MKANGO RESOURCES LTD

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three months ended March 31, 2016 and 2015

The following Management's Discussion and Analysis ("MD&A") of Mkango Resources Ltd. ("Mkango" or the "Company") was prepared in accordance with the requirements of National Instrument 51-102, Continuous Disclosure Obligations, and it should be read in conjunction with the consolidated financial statements and accompanying notes for the three months ended March 31, 2016 (the "Financial Statements"). The results reported herein have been prepared in accordance with International Financial Reporting Standards ("IFRS") and are prepared in United States dollars unless otherwise stated. This document is dated May 25, 2016.

The Board of Directors of the Company have reviewed and approved the information contained in this MD&A and the Financial Statements.

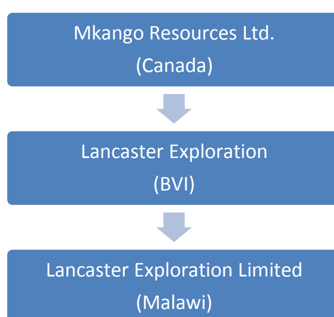
Readers are cautioned that this MD&A contains certain forward-looking statements. Please see the section concerning "Forward Looking Statements" below.

Additional information relating to the Company, including the Company's Filing Statement, can be found on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com. The Company is listed on the TSX Venture Exchange under the symbol MKA.

FORWARD LOOKING STATEMENTS

Certain disclosures set forth in this MD&A constitute forward-looking statements. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "anticipate", "believes", "budget", "continue", "could", "estimate", "forecast", "intends", "may", "plan", "predicts", "projects", should", "will" and other similar expressions. All estimates and statements that describe the Company's future, goals, or objectives, including management's assessment of future plans and operations, may constitute forward-looking information under securities laws. By their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond Mkango's control, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, accuracy of current drill and other exploration results, environmental risks, changes in environmental, tax and royalty legislation, competition from other industry participants, the lack of availability of qualified personnel or management, stock market volatility and ability to access sufficient capital from internal and external sources. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. Mkango's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements or if any of them do so, what benefits that Mkango will derive there from. Mkango disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

COMPANY OVERVIEW



Mkango is an exploration and development company focused on rare earth and associated minerals with properties in the Republic of Malawi, Africa, specifically, the Phalombe exploration license ("Phalombe License") and the Thambani exploration license ("Thambani License"). The Company's headquarters are in Calgary, Alberta, Canada.

Mkango was originally incorporated under the name Alloy Capital Corp. under the laws of the Province of Alberta, Canada. Mkango completed its initial public offering on August 27, 2008 as a Capital Pool Corporation as defined by Policy 2.4 of the TSX Venture Exchange ("Policy 2.4"). On December 20, 2010 Mkango completed its Qualifying Transaction, as defined in Policy 2.4, by acquiring all of the issued and outstanding shares of Lancaster Exploration ("Lancaster") through a reverse-takeover, which closed on December 20, 2010.

Lancaster was incorporated August 3, 2007 by Memorandum and Articles of Association issued pursuant to the provisions of the BVI Companies Act. Lancaster's registered office is located at 56 Administration Drive, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands. Lancaster is a wholly owned subsidiary of Mkango.

Lancaster Exploration Limited ("Lancaster Malawi"), a wholly owned subsidiary of Lancaster, was incorporated under the laws of Blantyre, Malawi on May 19, 2011.

GOING CONCERN

These consolidated interim financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the payment of liabilities in the ordinary course of business. The Company has a working capital deficiency of $355,060 (2015 - $159,103), negative cash flows from operating activities and has a deficit of $11,042,485 (December 31, 2015 - $10,936,373). In addition, the Company has future spending commitments with the Government of Malawi to keep its exploration licenses in good standing. If the amount expended is less than the minimum commitment, the shortfall becomes a debt to the Government of Malawi. These factors indicate material uncertainties, which may cast significant doubt on the Company's ability to continue as a going concern. The Company is in the process of developing its mineral interests.

The operations of the Company for the next 12 months will be partially funded by cash remaining from a non-brokered private placement, which closed in two tranches on July 31, 2015 and October 20, 2015 and by future equity placements including a planned equity placement in June 2016.

Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. These consolidated interim financial statements do not reflect the adjustments or reclassification of assets and liabilities, which would be necessary if the Company were unable to continue its operations.

HIGHLIGHTS

As of March 31,	2016	2015
Cash used by operations	$ (128,826)	$ (107,532)
Total comprehensive income (loss)	(106,112)	(269,569)
Income (loss) per share - basic and diluted	$ (0.00)	$ (0.00)
Weighted average common shares outstanding	121,256,956	73,296,956
Evaluation and exploration spending:		
Malawi – Mineral exploration expenditures	27,679	(21,530)
Current assets	98,567	75,827
Current liabilities	(453,627)	(304,883)
Working capital	$ (355,060)	$ (229,056)

SUMMARY OF QUARTERLY RESULTS

	2016	2015				2014		
Total Operations	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**
Interest income	$2	$1	$ -	$2	$5	$(17)	$31	$332
Expenses	211,526	194,453	163,950	163,982	238,229	622,726	611,920	882,203
Warrant fair value loss (gain)	83,132	144,616	(115,106)	(1,336,185)	15,775	(2,656,627)	2,144,504	274,101
Net income (loss) for period	(294,656)	(339,068)	(48,844)	1,172,205	(253,999)	2,033,884	(2,756,393)	(1,155,972)
Loss per share - basic and diluted	$(0.00)	$(0.00)	$(0.00)	$0.01	$(0.00)	$0.03	$(0.04)	$(0.02)
Total assets	132,918	252,935	384,714	77,278	75,993	185,678	711,573	1,309,637
Cash	*87,774*	*208,161*	*328,246*	*62,303*	*63,066*	*161,009*	*523,993*	*1,272,960*

The financial data for the periods reported have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB) and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"), in effect on December 31, 2015. The financial data is presented in US dollars.

The Company's principle activities require expenditures which include both exploration and general and administrative expenses.

The Company recognized a net loss of $294,656 compared to a net loss of $253,999 for the three months ended March 31, 2016 and March 31, 2015, respectively. The difference in the net loss when compared to the prior year was the result of higher mineral exploration expenditures. The mineral exploration expenditures for the three months ended March 31, 2015 were reduced to a credit of ($21,530) as the result of receiving a $104,728 refund through the DTI grant program. In comparison, mineral exploration expenditures for the three months ended March 31, 2016 were $27,679. The Stock based compensation expense was $8,698 for the three months ended March 31, 2015 (2015 - $63,573) as a result of issuing options on May 30, 2014, whereby the issuance vests and is expensed over a 24 month period. General overhead costs were $175,846 for the three months ended March 31, 2016 (2015 - $180,993) as a result of expenditures related to consulting fees, professional fees and office expenses required to maintain the on-going operation of the Company. The Company continues to significantly reduce its overhead costs.

The Company recognized net loss of $339,068 and income of $2,033,884 for the three months ended December 31, 2015 and 2014, respectively. The net income recognized for the three months ended December 31, 2014 was primarily the result of a $2,656,627 revaluation gain on the Company's outstanding warrants. In comparison, there was a ($144,616) revaluation loss recognized for the three months ended December 31, 2015 on the Company's outstanding warrants. General and administrative costs of $660,594 (2014 - $1,200,290) was comprised primarily of consulting and professional fees and office expenses required to maintain the on-going operations of the Company. Stock based compensation expense was $32,101 for the three months ended December 31, 2015 (2014 - $71,225) as a result of issuing options on May 30, 2014, whereby the options vest and are expensed over a 24 month period. The mineral exploration expenditures for the three months ended December 31, 2015 was $109,785 compared to an expense of $210,998 for the three months ended December 31, 2014. The Company was approved to receive the South African Department of Trade and Industry ("DTI") grant on May 26, 2014 for an amount of ZAR 7,967,804 (USD$575,044) under the Capital Projects Feasibility Program. In 2015 monies received as a result of the DTI grant resulted in a net refund of costs.

The Company recognized a net loss of $48,844 and $2,756,393 for the three months ended September 30, 2015 and 2014, respectively. The net loss recognized for the three months ended September 30, 2015 was primarily the result of a $115,106 revaluation gain on the Company's outstanding warrants. In comparison, there was a ($2,144,504) revaluation loss recognized for the three months ended September 30, 2014 on the Company's outstanding warrants. General and administrative costs of $137,980 (2014 - $204,036) was comprised primarily of consulting and professional fees and office expenses required to close the July 31, 2015 non-brokered private placement and to maintain the on-going operations of the Company. Stock based compensation expense was $29,788 for the three months ended September 30, 2015 (2014 - $156,899) as a result of issuing options on May 30, 2014, whereby the

options vest and are expensed over a 24 month period. The expense was significantly higher for the nine months ended September 30, 2014 because both the September 25, 2013 and May 30, 2014 stock option issuances were being expensed. The mineral exploration expenditures for the three months ended September 30, 2015 was a refund of ($622) compared to an expense of $212,522 for the three months ended September 30, 2014.

The Company recognized a net income of $1,172,205 compared to a net loss of $1,155,972 for the three months ended June 30, 2015 and 2014, respectively. The net income recognized for the three months ended June 30, 2015 was primarily the result of a $1,336,185 revaluation gain on the Company's outstanding warrants. In comparison, there was a ($274,101) revaluation loss recognized for the three months ended June 30, 2014 on the Company's outstanding warrants. The mineral exploration expenditures for the three months ended June 30, 2015 was $46,316 compared to $431,000 for the three months ended June 30, 2014. Stock based compensation expense was $47,182 for the three months ended June 30, 2015 (2014 - $68,694) as a result of issuing options on May 30, 2014, whereby the issuance vests and is expensed over a 24 month period. General overhead costs were $109,178 for the three months ended June 30, 2015 (2014 - $369,997) as a result of expenditures related to consulting and professional fees and office expenses required to maintain the on-going operation of the Company.

The company's cash balance as at March 31, 2016 was $87,774 (December 2015 - $208,161).

DISCUSSION OF OPERATIONS

The Company's corporate strategy is to further delineate and develop the rare earth mineralization at Songwe Hill and to secure additional rare earth element and other mineral opportunities in Malawi and elsewhere. Initially, the Company has established the Republic of Malawi as its platform country, focusing primarily on the Phalombe district, where past exploration indicated strong geological potential for rare earth elements ("REE") and other minerals.

As of the date of this report, the Company holds a 100% interest in two exploration licenses in Malawi through its ownership of Lancaster. On January 21, 2010 Lancaster was granted the rights to the Phalombe license and on September 10, 2010 Lancaster was granted the rights to the Thambani license. On November 9 2015, an updated pre-feasibility study was announced for the Songwe Hill rare earth project, located in the Phalombe license

1. SONGWE HILL

Through its ownership of Lancaster, the Company holds a 100% interest in an exclusive prospecting license over an area of 849.1 km2 in southeast Malawi (the "Phalombe License"). Its main exploration target is the Songwe Hill deposit, which features carbonatite hosted rare earth mineralization and was subject to previous exploration programs in the late 1980s. Lancaster was awarded the license on January 21, 2010.

The Phalombe License runs for a period of three years and is renewable for further periods of two years and two years thereafter if the terms and conditions of the Phalombe License have been met. The license was renewed for a further two years on January 21, 2015. The company requested that the licence area be reduced to the current area of 849.1 sq km. The Company is continuing to meet the terms and conditions of the license and provides updates to Malawi's Ministry of Mining on a regular basis regarding progress on its work program.

Management believes that all necessary permits for Lancaster's current phase of the exploration program have been obtained.

Songwe is accessible by road from Zomba, the former capital, and Blantyre, the principal commercial town of Malawi. Total travel time from Zomba is approximately 2 hours, which will reduce as infrastructure continues to be upgraded in the area. Songwe is a volcanic vent that is expressed as a steep-sided hill rising some 230m above the surrounding plain.

The drilling programs completed in 2011 and 2012, focused on an area measuring approximately 350 by 100 meters comprising rare earth enriched carbonatite, carbonatite breccia and fenite lithologies, largely exposed at surface. A total of 25 holes were completed in the 2012 Stage 2 program for a total of approximately 4,860 meters to a maximum vertical depth of approximately 350 meters. The Stage 2 program was designed to complement the 13 hole, 2,000 meter Stage 1 drilling program and systematic channel sampling completed in 2011.

On November 22, 2012, Mkango filed a Technical Report (the "Report") for its maiden NI 43-101 mineral resource estimate entitled, *NI 43-101 Technical Report and Mineral Resource Estimate for the Songwe Hill Rare Earth Element (REE) Project, Phalombe District, Republic of Malawi,* authored by Scott Swinden, PhD, PGeo and Michael Hall, Pr.Sci.Nat., MAusIMM. The Report's mineral resource estimates, as previously announced, are summarized below. For further details of the mineral resource estimates including breakdowns thereof, please refer to the Report, which is available at www.sedar.com.

Cut-off grade	*In-situ* Indicated Mineral Resource estimate	*In-situ* Inferred Mineral Resource estimate
1.0% TREO	13.2 mt grading 1.62% TREO	18.6 mt grading 1.38% TREO
1.5% TREO	6.2 mt grading 2.05% TREO	5.1 mt grading 1.83% TREO

TREO – total rare earth oxides including yttrium. In-situ - no geological losses applied. mt - million tonnes

On July 10, 2013, the Company announced a base case metallurgical flow sheet for the Songwe Hill rare earth project and that proof of concept test work on a bench scale had demonstrated that the flow sheet has potential to produce a high grade mixed rare earth carbonate or hydroxide product.

During the year ending December 31, 2013, the Company was focused on scoping metallurgical test work, environmental studies and commencement of the pre-feasibility study, in addition to regional exploration.

During the year ended December 31, 2014, the Company continued to progress the environmental and social impact studies, flow sheet optimization and metallurgical test work, process plant engineering design work, mining studies and other activities related to the pre-feasibility study. This culminated in the Company announcing the results of the pre-feasibility study on September 23, 2014. The pre-feasibility study was subsequently updated with the results announced on November 9, 2015.

The updated pre-feasibility Study (the Study) indicates a US$345 million after-tax net present value (NPV), using a 10% nominal discount rate, and 37% after-tax internal rate of return (IRR) for the Songwe Hill Rare Earth Project (the Project), based on rare earth oxide (REO) prices equivalent to a total rare earth basket price for Songwe Hill of US$59.8 per kg REO. The basket price reflects the selective removal of a large proportion of the cerium during the hydrometallurgical process, which enhances the value of the product mix.

Initial capital expenditure (Capex) of US$216m, including a contingency of US$20m, is among the lowest in the rare earth sector.

Cash operating costs average US$13.0 per kg REO[1] for the first 5 years of production and US$16.4 per kg REO[1] for the life of mine. The Study assumes an additional cost of US$10.0 per kg REO[1] to account for the cost or discount associated with toll separation or the sale of a mixed chemical concentrate.

The Study is based on an open pit operation, using contract mining, with a mine life of 18 years commencing in 2018. There is potential to significantly expand production or the mine life and for a lower strip ratio given the large additional Inferred Resource and potential to expand the Mineral Resource.

This first phase of development envisages production of a high grade, critical and heavy rare earth enriched, purified chemical concentrate for toll treatment or sale, with annual production of approximately 2,840 tonnes per year of REO in concentrate.

Based on the input parameters in the updated Study the Probable Mineral Reserve Estimate remains unchanged at 8.5 million tonnes grading 1.60% TREO using a cut-off grade of 1.0% TREO as reported in September 2014.

2. THAMBANI, MWANZA DISTRICT

Lancaster was granted an additional exploration license by the Malawi Minister of Natural Resources, Energy and Environment on September 10, 2010 in respect of an area, which was originally 468 sq km² in Thambani, Mwanza District, Malawi. Exploration has identified a number of areas with potential for uranium, zircon, corundum and niobium.

The Thambani License runs for a period of three years and is renewable for further periods of two years and two years thereafter if the terms and conditions of the Thambani License have been met. The license was renewed for a

further two years on September 10, 2015 when the company requested a reduction in the license area to the current 136.9 sq km. The Company is continuing to meet the terms and conditions of the license and provides updates to Malawi's Ministry of Mining on a regular basis regarding progress on its work program.

The exploration activities conducted during 2011 and 2012 included acquisition of Landsat7 and ASTER satellite imagery for the license area, systematic ground radiometric surveys to confirm and detail previously-known airborne anomalies, reconnaissance geological mapping and litho-geochemical sampling programs. The work has identified a number of potential uranium targets over the Thambani Massif, which is mainly composed of nepheline syenite gneiss, forming two prominent ridges known as Thambani East Ridge and West Ridge. Historical airborne radiometric surveys and ground radiometric survey programs carried out by Mkango have revealed two distinct uranium anomalies occurring along the two ridges: A strong uranium anomaly, measuring approximately 3 kilometers ("km") by 1.5 km, occurs along the length of the Thambani East ridge with a north-south trend and a second uranium anomaly, measuring approximately 1.5 km by 0.4 km occurs on the West Ridge along the western contact of the nepheline syenite body with the eastern biotite-hornblende gneisses.

Initial results from follow up reconnaissance geochemical sampling conducted in 2013 returned locally anomalous uranium values, ranging up to 1,545 ppm U3O8, on both Thambani East and West ridges. During the year ended December 31, 2014, the Company continued to progress the geological exploration studies on the Thambani project area, data analysis and geological modeling.

Mkango completed a trenching program across the Thambani Massif primarily focused on two sites of historical uranium exploration, known as the Chikoleka and Little Ngona targets. An initial set of 9 trenches, selected on the basis of anomalous ground radiometric results, have been re-examined and geochemically sampled across profiles from soil/overburden into bedrock.

The first set of assay results of 142 soil and rock chip samples returned variably anomalous U, Nb and Ta values in most trenches, ranging up to 4.70 % U3O8, 3.25 % Nb2O5 in soil and up to 0.42 % U3O8, 0.78 % Nb2O5 and 972 ppm Ta2O5 in rock chips, notably higher than results from the 2013 reconnaissance surface geochemical sampling program. Results associated with the 10 best U3O8 assays are summarized in the table below.

Preliminary mineralogical studies carried out on six rock samples from the Little Ngona River and Chikoleka targets, using Scanning Electron Microscopy ("SEM") at the Natural History Museum (NHM) London, indicate that pyrochlore group minerals, mainly betafite, are the principal carriers of U, Nb and Ta for these samples.

Assays from the 10 highest- U3O8 samples from the Thambani trenching program

Trench No.	Profile	Sample No	From (m)	To (m)	Rock type	U308 ppm	Nb2O5 ppm	Ta2O5 ppm
C3	A	U3622	0.5	1	Soil	47,094	32,462	45
C3	A	U3623	1	1.5	Soil	1,057	735	59
T11	C	U3508	0.5	1	Decomposed Feldspathic	4,231	7,805	743
T11	C	U3509	1	1.5	Decomposed Feldspathic	2,539	6,619	911
T11	B	U3505	0.5	1	Decomposed Feldspathic	2,369	5,424	972
T15	A	U3554	1	1.5	Feldspathic rock	1,657	4,346	67
T15	A	U3553	0.5	1	Feldspathic rock	1,616	3,754	431
T15	E	U3565	0.5	1	Feldspathic rock	1,553	3,525	41
T14	D	U3549	1.5	2	Feldspathic rock	1,432	3,034	434
T19	C	U3604	1	1.5	Feldspathic rock	1,367	5,525	675

PROPERTY AND EQUIPMENT

Property and equipment include computer and office equipment and a vehicle that was purchased in Malawi for use in the camp.

	Cost	Accumulated Depreciation	Net Book Value
Balance at December 31, 2013	$ 10,020	$ (4,969)	$ 5,051
Less Depreciation	-	(1,245)	(1,245)
Balance at December 31, 2014	10,020	(6,214)	3,806
Disposal of asset	(9,732)	6,099	(3,633)
Additions	42,124	-	42,124
Less Depreciation	-	(5,306)	(5,306)
Balance at December 31, 2015	$ 42,412	$ (5,421)	$ 36,991
Less Depreciation	-	(2,640)	(2,640)
Balance at December 31, 2015	$ 42,412	$ (8,061)	$ 34,351

RELATED PARTY TRANSACTIONS

b) Leo Mining Exploration Ltd. ("Leo Mining") is considered related by virtue of common directors and officers who have an ownership in and exercise significant influence over both companies. The Company and Leo Mining have formalized their relationship with respect to services provided by Leo Mining. A written agreement sets out the types of services, which may be provided and the costs associated with such services. Generally the Company repays the disbursements made by Leo Mining on its behalf. During the three months ended March 31, 2016, the Company had incurred costs of $9,194 (2015 - $36,007) for administrative services. As of March 31, 2016 the Company has an outstanding payable to Leo Mining in the amount of $34,708 (2015 – $43,279). The amount is unsecured and due on demand. Interest of 2% may be incurred on the outstanding amount annually; however this has been waived since 2013.

c) Digby Wells Environmental ("Digby"), by virtue of a common director, is considered a related party. During the three months ended March 31, 2016, the Company has incurred costs of $336 (2015 – nil) for environmental services. As of March 31, 2016, there was an outstanding payable to Digby for $3,133 (2015 – nil).

d) The Company incurred costs of $66,274 (2015 - $66,938) for key management and director fees and related costs for the three months ended March 31, 2016. Included in due to related parties at March 31, 2016, was $236,434 (2015 - $66,938) due to a related parties and officers of the Company. Prior to May 12, 2016, the amounts owed were unsecured, due on demand and non-interest bearing. On May 12, 2016, the Corporation entered into arrangements with management whereby a total of £145,620 (approximately C$272,391), comprising deferred salaries for Executive Directors accrued since March 2015 will only become payable on the earlier of, a change of control, termination of the applicable management contract, or May 12, 2018.

EXPENDITURES

	For the period ended March 31, 2016	2015	*Variance*
General and administrative			
Audit and tax management	$15,095	$ -	***$15,095***
Legal fees	1,458	16,005	***(14,547)***
Salaries and consulting fees	97,164	124,176	***(27,012)***
Office	45,181	5,985	***39,196***
Travel	4,273	-	***4,273***
Shareholder compliance & investor relations	8,456	5,521	***2,935***
Malawi office and camp expenses	4,219	29,306	***(25,087)***
Sub total - General and administrative	175,846	180,993	*(5,147)*
Malawi exploration expenditures			
Environmental studies	507	3,004	***(2,497)***
Mineral extraction development	10,145	13,723	***(3,578)***
Ground rental fee	12,024	-	***12,024***
Consulting fees & salaries	5,002	29,306	***(24,304)***
DTI Grant refund	-	(104,728)	***104,728***
Technical review and analysis	-	37,165	***(37,165)***
Sub total - Mineral exploration	27,679	(21,530)	***49,209***
Other Expenses			
Stock option expense	8,698	63,573	***(54,875)***
Depreciation	2,640	226	***2,414***
Foreign exchange (gain) loss	(3,337)	14,967	***(18,304)***
Warrant revaluation	83,132	15,775	***67,357***
Total Expenses	**$294,659**	**$254,004**	***$40,655***

Total expenses increased by $40,655 from $254,004 to a $294,659 for the three months ended March 31, 2015 and March 31, 2016, respectively, primarily as a result of the following:

a) Warrants: The warrant revaluation for the outstanding warrants resulted in a $83,132 expense for the three months ended March 31, 2016. For the same period in 2015, the warrants revaluation was a $15,775 expense.
Impact: $67,357 increase in expenses.
b) Stock Option Expense: The expense recognized for the three months ended March 31, 2016 was $8,698 compared to the $63,573 expense recognized at March 31, 2015. The stock options issued May 30, 2014 are being expensed as they vest over a 24-month period with the majority of the expenses recognized during the first year of the vesting period.
Impact: ($54,875) decrease in expenses.
c) Mineral Exploration: The Company has significantly reduced its exploration activity during 2015 and 2016. Mineral exploration expenses were $27,679 for the three months ended March 31, 2016 compared to a net income of $21,530 for the three months ended March 31, 2015. The 2015 results reflect the receipt of $104,728 in refunds from the DTI grant, which offset the expenses incurred.
Impact: $49,209 increase in expenses.
d) Foreign exchange: The foreign exchange for the three months ended March 31, 2016 was a gain of $3,337 compared to an expense of $14,967 for the three months ended March 31, 2015.

Impact: ($18,304) decrease in expenses.

LIQUIDITY AND CAPITAL RESOURCES

As of March 31, 2016, the Company had a working capital deficit of $355,060 (December 31, 2015 – $159,103).

The Company completed its Qualifying Transaction on December 20, 2010 and raised gross proceeds of C$7,625,026. The Company raised a further US$2,114,650, net of share issue costs, as of December 31, 2013 through a second equity issue. The Company raised a further US$1,806,075, net of share issue costs, through a third equity issue, which closed in two tranches on March 24, 2014 and April 3, 2014. The Company raised a further US$785,896, net of share issue costs, through an equity issue, which closed July 31, 2015 and on October 20, 2015, the Company raised gross proceeds of US$194,267, net of share issue costs, through an equity issue.

At March 31, 2016, the Company had a cash balance of $87,774. The original funding and the funding provided by subsequent equity issues were used to fund metallurgical test work, mine planning, environmental studies and other aspects required to move the Songwe Hill project through the pre-feasibility stage in addition to regional exploration and general corporate purposes. The third equity issue was used to fund completion of the pre-feasibility study. Management has significantly scaled down its administrative and exploration expenditures for 2015 and 2016 and as such believes that the funds available combined with future equity placements will generate sufficient cash flow to maintain the Company's ability to meet its short and medium term objectives and milestones.

Since the Company does not expect to generate any revenue in the near future, it must continue to rely upon grants and the sale of its equity and/or debt securities to fund its operations. There can be no assurance that grants or financing, whether debt or equity, will continue to be available to the Company in the amount required at any particular time or for any period or, if available, it can be obtained on terms satisfactory to the Company. The circumstances that could affect the company's ability to secure grants, equity and/or debt financing that are reasonably likely to occur are, without limitation include the state of the capital markets and the prevailing market prices for commodities, in particular the prevailing market prices for REE. The outlook in relation to these factors could change at any time and negatively affect the Company's operations and business. Other than as disclosed herein, the Company is not aware of any trends, uncertainties, demands, commitments or events, which are reasonably likely to have a material effect on the Company's business, financial condition or results of operations.

COMMITMENTS

The Company was granted the Phalombe Licence for the Songwe property on January 21, 2010. The license was issued by the Malawi Government on a three-year basis, originally, and on January 20, 2015 was renewed for an additional two years. The future spending commitments for the exploration rights with the Government of Malawi are 150,000,000 Kwacha over two years (foreign exchange rate MWK677):

Exploration commitments, 2 years	$	221,566
Ground rent, 2 years		25,084
Total commitment, 2 years	$	246,650

On September 10, 2010, the Company was granted an additional exploration licence by the Malawi Minister of Natural Resources, Energy and Environment in respect of an area of 468 km2 in Thambani, Mwanza District, Malawi. The license was issued by the Malawi Government on a three-year basis, originally, and was renewed on September 10, 2015, for an additional two years when the company requested a reduction in the license area to the current 136.9 sq km. The future spending commitments for exploration expenses with the Government of Malawi was renegotiated from 250,000,000 to 25,000,000 Kwacha over two years (foreign exchange rate MWK677):

Exploration commitments, 2 years	$	36,928
Ground rent, 2 years		4,044
Total commitment, 2 years	$	40,972

The Company is continuing to meet the terms and conditions of its two exploration licenses and provides updates to Malawi's Ministry of Mining on a regular basis regarding progress of its work programs. If the amount expended is less than the minimum commitment, the shortfall becomes a debt to the Government of Malawi.

ISSUED AND OUTSTANDING SHARE INFORMATION

As at the date of this report, the Company has 121,256,956 Common Shares and 49,419,123 warrants issued. The Company has 6,310,000 stock options issued, of which, 5,610,000 stock options have vested.

OFF BALANCE SHEET ARRANGEMENTS

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

ACCOUNTING POLICIES AND ESTIMATES

Management is required to make judgments, assumptions and estimates in the application of IFRS that have a significant impact on the financial results of the Company. Details outlining Mkango's accounting policies are contained in the notes to the consolidated interim financial statements for the three months ended March 31, 2016.

BUSINESS RISKS

Readers are cautioned that the following is a summary only of certain risk factors and is not exhaustive and is qualified in its entirety by reference to, and must be read in conjunction with the additional information on these and other factors that could affect Mkango's operations and financial results that are included in reports on file with Canadian securities regulatory authorities and may be accessed through the SEDAR website (www.sedar.com).

The Company is presently pursuing direct investments in international mining projects. There is no assurance that exploration prospects will be granted in foreign jurisdictions where the Company is making applications, nor is there assurance the exploration efforts will be successful. If the Company is successful in obtaining exploration prospects in foreign jurisdictions, additional capital will be required to execute the exploration programs.

Rare earth element and related mineralogy exploration, development, production and marketing operations inherently have a number of business risks and uncertainties, including the uncertainty of finding new reserves, the volatility of commodity prices, operational risks, the cost of capital available to fund exploration and development programs, regulatory issues and taxation, and the requirements of new environmental laws and regulations.

The Company manages these risks by contracting competent professional staff, following sound operating practices and the prudent issuance of equity to fund capital expenditures so that debt does not become a burden. Extensive geological, geophysical, engineering and environmental analyses are performed before committing to the drilling of new prospects. These analyses are used to ensure a suitable balance between risk and reward. The Company conducts its operations in a manner consistent with environmental regulations as stipulated applicable local legislation. Mkango is committed to meeting its responsibilities to protect the environment wherever it may operate and anticipates making increased capital and operating expenditures as a result of the increasingly stringent laws relating to the protection of the environment. Mkango's operations are subject to the risks normally associated with the mining industry. The Company is committed to respecting the safety of its personnel, the environment and the communities where it has operations.

The mining industry has been subject to considerable price volatility, over which companies have little control, and a material decline in the price of rare earth elements could result in a significant decrease in the Company's future anticipated revenues. The mining industry has inherent business risks and there is no assurance that products can continue to be produced at economical rates or that produced reserves will be replaced. Fluctuations in currency and exchange rates and changes in production are daily risks in the mining industry.

FINANCIAL INVESTMENTS AND RISK MANAGEMENT

All financial instruments are initially recognized at fair value on initial recognition of the instrument. Measurement in subsequent periods depends on whether the financial instrument has been classified as fair value through profit or

loss (“FVTPL”), held for- trading, loans and receivables, financial assets available-for-sale, financial assets held-to-maturity, and other financial liabilities.

Financial assets and financial liabilities classified as FVTPL are measured at fair value with changes in fair value recognized in net earnings or loss. Financial assets available-for-sale are measured at fair value, with changes in fair value recognized in other comprehensive income. Financial assets held-to-maturity, loans and receivables and other financial liabilities are measured at amortized cost using the effective interest method of amortization.

Cash and cash equivalents are designated as FVTPL and are measured at carrying value, which approximates fair value due to the short-term nature of these instruments. Accounts receivable are designated as loans and receivables. Accounts payable and accrued liabilities and due to related parties are designated as other financial liabilities.

The fair value of cash and cash equivalents, accounts receivable, accounts payable and amounts due to related party approximates the carrying value. The Company does not hold any other financial instruments. The main financial risks affecting the Company are discussed below:

Fair values
The Company’s cash and cash equivalents and accounts receivable and current liabilities are approximated by their carrying values due to the short-term nature of the items.

Concentration risk
The majority of the Company’s cash and cash equivalents are held by one major International bank. Deposits held with this bank may exceed the amount of insurance provided on such deposits. Generally these deposits may be redeemed upon demand and bear minimal risk.

Foreign currency rate risk
The functional and reporting currency of the Company is the United States dollar. The Company enters into transactions denominated in the Canadian Dollar, the United Kingdom Sterling, the United States dollar, and the local currency in Malawi (Kwacha). The Company raises its equity in the Canadian dollar and then purchases United Kingdom Sterling, United States dollar and Malawi Kwacha funds to settle liabilities, as required.

As at March 31, 2016 and 2015, the following cash balances were held by the Company:

	2016	2015
Cash and cash equivalents:		
Canadian dollars	$ 81,716	$ 2,834
United States dollars	2,565	-
Malawi Kwacha	3,493	60,232
Warrants – derivative financial instruments	(697,061)	(1,629,788)
	$ (609,286)	$ (1,566,722)

A 5% reduction in the value of the Canadian dollar in comparison to the United States dollar will have an approximately $4,100 effect on the Company’s cash balance. A 5% change in the value of the Malawi Kwacha in relationship to the United States dollar would not cause a material change in net income (loss).

Liquidity Risk
Liquidity risk includes the risk that, as a result of the Company’s operational liquidity requirements:

- The Company will not have sufficient funds to settle a transaction on the due date;
- The Company will be forced to sell financial assets at a value which is less than what they are worth; or
- The Company may be unable to settle or recover a financial asset at all.

The Company’s operating cash requirements, including amounts projected to complete the Company’s existing capital expenditure program are continuously monitored and adjusted as input variables change. As these variables change, liquidity risks may necessitate the Company to conduct equity issues or obtain project debt financing.

Capital Risk
The Company’s objective when managing capital is to maintain a flexible capital structure which will allow it to execute its capital expenditure program, which includes expenditures in mining activities which may or may not be

successful. Therefore, the Company monitors the level of risk incurred in its capital expenditures to balance the proportion of debt and equity in its capital structure. The Company has no externally imposed capital requirements. The Company currently depends on equity financings to remain solvent. Cash from these financings may or may not be available depending on market or other conditions.

SUBSEQUENT EVENT

1. On May 12, 2016, the Corporation entered into arrangements with management of the Corporation whereby a total of £145,620 (approximately C$272,391), comprising deferred salaries for Executive Directors accrued since March 2015 and included in short term liabilities, will only become payable on the earlier of, a change of control, termination of the applicable management contract, or May 12, 2018.

2. On May 18, 2016, the Corporation announced that it proposes to raise gross proceeds of £1 million (approximately C$1.87 million) (the “Placing”) in conjunction with admission to the AIM market (“AIM”) of the London Stock Exchange. In conjunction with and subject to successful completion of both the Placing and admission to AIM, the Corporation proposes to undertake a three to one consolidation (the “Consolidation”) on the basis of three (3) pre-Consolidation shares for one (1) post-Consolidation share. The Consolidation would have the effect of reducing the number of shares outstanding prior to the Placing from 121,256,956 to 40,418,985.

   Under the terms of the Placing, the Corporation will issue 30,303,030 post-Consolidation units (the “Units”) at a post-Consolidation price of 3.3 pence (approximately C$0.06) per Unit.

   Each Unit will consist of one common share of the Corporation (a "Common Share") and one Common Share purchase warrant (a "Warrant"). Each whole Warrant will entitle the holder to acquire one Common Share at a price of 6.6 pence for a period of 3 years following the closing date of the Placing.

   If the closing price of the Common Shares on AIM exceeds 19.8 pence (approximately C$0.37) for at least 20 consecutive trading days following the date that is four months after the date of issuance of the Warrants, the Corporation shall have the right, exercisable within three business days thereafter, to accelerate the expiry of the Warrants to 20 business days after the issuance of a news release announcing the new expiry date.

3. On May 24, 2016, the Corporation announced that over £1 million (approximately C$1.9 million) had been committed to the Placing discussed above in point number two. The successful closing of the Placing is contingent on admission to the AIM market of the London Stock Exchange by June 30, 2016.

DIRECTORS AND OFFICERS AS AT MARCH 31, 2016

William Dawes, Director and Chief Executive Officer
Alexander Lemon, Director and President
Derek Linfield, Chairman of the Board of Directors
David Berg, Audit Committee Chairman, Director and Corporate Secretary
Adrian Reynolds, Director (Audit Committee)
Eugene Chen, Director (Audit Committee)
Sandra Beaulieu, Chief Financial Officer