed two separate private placements on March 8 and 17, 2016 issuing 7,000,000 common shares for total proceeds of \$350,000
- On March 30, 2016, the Silvershot property located in the "Golden Triangle" near

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Stewart, British Columbia was acquired.

- On April 13, 2016, the Company successfully negotiated and entered an amended agreement on an NSR related to the Company's Treaty Creek project. This new agreement allowed the Company reduce payment obligations associated with the previous NSR agreement under certain circumstances. This increased flexibility ultimately allowed more flexibility in structuring joint venture arrangements to advance the project. Further detail can be found in the Company's press releases dated April 13 and April 21, 2016.
- On April 15, 2016 the Company expanded the D1 McBride property located in northern British Columbia by approximately 580 hectares through staking. The Company holds 100% of the property.
- On May 10, 2016, the Company entered into two separate joint venture agreements with Tudor Gold Corp ("Tudor"). Under the first agreement, the Company will sell an undivided 60% interest in its Electrum Property located in Northwest British Columbia for \$500,000 cash, 1,000,000 shares of Tudor and an agreement to invest \$250,000 in a private placement at the greater of \$0.08 per share or the discounted market price at the time the placement is announced.

Under the second agreement, the Company will sell an undivided 31% interest in its Treaty Creek property to Tudor for consideration of 500,000 shares of Tudor. The Company's remaining 20% interest will be fully carried during the exploration period until a production notice is provided. Tudor has also agreed to complete a minimum of \$1,000,000 in exploration expenditures on the Treaty Creek property during 2016.

As part of the property agreements, a settlement with Teuton and its officers, directors and contractors has been reached with respect to the conspiracy, defamation, economic interference and economic harm claim that was filed in 2012 against the Teuton Resources and others. The terms of the settlement are confidential. Each of the agreements are subject to approval from the TSX Venture Exchange.

- On May 20, 2016 the Company issued incentive options at a price of \$0.075 to certain Directors, Officers, and contractors of the Company. The options will expire on May 19, 2026.

2. Exploration Projects

All of American Creek's exploration projects are located in British Columbia, Canada.

During the first quarter 2016, the Company's exploration expenditures were \$35,734. These amounts were incurred on the Electrum property in the amount of \$33,334 and on the Gold Hill property in the amount of \$2,400.

A detailed schedule of costs, capitalized on the Company's balance sheet by property name, can be referenced in note 6 of the March 31, 2016 unaudited financial statements. A more detailed summary of the exploration progress for other current properties of interest is provided below:

Treaty Creek Project (20% interest carried through exploration)

The Treaty Creek Project covers approximately 114 square km in the Skeena Mining District of northern British Columbia. The property is situated approximately 70 km north of Stewart. It is

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directly north of and adjoining the Kerr-Sulphurets-Mitchell property held by Seabridge Gold Inc. Also, immediately to the south, is Pretivm Resources Inc.'s, highly prospective Brucejack Project which includes the area known as the Valley of the Kings.

In 2007, the Company carried out an exploration program designed to confirm and replicate historic drill hole results indicating grades similar to Seabridge's Mitchell deposit located immediately to the south and to test several large anomalies generated by previously-flown airborne geophysical surveys. A total of 5,471 metres were drilled in 30 drill holes across four separate zones: Eureka; ND; Copper Belle; and GR2. Assay results were published in the Company's news releases issued December 11, 2007, March 17, 2008 and March 8, 2013, copies of which can be found on the SEDAR website.

The exploration program conducted in 2009 was designed to further test the extent of known mineralized zones (Eureka, Copper Belle and GR2) drilled in 2007 and to drill test an additional zone (Treaty Ridge). A total of 9,520 meters were drilled in 32 holes across the four zones. Assay results were published in the Company's news releases issued November 30, 2009 and January 13, 2010, copies of which can be found on the SEDAR website.

On May 10, 2016 the Company entered into an agreement to sell an undivided 31% interest in its Treaty Creek property to Tudor Gold Corp in consideration for 500,000 common shares of the purchaser. Tudor has agreed to complete a minimum of \$1,000,000 in exploration expenditures on the Treaty Creek property during 2016. A joint venture has been formed with Tudor who will hold a 60% interest in the Treaty Creek Property and American Creek and Teuton Resources Corp. will hold a 20% interest in the joint venture. The Company's remaining 20% interest is fully carried during the exploration period until a production notice is given. Thereafter, each will be responsible for 20% of the costs under and subject to the terms of the joint venture. The agreement is subject to approval from the TSX Venture Exchange.

Based on the terms of this agreement and the value associated with the shares received from the purchaser, the property was considered impaired and the property was written down by \$4,970,337.

Electrum Project (100% interest)

The Electrum Project consists of six claims located approximately 40 km north of Stewart, British Columbia. This property lies in a valley containing four historical commercially producing mines, and hosts the historic East Gold Mine which had intermittent small-scale production producing approximately 46 tons of hand-picked ore with average grades of 1,661 g/t (48.5 oz/t) gold and 2,596 g/t (75.7 oz/t) silver (Pre NI 43-101 smelter records). American Creek completed its acquisition of a 100% interest in the Electrum property in 2007 pursuant to an option agreement entered into effective September 15, 2004. The optionors have retained a 2% NSR royalty interest in the project, which the Company may purchase for \$1,000,000.

Since 2006, the Company has conducted multiple exploration programs which include surface sampling, geological mapping and modeling and diamond drill programs at the Electrum Project. The drill program in 2011 was restricted due to budgetary constraints however, the holes that were drilled indicate that there is potential for expanding the bulk mining gold grades exemplified in the quartz stockwork type of mineralization and the potential of expanding the

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hydrothermal veins that have been encountered. Further drilling has been recommended. Assay results from these various programs were published in the Company's news releases. Copies of these results can be found on both the Company and SEDAR websites.

During 2015, the Company completed a modest exploration program that successfully tested a new exploration concept and was designed to gain a better understanding of the host rock. The drilling results revealed extensive, near surface gold and silver mineralized zones. Assay results were published in the Company's news release dated December 10, 2015. The exploration program was focused in an area where past work by the Company had identified several very high grade gold and silver vein structures. Also as part of the exploration, roughly 100 grab specimens were collected to find new mineralized zoned suitable for exploration. Further exploration work is planned to outline the size, shape and grade of the mineralized bodies so that bulk sampling for grade and recovery characteristics can be determined.

On May 10, 2016, the Company entered into an agreement to sell an undivided 60% interest in its Electrum property located in NW British Columbia to Tudor Gold Corp in consideration for 1,000,000 common shares of the purchaser and a payment of \$500,000 cash. Tudor has also agreed to invest \$250,000 into American Creek pursuant to a private placement at a price of the greater of \$0.08 per share or the discounted market price as defined by Exchange policy. A 60/40 joint venture will be formed and Tudor will now be operator of the project. The agreement is subject to approval from the TSX Venture Exchange.

Based on the terms of this agreement and the value associated with the cash and shares to be received from the purchaser, the property was considered impaired and the property was written down by \$5,788,101.

Gold Hill and D-1 McBride Project (100% interest)

The Gold Hill property is located near Fort Steele, British Columbia and was purchased on March 9, 2015 along with the D-1 McBride property which is located near Dease Lake, British Columbia. Consideration paid consisted of 3,900,000 shares issued to the vendor and 390,000 shares issued as an arms-length finders fee with a fair value of \$0.09 per share. The Company completed a preliminary geological analysis and planning to complete a small exploration program on the newly acquired Gold Hill property. The small program was designed to target areas for further exploration.

On April 15, 2016 the Company expanded the D1 McBride property located in northern British Columbia by approximately 580 hectares through staking. The Company holds 100% of the property (See the Company's press release dated April 15, 2016).

3. Results of Operations

The Company adopted International Financial Reporting Standards ("IFRS") effective January 1, 2011. The financial information in this MD&A has been prepared using accounting policies consistent with IFRS.

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Three months ended March 31, 2016

The Company's net loss for the three month period ended March 31, 2016 was \$11,186,479 or \$0.06 per common share, as compared to a net loss of \$795,670 or \$0.00 per common share for the same period in 2015. Significant variances are described in the paragraph below.

- Advertising and promotion increased by \$18,925 due to the new contract entered into with AGORACOM to increase the Company's exposure to the small cap investor market.
- Management fees decreased by \$36,482 for the quarter as the Company restructured its management team. The Company no longer retains a full time Chief Operating Officer and a new Chief Executive Officer was appointed during the quarter. The Company's Chief Financial Officer is retained on an as needed basis.
- Professional fees decreased by \$213,802. In the same quarter for 2015, the Company was defending the appeal over the Treaty Creek property and required significant legal representation. The litigation was finalized in 2015.
- Property impairments were recorded during the first quarter 2016 in the amount of \$10,758,437. The Electrum Property and the Treaty Creek Property were written down based on accounting standards to reflect the arms-length negotiated proceeds in the disposition of the properties in the second quarter 2016.
- Stock based compensation decreased by \$110,654. The Company issued 7,700,000 options during the first quarter 2016 which were valued less than the 5,520,000 options issued in 2015 according to the Black Scholes method of valuing options.

4. Summary of Quarterly Results

The following table summarizes information derived from the Company's financial statements for the eight most recent fiscal quarters.

Quarter Ended:	Mar. 31	Dec. 31	Sep. 30	June 30	Mar. 31	Dec. 31	Sep. 30	June 30
Year:	2016	2015	2015	2015	2015	2014	2014	2014
Net sales or total revenue (000s)	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
Total Assets (000s)	\$3,875	\$14,555	\$14,501	\$14,447	\$14,447	\$14,090	\$14,104	\$14,237
Net loss:								
(i) in total (000s)	\$11,186	\$572	\$2	\$76	\$796	\$469	(\$28)	\$594
(ii) per share ⁽¹⁾	0.06	0.00	0.00	0.00	0.00	0.00	(0.00)	0.00

(1) Fully diluted loss per share amounts have not been calculated as they would be anti-dilutive.

While the information set out in the foregoing table is mandated by *National Instrument 51-102*, it is Management's view that the variations in financial results that occur from quarter to quarter are not particularly helpful in analyzing the Company's performance. It is in the nature of the business of junior exploration companies that unless they sell a mineral interest for a sum greater than the costs incurred in acquiring such interest, they have no significant net sales or total revenue. Because the majority of such companies' expenditures consist of exploration costs that

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are capitalized, their quarterly losses usually result from costs that are of a general and administrative nature.

Significant variances in the Company's reported loss from quarter to quarter most commonly arise from factors that are difficult to anticipate in advance or to predict from past results. They are as follows: (i) decisions to write off deferred exploration costs when management concludes there has been an impairment in the carrying value of a mineral property, or the property is abandoned, and (ii) the granting of incentive stock options, which results in the recording of amounts for stock-based compensation expense that can be quite large in relation to other general and administrative expenses incurred in any given quarter. A third factor that can have a major influence on quarterly results of junior exploration companies that finance a portion of their activities through the issuance of flow-through shares is the renunciation of qualifying Canadian Exploration Expenses to the investors who purchased the flow-through shares.

American Creek is in the minerals exploration business, and has not generated any sales or revenues since its formation in early 2004. Consequently, the Company has experienced operating losses from quarter to quarter. These losses include expenditures on general and administrative activities, advertising and promotion, and depreciation of investments in property and equipment, all of which result from the Company's ongoing exploration activities. Superimposed on regular quarterly operating costs are (a) the write-offs of deferred exploration costs when property values are considered impaired or claims are abandoned for failing to meet the Company's criteria for continued capitalization, (b) the recording of stock-based compensation expense associated with the granting of incentive stock options and, (c) renunciation of qualified Canadian exploration expenses to investors who have purchased the Company's offerings of flow-through shares resulting in income tax recovery.

Notably, in recent years, administrative activities have accounted for a larger percentage of the Company's overall costs due to increased professional fees incurred in the legal proceedings against Teuton Resources Corp. The Company has also allocated management and contractor resources towards support for legal counsel in preparation for litigation. While this has reduced, where possible, the costs paid to outside legal counsel it has resulted in reduced exploration activities during the past number of years.

In the first quarter 2015, the Company incurred a net loss of \$795,670 as compared to a net loss of \$469,311 in the previous quarter. Interest charges in the previous quarter were lower by \$190,281 as the Company was invoiced by vendors for charges on significant outstanding balances which decreased the net loss while an increase in professional fees in the amount of \$93,471 due to Teuton's appeal of the Treaty Creek trial decision increased the net loss. The Company also granted options to directors and key contractors which resulted in stock-based compensation expense in the amount of \$403,409. Other smaller variances in listing and transfer fees and advertising and promotion and depreciation expense increased the net loss further.

In the second quarter 2015, the Company incurred a net loss of \$76,353 as compared to a net loss of \$795,670 in the first quarter 2015. In the previous quarter, costs incurred to finalize the appeal by Teuton over the Treaty Creek property and to initiate collection proceedings for court awarded costs resulted in legal fees being higher by \$354,244. This difference also accounts for amounts collected from Teuton in the second quarter 2015 of approximately \$320,000. Additionally,

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the reduction of stock based compensation, which represents the value of options granted during the first quarter 2015, contributed to reducing the comparative loss by \$364,055.

During the third quarter 2015, the Company incurred a loss of \$1,974 as compared to a net loss of \$76,353 in the previous quarter. Significant factors include a decrease in stock based compensation expense of \$39,354; a decrease in office and administration work which decreased the corresponding costs by \$14,740; management time spent in the Company was decreased which reduced costs by \$11,580; and decreases in legal costs due to the completion of the litigation and collection proceedings reduced expenses by \$7,770.

In the fourth quarter 2015, the Company incurred a loss of \$572,148 as compared to the previous period loss of \$1,974 for a difference of \$570,174. Factors that have increased the loss over the previous period include an increase in legal fees of \$465,867. In the previous period the Company was reimbursed fees from the Treaty Creek litigation while in the current quarter, the Company was billed for an agreed upon bonus in legal fees to it's legal counsel for carrying the costs of representing the Company through the appeal process. Also, interest charges increased in the fourth quarter by \$116,463 due to amounts billed for the year by vendors for outstanding amounts owed. A decrease in management fees of \$19,803 offset these increases as compared to the previous quarter.

In the first quarter 2016, the Company incurred a loss of \$11,186,479 as compared to the previous period net loss of \$572,148. The increase of the loss is mostly due to the impairment charge recorded on the Treaty Creek and Electrum properties of \$10,758,437. Legal fees decreased by \$347,654 as the Company's legal firm billed for a bonus in the fourth quarter 2015 as agreed upon related to the Treaty Creek litigation. Interest and bank fees were also less in the current quarter by \$115,865 as vendors billed for interest charges on overdue accounts in the fourth quarter 2015. Stock based compensation was higher by \$292,755 in the first quarter 2016 due to the Company granting options.

5. Liquidity and Capital Resources

The Company's cash and working capital positions at the dates indicated were as follows:

	March 31 2016 \$	December 31 2015 \$
Cash	36,470	10,003
Working capital (deficiency)	(2,264,335)	(2,440,131)

Working capital to fund the Company's ongoing operations for the first quarter 2016 was provided by private placements for proceeds totalling \$350,000. Vendors continue to provide extended terms for amounts outstanding. Subsequent to the first quarter 2016, an agreement was reached to sell a 60% interest in the Electrum property to provided additional working capital to the Company.

During the year ended 2014, working capital was provided by short term financing extended by the Company's legal advisors and management contractors as well as a private placement for \$480,000 and an agreement to issue shares for debt to a contractor in the amount of \$120,000.

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An additional financing of flow-through shares and agreements with contractors to issue shares for services in the fourth quarter also helped to fund an exploration program on the Electrum Property.

Though the Company has been successful in raising capital in the first half of 2016, the Company requires additional funding to reduce its working capital deficiency, continue operations, and to investigate existing and future exploration and evaluation assets. Alternatives to secure additional funding are ongoing and include private placements and optioning out or disposing of existing properties.

The Company's properties are in good standing and have been kept current.

The Company does not use financial derivatives.

The Company has not entered into any off balance sheet financing arrangements.

6. Financial Instruments and Risk and Capital Management

Fair value

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at March 31, 2016, the Company's financial instruments are comprised of cash, receivables, deposits, reclamation bonds, accounts payable and accrued liabilities and debt instruments. The carrying value of cash, receivables, deposits, accounts payable and accrued liabilities approximate their fair values due to the relatively short periods to maturity of these financial instruments. Long term debt is recognized at amortized cost.

Risk Management

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

Credit risk

Credit risk is the risk of potential loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is limited to the carrying amount on the statement of financial position and arises from the Company's cash, receivables and reclamation bonds.

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The Company's cash is held through a Canadian chartered bank which is a high-credit quality financial institution. The Company's receivables primarily consist of harmonized sales tax rebates due from the Government of Canada. Long-term receivables are considered past due but the Company does not consider them to be impaired.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to attempt to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2016, the Company had a cash balance of \$36,470 and short term receivables of \$11,236 to settle current liabilities of \$2,358,069. The Company forecasts its cash needs on a regular basis and seeks additional financing based on those forecasts. Since inception, the Company has financed its cash requirements primarily through issuance of securities and long-term debt. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. In certain circumstances extended credit arrangements have been negotiated with vendors. All arrangements are on terms less than one year. See note 1 in the March 31, 2016 unaudited financial statements for further discussion on going concern and its impact on liquidity.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

(a) Interest rate risk

According to the Company's current policy, the Company holds all cash balances on deposit in highly rated banking institutions. Interest on short and long term debt arrangements are fixed and are specifically disclosed.

(b) Foreign currency rate risk

The Company is domiciled in Canada and its capital is raised in Canadian dollars and does not conduct regular business in any foreign country.

Capital Management

The Company's capital management objectives, policies and processes have not been changed over the period presented. The Company is not subject to any externally imposed capital requirements, including covenants on its loans.

The Company manages its cash and common shares as capital. The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the on-going business objectives including, but not limited to pursuing the exploration of its exploration

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and evaluation assets, funding of future growth opportunities, and pursuit of new acquisitions; and

- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company manages its capital structure by issuing new shares, adjusting capital spending or disposing of assets. In addition, management of the Company's capital structure is facilitated through its financial and operational forecasting processes. The forecast of the Company's future cash flows is based on estimates of commodity prices, forecast capital and operating expenditures, and other investing and financing activities. The forecast is regularly updated based on new commodity prices and other changes, which the Company views as critical in the current environment. See above and section 5 for further discussion of capital and liquidity planning.

7. Going Concern

The Company's unaudited March 31, 2016 financial statements have been prepared using International Financial Reporting Standards as they apply to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of operations. The Company is in the exploration stage and has not generated revenue from operations. The Company showed a net loss of \$11,186,479 during the first quarter 2016 and as of March 31, 2016 the Company's deficit was \$34,226,795 and a working capital deficiency of \$2,264,335. As the Company is in the exploration stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties and deferred exploration expenditures. These circumstances cause material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern.

The Company's legal advisors and management contractors agreed on terms of repayment for the outstanding accounts payable. The amounts are considered due on demand and will be paid by the Company when they are able to do so. No interest will accrue on the outstanding balance owed to the legal advisors. The Company's has also disposed of an interest in both the Electrum property and the Treaty Creek property which will provide significant working capital to enable the Company to continue operations. Also, due to the joint venture arrangements associated with the dispositions, the projects will be advanced further in the coming months which should improve the Company's ability to attract further working capital from investors. These undertakings, while significant, are not sufficient in and of themselves to enable the Company to fund all aspects of its current operations and, accordingly, management is pursuing other financial alternatives which include raising additional funds through private placements, and the further sale of exploration and evaluation assets to fund the Company's exploration and development programs so it can continue as a going concern. There is no assurance that these initiatives will be successful.

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The Company's ability to continue as a going concern is dependent upon the existence of recoverable reserves and the ability to obtain necessary funds to develop properties with potential for profitable production in order to support its ongoing operating activities and exploration programs. These financial statements do not reflect the adjustments to the carrying values and classifications of assets and liabilities, or to the reported revenues and expenses that would be necessary if the Corporation were unable to realise its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

8. Transactions with Related Parties

Included in accounts payable and accrued liabilities is \$1,031,911 (2015 – \$1,076,911) due to companies controlled by officers of the Company. These amounts due to related parties are unsecured, non-interest bearing, and have no specific terms of repayment.

During the three month period ended March 31, 2016, the Company entered into the following related party transactions:

- Accrued fees in the amount of \$46,818 (2015 – \$45,900) to a company controlled by an officer of the Company for providing services to act as the Company's Chief Executive Officer. Expenses reimbursed in the amount of \$3,000 (2015 – \$3,000) were expensed as business development.
- Accrued fees in the amount of \$Nil (2015 – \$45,900) to an officer or company controlled by an officer of the Company for providing services to act as the Company's Chief Operating Officer. Expenses reimbursed in the amount of \$12,000 (2014 – \$12,000) in aggregate which were expensed as business development.
- Accrued fees in the amount of \$19,500 (2015 – \$11,000) to a company controlled by an officer of the Company for providing services to act as the Company's Chief Financial Officer. Expenses reimbursed in the amount of \$Nil (2015 – \$Nil) in aggregate which were expensed as business development.

The amounts charged to the Company for the transactions provided have been determined by negotiations amongst the parties. These transactions were in the normal course of operations.

9. Commitments and contingencies

In 2009, the Company exceeded its requirements under an option agreement to acquire a 51% interest the Treaty property by incurring in excess of \$5,000,000 of exploration related expenditures on the property. The Company initially elected to earn an additional 9% interest in the property by performing and paying all expenses related to providing the optionor with a positive feasibility study but has recently notified Teuton that it will not be completing this additional earn-in under the agreement.

The Company initiated legal action in 2010 against Teuton Resources Corp. for failure to transfer title to the property under the terms of the initial earn-in agreement and for damages the Company may have been subject to as a result. Teuton disputed that all terms of the contract had not been met by American Creek.

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The trial of this matter was heard in Vancouver, British Columbia and was concluded on October 3, 2013. On April 14, 2014, a judgment was handed down by the British Columbia Supreme Court finding that the Company had met its obligations under the agreement. Teuton appealed the Court's decision. The appeal was heard in the B.C. Court of Appeal on March 19-21, 2015 and on April 27, 2015 a decision was received from the BC Court of Appeal which upheld the decision of the trial judge and dismissed the appeal entirely. (See note 17 of the December 31, 2015 audited financial statements).

10. Risk Factors Relating to the Company's Business

The Company is exposed to a number of risks. The following discussion is intended to be an illustrative, but not exhaustive, enumeration of such risks.

Exploration Stage Operations

All of the Company's properties are still in the exploration stage. Mineral exploration and exploitation involves a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to avoid. Few properties that are explored are ultimately developed into producing mines.

Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labour are some of the risks involved in mineral exploration and exploitation activities. Substantial expenditures are required to establish mineral reserves and resources through drilling, to develop metallurgical processes to extract the metal from the material processed and to develop the mining and processing facilities and infrastructure at any site chosen for mining.

There is no assurance that commercial quantities of ore will be discovered. Even if commercial quantities of ore are discovered, there is no assurance that the properties will be brought into commercial production or that the funds required to exploit mineral reserves and resources discovered by the Company will be obtained on a timely basis or at all. The commercial viability of a mineral deposit once discovered is also dependent on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices. Most of the above factors are beyond the control of the Company.

There can be no assurances that the Company will be able to successfully execute its exploration programs on its proposed schedules and within its cost estimates, whether due to increasingly stringent environmental regulations and other permitting restrictions, unresolved First Nations' land claims or other factors, such as a shortage or unavailability of essential supplies and services. In the event that such commercial viability is never attained, the Company may seek to transfer its property interests or otherwise realize value or may even be required to abandon its business and fail as a "going concern".

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Financial Markets

In addition, the Company has no operating cash flow and must access the capital markets to finance its activities. There can be no assurances American Creek will continue to be able to access the capital markets for the funding necessary to acquire and maintain its exploration properties and to carry out its desired exploration programs. If the Company is unable to tap the capital markets at some future time, not only could this adversely affect its wholly-owned projects, but American Creek could find itself in a position where it could be unable to fund payments to which it may be liable under option agreements or its share of costs incurred under joint venture agreements to which it may become a party. The Company's interest in such option agreements and joint ventures could be reduced or eliminated as a result.

Competition

The mining industry is intensely competitive in all of its phases, and the Company competes with other companies with greater technical and financing resources than itself with respect to acquiring properties of merit, the recruitment and retention of qualified management, employees and other persons to carry out its mineral exploration activities. Competition in the mining industry could adversely affect the Company's prospects for mineral exploration in the future.

Environmental and Government Regulation

Mining and exploration activities are subject to various laws and regulations relating to the protection of the environment, historical and archaeological sites and endangered and protected species of plants and animals. Although the exploration activities of the Company 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 the operations and activities of the Company or more stringent implementation thereof could have a substantial adverse impact on the Company. Failure to comply with laws, regulations and permit conditions could result in fines and/or stop work orders, costs for conducting remedial actions and other expenses.

Inflation

In the recent past, while inflation had not been a significant factor, the ongoing efforts of many governments to improve the availability of credit and stimulate domestic economic growth while incurring substantial deficits may result in a period of substantial inflation and/or currency depreciation in the future.

Contractual Agreements

Acquisition of exploration projects within the mining industry are often structured as option agreements. The contractual nature of these agreements can be subject to interpretation by the respective parties and as such can result in disagreements. If these differences are not resolved outside the legal system, related costs can be significant placing the financial viability of each company at risk. Additionally, if the outcome of the legal process is unfavorable to either party,

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potential ownership of exploration assets may be in question further jeopardizing the viability of the companies.

11. Outlook

Market prices of many commodities, particularly copper and precious metals, continue to cause difficult market conditions in the mineral exploration sector. However, the Company holds very prospective properties in the prolific "Golden Triangle" area of British Columbia which is beginning to attract considerable interest and investment from individual investors and larger exploration companies alike. The activity in this area was a significant factor for the Company to attract a larger and better financed partner to further its exploration properties in this area. The joint venture partnership entered into with Tudor Gold Corp provides potential for the Company to see the Treaty Creek and Electrum properties advance more quickly. This will help the Company to overcome the significant debt carried on the balance sheet by attracting sufficient working capital to continue operations and advance other properties within its portfolio

The Company is also optimistic that commodity prices will show renewed strength and that investor interest will be revived towards exploration companies. This will be especially true for those who hold prospective properties in favorable locations like the Golden Triangle. The Company is pleased to have secured a joint venture partner on both the Electrum property and the Treaty Creek property. It also owns controlling interest in many of its other properties, several of which do hold considerable promise for discoveries. Current market conditions also present opportunities for companies like American Creek to accumulate quality exploration projects that have been undervalued due to the industry's difficulty in raising capital. The Company continues to look for these types of projects, where possible, to supplement its existing portfolio. As market conditions improve, greater emphasis will be placed on further exploration of the most promising properties within the Company's portfolio where possible.

12. Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in the annual financial statements, except as disclosed under the Standards, Amendments and Interpretations Not Yet Effective (See also note 3 of the December 31, 2015 audited financial statements for the full disclosure of the Company's significant accounting policies).

Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired, as follows:

Fair value through profit or loss - This category comprises derivatives (if any), or assets acquired or incurred principally for the purpose of selling or repurchasing such financial assets in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in the statements of comprehensive loss or income.

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Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statements of comprehensive loss or income.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired, as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing such financial liabilities in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in the statements of comprehensive loss or income.

Other financial liabilities: This category includes accounts payable and accrued liabilities, all of which are recognized at amortized cost.

The Company's cash, receivables and reclamation bonds are classified as loans and receivables. The Company's accounts payable and accrued liabilities, are classified as other financial liabilities.

Significant accounting judgments and estimates

The preparation of these audited financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, that could result in a material

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adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following (note references below refer to the December 31, 2015 audited financial statements):

- Measurement of compensation cost attributable to the Company's share based compensation plan is subject to the estimation of fair value using the Black-Scholes option pricing model. The valuation is based on significant assumptions such as: i) the volatility of the share price; ii) the life of the option; iii) the risk-free interest rate for the life of the option (see note 11);
- Deferred income tax assets are assessed by Management at the end of the reporting period to determine the likelihood that they will be realized from future taxable earnings (see note 18);
- The Company evaluates the circumstances that may give rise to the various commitments and contingencies along with the likelihood they will occur to estimate any amount that are accrued in the balance sheet (see note 17);
- Impairment of the Company's development and production assets is evaluated at the CGU level. The determination of CGU's requires judgment in defining the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. CGU's have been determined based on similar geological structure, shared infrastructure, geographical proximity, commodity type and similar exposures to market risks. In testing for impairment, the recoverable amount of the Company's CGU's is determined based on the greater of the value-in-use and fair value less costs of disposal. There is no comparison available of quoted market prices for mineral properties therefore, the recoverable amount is based on estimates of reserves (if any), future precious metal prices, geographical location, prospective potential, and other relevant assumptions;
- As described in Note 17, the Company was involved in litigation in regards to title transfer for its Treaty Creek property. In the judgment issued by the Supreme Court of British Columbia, the Court held overwhelmingly that the Company has fulfilled its spending requirements under the agreement with the counterparty to earn a 51% interest in the property. The counterparty is disputing that the Company has fulfilled its obligations under the agreement. Costs incurred in relation to the property remain capitalized on the balance sheet as at December 31, 2013 based on the Court's findings that the Company has title to 100% interest in the property, holding the counterparty's 49% interest in trust. The counterparty appealed the judgment and on April 27, 2015 a decision was received from the BC Court of Appeal which upheld the decision of the trial judge and dismissed the appeal entirely.

Standards, Amendments and Interpretations Not Yet Effective

New standards and interpretations issued but not yet adopted

The following are standards issued but not yet effective up to the date of issuance of these financial statements. The Company reasonably expects these standards to be applicable at a future time and intends to adopt these standards when they become effective. The Company is currently evaluating the impact that these standards will have on the Company's results of operations and financial position.

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- IFRS 9, Financial Instruments. The new standard introduces extensive changes to IAS 39's guidance on the classification and measurement of financial assets and introduces a new 'expected credit loss' model for the impairment of financial assets and a substantially reformed approach to hedge accounting. The Company does not apply hedge accounting. The new standard is required to be applied for annual reporting periods beginning on or after January 1, 2018.
- IFRS 15, Revenue from Contracts with Customers. The objective of IFRS 15 is to establish the principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from a contract with a customer. Application of the standard is mandatory for annual reporting periods starting from January 1, 2018 onwards.
- IFRS 16, Leases, which replaces IAS 17 Leases. The objective of the new standard requires entities to recognize lease assets and lease obligations on the balance sheet. For lessees, IFRS 16 removes the classification of leases as either operating or finance leases, effectively treating all leases as finance leases. Lessors will continue with a dual lease classification model. Classification will determine how and when a lessor will recognize lease revenue, and what assets would be recorded. This standard is effective for years beginning on or after January 1, 2019.

13. Securities Outstanding at the Report Date

The Company had 215,379,085 common shares, options on 18,000,000 common shares and warrants on 27,532,000 common shares outstanding at the Report Date. Options are exercisable at between \$0.05 and \$0.10 per share and expire between March 22, 2016 and March 3, 2026. The warrants are exercisable at prices ranging between \$0.08 and \$0.10 per common share depending upon the exercise date and expire between December 1, 2016 and April 12, 2018. If all options and warrants were to be exercised, the Company's treasury would increase by approximately \$4,000,000 and the Company would have 260,911,085 common shares issued and outstanding.

14. Subsequent Events

Options

On May 20, 2016, the Company granted a total of 2,870,000 incentive options to certain Directors, Officers, Advisors and Contractors under the Company's incentive stock option plan. The options were granted with an exercise price of \$0.075 and are exercisable until March 19, 2026.

Mineral Property Acquisition and Share issuance

On April 13, 2016, the Company issued 15,000,000 common shares at \$0.05 under an amended agreement with an arm's length third party that holds a Net Smelter Return royalty interest ("NSR Holders") related to the Company's 51% interest in the Treaty Creek property located in NW British Columbia. The amended agreement reduces the prior \$6 million payment obligation

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which was potentially triggered by entering into a deal in which the Company reduced its 51% interest in the property, or granted access for development and tunnel construction.

Additional terms of the amended agreement include:

- a) The NSR Holders will be issued 15,000,000 common shares of the Company.
- b) The NSR Holders will hold a 2% NSR on certain Treaty Creek property mineral tenures ("Group I") and a 1% NSR on the remaining Treaty Creek mineral tenures ("Group II"). The NSR interests apply only to the Company's 51% interest in the Treaty Creek property. Within 30 days of a Treaty Creek property feasibility study being completed, the NSR Holders will be paid an aggregate sum of \$1,500,000 in order for the Company to collectively buy out 0.75% of the Group I NSR and 0.25% of the Group II NSR. At any time the Company may buy out a further 0.75% of the Group I and 0.25% of the Group II NSR for the aggregate sum of \$1,500,000. The NSR Holders will retain a 0.5% NSR on the Group I and Group II mineral tenures.
- c) The NSR Holders will be entitled to 25% of any cash payments or securities the Company may receive related to the Company entering into an agreement with a third party to advance the Treaty Creek project such that it disposes directly or indirectly of any of its current 51% interest in the Treaty Creek property.
- d) The Company will pay the NSR Holders 25% of any consideration the Company may receive from any non-governmental party for access, easement or right of way over, on, under or through any part of the Treaty Creek property for a mining infrastructure purpose, or fees for the use of the Company's own infrastructure facilities.
- e) The Company will pay the NSR Holders 25% of any compensation proceeds the Company may receive from any governmental or quasi-governmental agency for the loss of any rights resulting from the expropriation of access, easement or right of way over, on, under or through any part of the Treaty Creek property for a mining infrastructure purpose.

Mineral Property Dispositions, Private Placement and Legal Settlement

On May 10, 2016, the Company entered into an agreement to sell an undivided 60% interest in its Electrum property located in NW British Columbia in consideration for 1,000,000 common shares of the purchaser and a payment of \$500,000 cash. The purchaser has also agreed to invest \$250,000 into American Creek pursuant to a private placement at a price of the greater of \$0.08 per share or the discounted market price as defined by Exchange policy. A 60/40 joint venture will be formed and the purchaser will be operator of the project.

On May 20, 2016, the Company also entered into an agreement to sell an undivided 31% interest in its Treaty Creek property in consideration for 500,000 common shares of the purchaser. The purchaser has agreed to complete a minimum of \$1,000,000 in exploration expenditures on the Treaty Creek property during 2016. A joint venture has been formed with the purchaser who will hold a 60% interest in the Treaty Creek Property and American Creek and Teuton Resources

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Corp. will hold a 20% interest in the joint venture. The Company's remaining 20% interest is fully carried during the exploration period until a production notice is given. Thereafter, each will be responsible for 20% of the costs under and subject to the terms of the joint venture.

In conjunction with the execution of the agreements above, the Company advises that a settlement with Teuton and its officers, directors and contractors has been reached with respect to the conspiracy, defamation, economic interference and economic harm claim that was filed in 2012 against the Teuton Resources and others. The terms of the settlement are confidential. Each of the agreements are subject to approval from the TSX Venture Exchange.

Forward-looking information

Certain information contained in this document constitutes forward-looking statements regarding the Corporation's mineral properties. Forward looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate" or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the reasonable opinions and estimates of management of American Creek and are subject to a variety of risks, uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. These factors include: the inherent risks involved in the exploration and development of mineral properties, uncertainties involved in the interpretation of drill results and other geological data, fluctuating commodity prices, unforeseen permitting requirements, changes in environmental laws or regulations, the possibility of project cost overruns or unanticipated costs and expenses, weather conditions, the availability of contractors for equipment and services, the availability of future financing and general business and economic conditions. Such statements are also based on a number of assumptions which may prove to be incorrect, including assumptions about general business and economic conditions being accurate, the timing and receipt of regulatory approvals for projects and operations, the availability of financing, the ability to secure equipment and labour, and American Creek's ongoing relationship with third parties. The foregoing factors, risks and assumptions are not exhaustive. Events or circumstances could cause actual events or results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking statements. These forward-looking statements are as of the date they are made and American Creek disclaims any obligation to update any forward-looking statements, except as required by law.