ALMADEX MINERALS LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS

December 31, 2015

INTRODUCTION

This Management's Discussion and Analysis ("MD&A") for Almadex Minerals Limited ("Almadex" or the "Company") has been prepared based on information known to management as of April 26, 2016. This MD&A is intended to help the reader understand the consolidated audited financial statements of Almadex.

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management also ensures that information used internally or disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable.

The Company's board of directors follows recommended corporate-governance guidelines for public companies to ensure transparency and accountability to shareholders. The board's audit committee meets with management regularly to review the consolidated financial statements, including the MD&A, and to discuss other financial, operating and internal-control matters.

All currency amounts are expressed in Canadian dollars unless otherwise noted.

FORWARD-LOOKING STATEMENTS

Information set forth in this MD&A may involve forward-looking statements under applicable securities laws. Forward-looking statements are statements that relate to future, not past, events. In this context, forward-looking statements often address expected future business and financial performance, and often contain words such as "anticipate", "believe", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "might", "could", "should", or "will" be taken or occur, or other similar expressions. All statements, other than statements of historical fact, included herein including, without limitation, statements about the size and timing of future exploration on and the development of the Company's properties, are forward-looking statements. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following risks: the need for additional financing; operational risks associated with mineral exploration; fluctuations in commodity prices; title matters; environmental liability claims and insurance; reliance on key personnel; the volatility of the Company's common share price and volume and other factors beyond the Company's control. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from management's expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies the Company is bound. Investors are cautioned against attributing undue certainty to forward-looking statements.

The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents available under the Company's profile on SEDAR (www.sedar.com) and/or on the Company's website at www.almadexminerals.com.

HIGHLIGHTS

On October 21, 2014, Almaden Minerals Ltd. ("Almaden") announced that its board of directors had approved a strategic reorganization of its business by way of plan of arrangement (the "Plan of Arrangement") pursuant to which its early stage exploration projects, royalty interests and certain other non-core assets would be spun out to a newly incorporated company, with shareholders of Almaden to receive shares of such company in proportion to their shareholdings in Almaden. On July 31, 2015, Almaden announced that all conditions to the completion of the Plan of Arrangement were satisfied or waived, and the arrangement was effective as at 12:01 a.m. on July 31, 2015. Pursuant to the Plan of Arrangement, Almaden's shareholders exchanged each existing common share of Almaden for one new Almaden common share and 0.6 common shares of Almadex Minerals Limited ("Almadex"). The new Almaden shares commenced trading on the Toronto Stock Exchange (the "TSX") and the NYSE MKT on August 14, 2015 and the Almadex shares commenced trading on the TSX Venture Exchange (the "TSXV") on August 14, 2015 and the OTCQB on October 13, 2015.

As part of the Plan of Arrangement, the following assets were transferred from Almaden to Almadex:

- a 100% interest in the El Cobre Project in Mexico;
- approximately 20 other exploration projects;
- a 2% net smelter return ("NSR") royalty on the Tuligtic Property in Mexico, which hosts Almaden's Ixtaca discovery;
- a portfolio of approximately 20 additional NSR royalties on exploration projects in Mexico, Canada and the United States;
- equity holdings in several publicly-listed companies;
- 1,597 ounces of gold bullion (the "Gold Inventory"); and
- approximately $3,000,000 in cash.

On October 6, 2015, the Company acquired an option to purchase a 100% interest in the Los Venados project in Sonora State, Mexico, located immediately adjacent to the operating La India and Mulatos gold mines.

OVERALL PERFORMANCE

Background

The Company is a mineral exploration and development company listed on the TSXV under the symbol "AMZ" and quoted on the OTCQB under the symbol "AXDDF". The Company was incorporated on April 10, 2015 under the laws of the Province of British Columbia in connection with the Plan of Arrangement. The Company's business activity is the acquisition and exploration of mineral properties in Canada, the United States and Mexico.

Almadex uses the same management team as Almaden, which has been focused on exploration and discovery in Mexico, the United States and Canada for the past 35 years. Traditionally, this approach has involved managing risk by forming joint ventures in which partner companies explore and develop such projects in return for the right to earn an interest in them. This approach has exposed shareholders to discovery and capital gains without as much funding and consequent share dilution as would be required through sole development of exploration properties. In some cases projects were advanced further when they were considered of such merit that the risk/reward ratio favored that approach. In other cases, if a property was optioned out with unsatisfactory results and returned to Almaden but considered by Almaden management to still have merit, the property rights were retained in order to demonstrate further potential. This is the fashion in which the Ixtaca discovery was made by Almaden, as the underlying project was optioned to three different partners prior to Almaden making the discovery in 2010.

Almadex's approach, described by some as prospect generation, is to more aggressively explore its projects before seeking partners for them. Because the Company has the technical capability to conduct its own geological and geochemical surveys and owns its own geophysical and drilling equipment, it is in a position to quickly eliminate and absorb the cost of projects that fail to show promise after initial testing and will be able to negotiate better deals for the few that deliver good results.

Company Mission and Focus

Almadex is an exploration company specializing in the discovery of new mineral prospects. The Company currently has an asset portfolio comprised of over 20 exploration properties, numerous NSR royalties on projects managed by other companies, plus the Gold Inventory, equities and cash.

This portfolio of assets is the direct result of over 35 years of prospecting, discovery and deal-making by Almadex's predecessor company, Almaden. Almadex seeks to continue the discovery success of Almaden by combining its respected technical oversight with its seasoned team of Mexican geologists and drillers, 5 company-owned drills, and strong working capital position.

Qualified Person

Morgan Poliquin, Ph.D., P.Eng., a qualified person under the meaning of National Instrument 43-101 ("NI 43-101"), and the President, Chief Executive Officer and a director of Almadex, has reviewed and approved the technical content in this MD&A.

Use of the terms "Mineral Resources" and "Mineral Reserves"

All capitalized terms used in this section have the meaning given to them in NI 43-101.

Any reference in this MD&A to Mineral Resources does not mean Mineral Reserve.

A Mineral Reserve is the economically mineable part of a Measured or Indicated Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A Mineral Reserve includes diluting materials and allowances for losses that may occur when the material is mined.

Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories. An Inferred Mineral Resource has a lower level of confidence than that applied to an Indicated Mineral Resource. An Indicated Mineral Resource has a higher level of confidence than an Inferred Mineral Resource but has a lower level of confidence than a Measured Mineral Resource.

MINERAL PROPERTIES

The following is a brief description of the more active mineral properties owned by the Company. Additional information can be obtained from Almadex's website www.almadexminerals.com.

El Cobre – Mexico

100% owned

Historically, the El Cobre property formed part of Almaden's larger Caballo Blanco property. Pursuant to an agreement between Almaden and Goldgroup Mining Inc. ("Goldgroup") dated February 5, 2010, Goldgroup gained the right to acquire a 70% interest in Almaden's 100% owned Caballo Blanco project under the condition that a portion of the Caballo Blanco property, the El Cobre property, be transferred to a new entity, owned 60% by Almaden and 40% by Goldgroup. Subsequently, on October 17, 2011, Almaden closed an agreement with Goldgroup to sell its remaining 30% interest in the Caballo Blanco property and to acquire a 100% interest in the El Cobre property, subject to a sliding scale royalty payable to a third party. This asset was transferred to Almadex as detailed in the Plan of Arrangement on July 31, 2015.

Location and Ownership

The 100% owned El Cobre Project has a total area of 7,456 hectares and is located adjacent to the Gulf of Mexico, about 75 kilometres northwest of the city of Veracruz, Mexico. Veracruz is a major port city and naval base with an international airport with numerous daily flights to and from Mexico City and other national and international destinations. The nearest supply centre to the Project is Cardel, a town of 20,000, located approximately 30 km south of the claim block, which is accessed via the Pan American Highway located roughly four kilometres by road from the claim boundary. Less than 10 km northeast of the Project sits Mexico's only nuclear power plant at Laguna Verde and the project is crossed by the electrical power grid. Water is relatively abundant in small creeks at elevations below 200 metres throughout most of the year.

Recent Updates

There are four copper-gold porphyry targets within the El Cobre Project: Los Banos, El Porvenir, Norte and Villa Rica along an almost four kilometre trend. The porphyries are defined by distinct Cu-Au soil anomalies, discrete positive magnetic features and an extensive IP chargeability anomaly. The largest target area is the Villa Rica zone which has not been drill tested. Limited RC and diamond drill testing at Los Banos, El Porvenir and Norte has returned wide intercepts of porphyry copper-gold and narrow zones of intermediate sulphidation epithermal gold-silver vein mineralization.

All of the zones remain open along strike and at depth, with numerous drill holes terminating in mineralization. In addition to the above, several anomalous areas remain untested by drilling, including the Villa Rica Zone that is defined by a strong north-northwest trending magnetic-chargeability high and associated copper-gold soil geochemical anomaly.

For the period from incorporation on April 10, 2015 to December 31, 2015, the Company incurred a total of $47,879 exploration costs with respect to the El Cobre property.

Upcoming / Outlook

Historic drilling at El Cobre has been encouraging and several high potential targets remain untested. The Company commenced drilling in February of this year and will report results as they are received and compiled.

Los Venados

Option to earn 100%

In 2015 Almadex acquired an option to purchase a 100% interest in the 1,500 hectare Los Venados project in Sonora State, Mexico. Almadex initiated a field mapping and sampling program prior to the end of December. This work and subsequent surface mapping has defined drill targets to test the alteration zone.

Past alteration mapping and geochemical sampling indicates that the alteration is high-sulphidation epithermal in nature. Los Venados lies within the emerging Mulatos gold mining district of high sulphidation epithermal gold deposits within which Alamos Gold Inc. and Agnico Eagle Mines Limited operate the Mulatos and La India gold mines respectively. The high sulphidation alteration on the Los Venados project is located roughly two kilometers from the Mulatos mine and 10 kilometers from the La India Mine.

Other properties

Other properties consist of a portfolio of early stage exploration projects located in Canada, the United States and Mexico. During the three months ended December 31, 2015 and for the period from incorporation on April 10, 2015 to December 31, 2015, the Company incurred exploration costs of $118,753 on a care and maintenance basis and recorded a write-down of $544,454 with respect to these properties.

On February 5, 2016, Almadex acquired the Yago, Mezquites, and San Pedro properties from Alianza Minerals Ltd. in return for a 1% NSR which is capped at CAD$1 million.

The Yago project is located in the state of Nayarit near the Pacific Coast of Mexico, seven kilometres from highway 15 which is one of the major thoroughfares from the United States to Mexico City. The project covers an area of extensive epithermal quartz-adularia veining. Many of the veins have had historic production of bonanza grades.

The Mezquites project is located in the state of Nayarit, is road accessible and covers an area hydrothermal alteration and epithermal veining prospective for gold and silver. Past work includes surface mapping, sampling and geophysics.

The San Pedro property is located in Jalisco State, Mexico and also features high-sulphidation epithermal style mineralization, including vuggy silica and is prospective for gold and silver.

RISK FACTORS

The Company is engaged in exploration for mineral deposits. These activities involve significant risks which, even with careful evaluation, experience and knowledge, may not, in some cases, be eliminated. The Company's success depends on a number of factors, many of which are beyond its control. The primary risk factors affecting the Company include inherent risks in the mining industry, metal price fluctuations and operating in foreign countries and currencies.

Inherent risks within the mining industry

The commercial viability of any mineral deposit depends on many factors, not all of which are within the control of management. Some of the factors that will affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure. Government regulation, taxes, royalties, land tenure and use, environmental protection and reclamation and closure obligations could also have a profound impact on the economic viability of a mineral deposit.

Mining activities also involve risks such as unexpected or unusual geological operating conditions, floods, fires, earthquakes, other natural or environmental occurrences and political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or for other reasons. The Company does not currently maintain insurance against political or environmental risks. Should any uninsured liabilities arise, they could result in increased costs, reductions in profitability, and a decline in the value of the Company's securities.

There is no assurance at this time that the Company's current mineral properties will be economically viable for development and production.

Market volatility for marketable securities

The Company's marketable securities consist of shares of exploration companies which are historically very volatile. There is no assurance that the Company will be able to recover the current fair market value of those shares. The Company also may hold a large number of shares which may be difficult to sell in illiquid markets from time to time.

Industry

The Company is engaged in the exploration and development of mineral properties which is an inherently risky business. There is no assurance that a mineral deposit will ever be discovered, developed and economically produced. Few exploration projects result in the discovery of commercially mineable ore deposits. If market conditions make financings difficult, it may be difficult for the Company to find joint venture partners. The Company may be unsuccessful in identifying and acquiring projects of merit.

Mineral resource estimates

The estimation of reserves and mineralization is a subjective process and the accuracy of any such estimates is a function of the quality of available data and of engineering and geological interpretation and judgment. No assurances can be given that the volume and grade of reserves recovered and rates of production will not be less than anticipated.

Prices of gold, silver and other metals

The price of gold is affected by numerous factors including central bank sales or purchases, producer hedging activities, the relative exchange rate of the U.S. dollar with other major currencies, supply and demand, political, economic conditions and production levels. In addition, the price of gold has been volatile over short periods of time due to speculative activities.

The price of silver is affected by similar factors and, in addition, is affected by having more industrial uses than gold, as well as sometimes being produced as a by-product of mining for other metals with its production thus being more dependent on demand for the main mine product than supply and demand for silver. The prices of other metals and mineral products that the Company may explore for have the same or similar price risk factors.

Cash flows and additional funding requirements

The Company currently has no revenue from operations. In order to continue to advance and develop the El Cobre project, the Company will have to raise additional capital. The sources of funds currently available to the Company include equity capital, potential debt capital or the offering of an interest in its projects to another party. The Company currently has sufficient financial resources to undertake all of its currently planned exploration and development programs.

Exchange rate fluctuations

Fluctuations in currency exchange rates, principally the Canadian/U.S. Dollar and the Canadian/Mexican Peso exchange rates, can impact cash flows. The exchange rates have varied substantially over time. Most of the Company's exploration expenses in Mexico are denominated in U.S. Dollars and Mexican Pesos. Fluctuations in exchange rates may give rise to foreign currency exposure, either favourable or unfavourable, which will impact financial results. The Company does not engage in currency hedging to offset any risk of exchange rates fluctuation.

Environmental

The Company's exploration and development activities are subject to extensive laws and regulations governing environment protection. The Company is also subject to various reclamation-related conditions. Although the Company closely follows and believes it is operating in compliance with all applicable environmental regulations, there can be no assurance that all future requirements will be obtainable on reasonable terms. Failure to comply may result in enforcement actions causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures. Intense lobbying over environmental concerns by NGOs opposed to mining has caused some governments to cancel or restrict development of mining projects. Current publicized concern over climate change may lead to carbon taxes, requirements for carbon offset purchases or new regulation. The costs or likelihood of such potential issues to the Company cannot be estimated at this time.

Laws and regulations

The Company's exploration activities are subject to extensive federal, provincial, state and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters in all the jurisdictions in which it operates. These laws and regulations are subject to change, can become more stringent and compliance can therefore become more costly. The Company applies the expertise of its management, advisors, employees and contractors to ensure compliance with current laws and relies on its land men and legal counsel in Canada, Mexico and the United States.

Title to mineral properties

While the Company has investigated title to its mineral properties, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects.

Possible dilution to present and prospective shareholders

The Company's plan of operation, in part, contemplates the financing of its business by the issuance of securities and possibly incurring debt. Any transaction involving the issuance of previously authorized but unissued common shares, or securities convertible into common shares, would result in dilution, possibly substantial, to present and prospective shareholders. The Company has traditionally sought joint venture partners to fund in whole or in part exploration projects. Offering an interest in its projects to partners would dilute the Company's interest in the projects.

Material risk of dilution presented by large number of outstanding share purchase options and warrants

At April 26, 2016, there were 4,271,000 stock options and 2,737,200 warrants outstanding. Directors and officers hold 3,532,000 of the options and 739,000 options are held by employees and consultants of the Company. Directors and officers hold 45,600 of the warrants.

Trading volume

The relatively low trading volume of the Company's shares reduces the liquidity of an investment in its shares.

Volatility of share price

Market prices for shares of early stage companies are often volatile. Factors such as announcements of mineral discoveries or discouraging exploration results, changes in financial results, and other factors could have a significant effect on share price.

Competition

There is competition from other mining exploration companies with operations similar to Almadex. Many of the companies with which it competes have operations and financial strength greater than the Company.

Dependence on management

The Company depends heavily on the business and technical expertise of its management.

Conflict of interest

Some of the Company's directors and officers are directors and officers of other natural resource or mining-related companies. These associations may give rise from time to time to conflicts of interest. If a conflict arises, the Company may miss the opportunity to participate in certain transactions.

Impairment of Exploration and Evaluation Assets

The Company assesses its exploration and evaluation assets quarterly to determine whether any indication of impairment exists. Common indications of impairment, which is often judgemental, include, but are not limited to, that: the right to explore the assets has expired or will soon expire and is not expected to be renewed, substantive expenditure of further exploration is not planned, or the results are not compelling enough to warrant further exploration by the Company.

At December 31, 2015, the Company concluded that impairment indicators existed with respect to certain of its exploration and evaluation assets. An impairment of exploration and evaluation assets of $544,454 for the three months ended December 31, 2015, and for the period from incorporation on April 10, 2015 to December 31, 2015, has been recognized.

Material Financial and Operations Information

Summary of Quarterly Results

The following is a summary of the Company's financial results since becoming a reporting issuer for the quarters ending at the dates noted:

	Dec 31, 2015 ($)	Sept 30, 2015 ($)	June 30, 2015 ($)
Total revenue	82,831	3,831	-
Net loss	(627,459)	(456,942)	-
Loss per share – basic	(0.03)	(0.02)	-
Loss per share – diluted	(0.03)	(0.02)	-
Write-down of interests in exploration and evaluation assets	482,976	61,478	-
Administrative services fee	113,320	68,085	-
Share-based payments	21,377	76,050	-
Working capital	5,532,748	5,832,989	100
Total assets	11,269,910	11,951,635	100
Cash dividends declared	-	-	-

Results of Operations and Financial Results

<u>Results of Operations for the Three Months Ended December 31, 2015</u>

For the three months ended December 31, 2015, the Company recorded a net loss of $627,459 or a basic and diluted loss of $0.03 per share. Because the Company is a mineral exploration company, it has no revenue from mining operations. The revenue of $82,831 during the quarter ended December 31, 2015 consisted of interest income of $4,320 from cash balances available for investment received from Almaden pursuant to the Plan of Arrangement on July 31, 2015, and Other Income from drilling equipment rental services of $78,511 to Almaden.

A significant portion of total expenses of $712,230 during the fourth quarter of 2015 were related to administrative expenses, professional fees of $63,821, travel and promotion of $15,000, and transfer agent and filing fees of $5,500 incurred in connection with the closing of the Plan of Arrangement and listing of the Company's common shares on the TSXV and OTCQB, and expenses incurred by the Company to review business opportunities and communicate with shareholders. An administrative services fee of $113,320 was paid to Almaden during the three months ended December 31, 2015 for the provision by Almaden providing office space, executive management services, marketing support and technical oversight to Almadex.

Significant non-cash items in the quarter ended December 31, 2015 included share-based payments of $21,377, impairment of exploration and evaluation assets of $482,976, loss on investment in associates of $30,214, and income on fair value of contingent shares receivable of $14,100. Share-based payments are recognized on the grant of stock options. Impairment of exploration and evaluation assets fluctuates period to period based on management's evaluation of the carrying value of each exploration and evaluation asset interest held at that time. The contingent shares receivable is based on the fair value of the common shares of Gold Mountain Mining Corporation ("Gold Mountain") and Goldgroup Mining Inc. ("Goldgroup") held by the Company as at December 31, 2015. The loss on investment in associate relates to the recognition of the equity loss in Gold Mountain.

Results of Operations for the period from Incorporation on April 10, 2015 to December 31, 2015

For the period from incorporation on April 10, 2015 to December 31, 2015, the Company recorded a net loss of $1,084,401 or a basic and diluted loss of $0.05 per share. The loss for the period ended December 31, 2015 was the result of having no significant revenue generating activities during the period as the Company only conducted mining exploration work.

The revenue of $86,662 from incorporation to December 31, 2015 consisted of interest income earned from cash balances available for investment received from Almaden pursuant to the Plan of Arrangement on July 31, 2015, and drilling equipment rental services to Almaden.

A significant portion of total expenses of $1,041,413 during the period from incorporation to December 31, 2015 were related to administrative expenses of $181,405, professional fees of $118,555, travel and promotion of $15,540, and transfer agent and filing fees of $48,634 incurred in connection with the closing of the Plan of Arrangement and listing of the Company's common shares on the TSXV and OTCQB, and expenses incurred by the Company to review business opportunities and communicate with shareholders. The administrative services fee of $181,405 paid to Almaden during the period from incorporation until December 31, 2015 was for office rental, executive management services, marketing support and technical oversight to the Company.

Significant non-cash items during the period from incorporation on April 10, 2015 to December 31, 2015 included share-based payments of $97,427, impairment of exploration and evaluation assets of $544,454, loss on investment in associates of $51,730, loss on sale of marketable securities of $89,278, and loss on fair-value of contingent share receivable of $3,600. Share-based payments are recognized on the grant of stock options. Impairment of exploration and evaluation assets fluctuates period to period based on management's evaluation of the carrying value of each exploration and evaluation asset interest held at that time. The contingent shares receivable is based on the fair value of the common shares of Gold Mountain and Goldgroup held by the Company as at December 31, 2015. The loss on investment in associate relates to the recognition of the equity loss in Gold Mountain.

Liquidity and Capital Resources

At December 31, 2015, the Company had working capital of $5,532,748, including cash and cash equivalents of $2,896,701 resulting from cash transferred from Almaden to the Company in connection with the Plan of Arrangement on July 31, 2015.

Management believes that the Company's cash resources are sufficient to meet its working capital and mineral exploration requirements for its next fiscal year. The Company has no material commitments for the next fiscal year. Management has a proven track record to be able to raise money even in a very challenging financial marketplace.

Three Months Ended December 31, 2015

Cash used in operations during the three months ended December 31, 2015 was $285,731, after adjusting for non-cash activities.

Cash used in investing activities of $117,251 during the fourth quarter of 2015 related to expenditures on mineral property interests to maintain the properties in good standing.

Net cash from financing activities during the three months ended December 31, 2015 was $Nil.

Period from Incorporation on April 10, 2015 to December 31, 2015

Cash used in operations during the period from incorporation on April 10, 2015 to December 31, 2015 was $39,983, after adjusting for non-cash activities.

Cash used in investing activities of $63,416 during the period from incorporation on April 10, 2015 to December 31, 2015 related to expenditures on mineral property interests of $189,058 to maintain the properties in good standing and net proceeds from sale of marketable securities of $125,642.

Net cash from financing activities during the three months ended December 31, 2015 was $3,000,000, which was transferred from Almaden to the Company pursuant to the Plan of Arrangement on July 31, 2015.

Plan of Arrangement

On July 31, 2015, Almaden completed a plan of arrangement (the "Plan of Arrangement") under the provision of the Business Corporations Act (British Columbia) pursuant to which certain assets of Almaden were spun-out to Almadex.

Under the Plan of Arrangement, Almaden's shareholders exchanged each existing common share of Almaden for one "new" Almaden common share and 0.6 common shares of Almadex.

The fair value of the net assets contributed pursuant to the Plan of Arrangement consists of the following:

Assets:	**$**
Cash	3,000,000
Accounts receivable and prepaid expenses	142,730
Marketable securities and investments	2,731,900
Investment in associate	1,591,600
Reclamation deposits	30,235
Contingent shares receivable	47,100
Property and equipment	622,971
Exploration and evaluation assets	3,661,011
Total assets	11,827,547
Liabilities:	
Trade and other payables	(49,748)
Carrying value of net assets contributed	11,777,799

The Plan of Arrangement resulted in an increase of share capital amounting to $11,897,194 ($11,777,799 fair value of net assets and $119,395 net contribution from spin-out assets).

The spinout stock options in Note 11 (c) were issued pursuant to the Plan of Arrangement, where holders of outstanding Almaden stock options received, in exchange for each stock option, one Almaden replacement stock option and 0.6 Almadex stock options, with the exercise prices of the Almaden replacement stock options and the Almadex stock options based on the proportional market value of the two companies after completion of the Plan of Arrangement.

The spinout warrants in Note 11 (b) were issued pursuant to the Plan of Arrangement, where holders of outstanding Almaden warrants received, in exchange for each warrant, one Almaden replacement warrant and 0.6 Almadex warrants, with the exercise prices of the Almaden replacement warrants and the Almadex warrants based on the proportional market value of the two companies after completion of the Plan of Arrangement.

Disclosure of Outstanding Share Data

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

	Number of Common Shares Issued & Outstanding	Share Capital Amount
As at December 31, 2015 and April 26, 2016	43,938,969	$11,907,544

The following table summarizes information about warrants outstanding at April 26, 2016:

Expiry date	Exercise Price	Spinout warrants August 28, 2015	Granted	Exercised	Expired/ cancelled	April 26, 2016
February 11, 2016	$ 0.41	1,326,000	-	-	(1,326,000)	-
February 11, 2016	$ 0.26	29,646	-	-	(29,646)	-
July 17, 2016	$ 0.37	2,625,600	-	-	-	2,625,600
July 17, 2016	$ 0.30	111,600	-	-	-	111,600
		4,092,846	**-**	**-**	**(1,355,646)**	**2,737,200**
Weighted average					-	
exercise price		$ 0.38	-	-	0.41	$ 0.37

The Company grants directors, officers, employees and contractors options to purchase common shares under its Stock Option Plan. This plan and its terms are detailed in Note 11(c) to the consolidated financial statements for the period ended December 31, 2015 and the period from incorporation on April 10, 2015 to December 31, 2015, which are available on SEDAR at www.sedar.com.

The following table summarizes information about stock options outstanding at April 26, 2016:

Expiry date	Exercise price	Spinout stock options August 20, 2015	Granted	Exercised	Expired/ cancelled	April 26, 2016
September 20, 2015	$ 0.54	60,000			(60,000)	-
November 22, 2015	$ 0.55	45,000			(45,000)	-
May 6, 2016	$ 0.31	39,000				39,000
June 8, 2016	$ 0.67	1,287,000				1,287,000
July 14, 2016	$ 0.32	78,000				78,000
August 15, 2016	$ 0.60	90,000				90,000
October 10, 2016	$ 0.28	90,000				90,000
January 6, 2017	$ 0.23	708,000				708,000
May 4, 2017	$ 0.44	120,000				120,000
June 8, 2017	$ 0.46	45,000				45,000
September 11, 2017	$ 0.53	300,000				300,000
November 22, 2017	$ 0.51	60,000				60,000
April 4, 2018	$ 0.40	54,000				54,000
June 18, 2018	$ 0.34	150,000				150,000
August 28, 2018	$ 0.16	-	845,000			845,000
December 17, 2018	$ 0.15		90,000			90,000
January 2, 2019	$ 0.24	225,000				225,000
July 2, 2019	$ 0.30	90,000				90,000
Options outstanding and exercisable		**3,441,000**	**935,000**	**-**	**(105,000)**	**4,271,000**
Weighted average exercise price		$ 0.47	$ 0.16	-	$ 0.54	$ 0.40

Environmental Provisions and Potential Environmental Contingency

The Company's mining and exploration activities are subject to various federal, provincial and state laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations. The Company estimates that future reclamation and site restoration costs based on the Company's exploration activities to date are not significant however the ultimate amount of reclamation and other future site restoration costs to be incurred in the future is uncertain.

Off-Balance Sheet Arrangements

None.

Contractual Commitments

None

Proposed Transactions

None

Transactions with Related Parties

(a) Compensation of key management personnel

Key management personnel include those persons having the authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The aggregate value of compensation to key management personnel was as follows:

Three months ended December 31, 2015	Fees	Share-based Payments	Total
	$	$	$
Chairman	18,000	-	18,000
President & CEO	19,875	3,600	23,475
CFO	13,875	-	13,875
VP Corporate Development	13,125	-	13,125
Directors	-	1,800	1,800
	64,875	5,400	70,275

From incorporation on April 10, 2015 to December 31, 2015	Fees	Share-based Payments	Total
	$	$	$
Chairman	30,000	13,068	43,068
President & CEO	33,125	25,382	58,507
CFO	23,125	8,168	31,293
VP Corporate Development	21,875	7,624	29,499
Directors	-	32,294	32,294
	108,125	86,536	194,661

Fees are paid to Almaden for services provided by key management pursuant to the Administrative Services Agreement between Almadex and Almaden, as further described below.

(b) Other related party transactions

Administrative Services Agreement

The Company paid administrative services fees to Almaden pursuant to an Administrative Services Agreement dated May 15, 2015, under which Almaden provides the Company with office space, executive management, marketing support, technical oversight, and financial/corporate secretary duties, amongst other administrative services.

ATW Resources Ltd.

Almadex owns a 50% interest in ATW Resources Ltd. which holds title in trust for the ATW mineral property, situated at Mackay Lake in the Northwest Territories included in other properties.

Other

At December 31, 2015, the Company included in other income $78,511 paid by Almaden to the Company for drilling equipment rental services in Mexico.

During the year ended December 31, 2015, the Company paid a company controlled by a Director of the Company $5,813 for geological services.

Financial Instruments

The fair values of the Company's cash and cash equivalents, accounts receivable and trade and other payables approximate their carrying values because of the short-term nature of these instruments.

The Company's financial instruments are exposed to certain financial risks, including currency risk, credit risk, liquidity risk, interest rate risk and commodity and equity price risk.

(a) Currency risk

The Company's property interests in Mexico make it subject to foreign currency fluctuations and inflationary pressures which may adversely affect the Company's financial position, results of operations and cash flows. The Company is affected by changes in exchange rates between the Canadian Dollar and foreign currencies. The Company does not invest in foreign currency contracts to mitigate the risks.

As at December 31, 2015, the Company was exposed to foreign exchange risk through the following assets and liabilities denominated in currencies other than the functional currency of the applicable subsidiary:

All amounts in Canadian dollars	**US dollar**	**Mexican peso**
	$	**$**
Cash and cash equivalents	532,294	62,588
Account receivables and prepaid expenses	-	97,999
Total assets	**532,294**	**160,587**
Trade and other payables	75,628	3,117
Total liabilities	**75,628**	**3,117**
Net assets	**456,666**	**157,470**

A 10% change in the US dollar exchange rate relative to the Canadian dollar would change the Company's net loss by $46,000.

A 10% change in the Mexican peso relative to the Canadian dollar would change the Company's net loss by $16,000.

(b) Credit risk

The Company's cash and cash equivalents are held in large Canadian and Mexican financial institutions. Cash equivalents mature at various dates during the twelve months following the statement of financial position date. The Company's excise tax included in accounts receivable consists primarily of sales tax due from the federal government of Canada. The Company is exposed to credit risks through its accounts receivable.

To mitigate exposure to credit risk on cash and cash equivalents, the Company has established policies to limit the concentration of credit risk with any given banking institution where the funds are held, to ensure counterparties demonstrate minimum acceptable credit risk worthiness and ensure liquidity of available funds.

As at December 31, 2015, the Company's maximum exposure to credit risk is the carrying value of its cash and cash equivalents and accounts receivable.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure.

Trade and other payables are due within twelve months of the statement of financial position date.

(d) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to varying interest rates on cash and cash equivalents. The Company has no interest bearing debt.

A 1% change in the interest rate would change the Company's net loss by $18,000.

(e) Commodity and equity price risk

(i) Commodity price risk

The ability of the Company to explore its exploration and evaluation assets and the future profitability of the Company are directly related to the market price of gold and other precious metals. The Company has not hedged any of its potential future gold sales of the quantities held in investments. The Company monitors gold prices to determine the appropriate course of action to be taken by the Company.

A 1% change in the price of gold would affect the fair value of the Company's gold investment by $23,400.

(ii) Equity price risk

Equity price risk is defined as the potential adverse impact on the Company's operations due to movements in individual equity price or general movements in the level of the stock market. The Company closely monitors the individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

(f) Classification of Financial instruments

IFRS 7 establishes a fair value hierarchy that prioritizes the inputs 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).

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy.

	Level 1	**Level 2**	**Level 3**	**Total**
	$	**$**	**$**	**$**
Marketable securities and investments	2,562,892	-	-	2,562,892
Contingent shares receivables	-	43,500	-	43,500

Level 2 inputs used in determining the fair value of contingent shares receivables includes the use of quoted market prices for the underlying shares of public companies, as well as estimates regarding the likelihood of achieving certain milestones that would trigger the collection of the contingent shares receivable by the Company.

Management of Capital

The Company considers its capital to consist of components of equity. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

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

In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with short term maturities, selected with regards to the expected timing of expenditures from continuing operations.

The Company expects its current capital resources will be sufficient to carry its exploration plans and operations through its current operating period.

Subsequent Event

On February 5, 2016, the Company acquired the Yago, Mezquites, and San Pedro properties in Mexico from a company in common with one of its directors in return for a 1% Net Smelter Return royalty which is capped at $1,000,000.

Information on the Board of Directors and Management

Directors:
Duane Poliquin, P.Eng
Morgan Poliquin, P.Eng, Ph.D.
Douglas McDonald, M.A.Sc, B.Com.
Jack McCleary, P.Geol
Larry Segerstrom, MBA, MSc
Mark T. Brown, CPA, CA
William J. Worrall, Q.C.

Audit Committee members:
Mark T. Brown, CPA, CA
Douglas McDonald, M.A.Sc, B.Com.
Jack McCleary, P.Geol

Compensation Committee members:
Jack McCleary, P.Geol
Duane Poliquin, P.Eng.
William J. Worrall, Q.C.

Nominating & Corporate Governance Committee members:
Mark T. Brown, CPA, CA
Morgan Poliquin, P.Eng, Ph.D.
William J. Worrall, Q.C.

Management:
Duane Poliquin, P.Eng – Chairman
Morgan Poliquin, Ph.D., P.Eng – Chief Executive Officer, President
Korm Trieu, CPA, CA – Chief Financial Officer
Douglas McDonald, M.A.Sc, B.Com. – Vice President, Corporate Development