MANAGEMENT'S DISCUSSION AND ANALYSIS

DECEMBER 31, 2016 AND 2015

INTRODUCTION

The Management's Discussion and Analysis ("MD&A") of James Bay Resources Limited (the "Company" or "James Bay") should be read in conjunction with the Company's consolidated audited financial statements for the years ended December 31, 2016 and 2015. Those financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and all amounts shown in this MD&A and in the financial statements are expressed in Canadian dollars, unless otherwise noted. This MD&A was reviewed and approved by the Company's Audit Committee and Board of Directors on April 4, 2017.

FORWARD-LOOKING INFORMATION

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such forward-looking statements relate to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration of the Company's exploration property. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievement of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made.

COMPANY OVERVIEW

James Bay is a junior resource company originally focused on the acquisition and exploration of base and precious metal mineral properties, with activities centered in Canada.

In 2011, the Company entered into a preliminary agreement to conduct due diligence to identify potential oil and gas acquisition targets in Nigeria.

In 2012, the Company signed an agreement to acquire a 47% interest in the Ogedeh Marginal Field Award on the Farmed-Out Area within the Oil Mining Licence 90 ("OML 90 Project" or the "Ogedeh Project"). The OML 90 Project has been placed on hold given the economics in current market conditions.

The Company, through its wholly owned subsidiary, James Bay Energy Nigeria Limited ("JBENL") has a 45% ownership interest in Crestar Integrated Natural Resources Limited ("CINRL" or "Crestar") with the remaining 55% portion held by an indigenous Nigerian corporation, Crestar Hydrocarbon Exploration and Production Company Limited ("CHEPCL").

CORPORATE STRUCTURE

In February 2012, the Company incorporated a wholly owned Nigerian subsidiary, James Bay Energy Nigeria Limited ("JBENL"). Pursuant to an agreement signed with D&H Solution AS, 100% share ownership interest of D&H Energy Nigeria Limited ("DHENL") and Ondobit Limited ("OL") were transferred to JBENL on March 9, 2012.

In April 2012, 2255431 Ontario Inc., (a wholly owned subsidiary of the Company), assigned its 100% ownership interest of James Bay Coal LLC ("JBC LLC") to James Bay. JBC LLC is a US entity and a wholly owned subsidiary of James Bay. JBC LLC was later converted from a Delaware corporation to a Delaware limited liability company called James Bay Energy Nigeria LLC ("JBEN LLC"). Subsequently, 2255431 Ontario Inc. was wound up in June 2013.

The Company, through its wholly owned subsidiary JBENL has a 45% ownership interest in CINRL with the remaining 55% portion held by an indigenous Nigerian corporation, Crestar Hydrocarbon Exploration and Production Company Limited ("CHEPCL").

In November 2013, the Company entered into a Financial and Technical Services Agreement with CINRL whereby the Company was appointed the Financial and Technical Partner with respect to acquiring oil and gas projects in Nigeria. This agreement provided that the Company shall arrange to provide the funding to CINRL and shall meet all required financial obligations. The Company was responsible for providing technical assistance, appointing personnel and carrying out the evaluation, development and production from the projects.

Effective June 17, 2014, the financial and technical services agreement was amended to reflect a change of party from CINRL to CHEPCL. All terms in the November 2013 agreement between JBENL and CINRL remain in effect with CHEPCL. JBENL's 45% ownership interest in CINRL remains unchanged.

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries.

James Bay Energy Nigeria LLC, USA	100%
James Bay Energy Nigeria Limited, Nigeria	100%
D&H Energy Nigeria Limited, Nigeria	100%
Ondobit Limited, Nigeria	100%

COMPANY HIGHLIGHTS

- In June 2016, the Company received a repayment from its investment in CINRL in the amount of US$7,500,000 ($9,687,750).

- In November 2016, the Company repaid $2,000,000 out of $2,999,895 unsecured convertible debentures prior to their original maturity in 2018. The convertible debentures bear interest of 15% per annum, payable semi-annually and mature three years following the date of issuance in 2015.

- As noted in a press release on January 30, 2017, CINRL commenced legal proceedings in the High Court of Justice in England, against Newton Energy Limited ("Newton"), the Nigerian subsidiary of Seplat Petroleum Development Company PLC ("Seplat") (Nigeria: SEPL) on January 27, 2017. CINRL's claim alleges bad faith conduct by Newton relating to the proposed acquisition of OML 25 in the Niger Delta region. The dispute in the English High Court centers on US$20.5 million held in escrow, which CINRL alleges should have been released to CINRL had Newton not sent its bad faith election that it intended to finance the OML 25 purchase.

PETROLEUM PROPERTY INTERESTS

OML 25 PROJECT

In June 2014, CINRL was selected as the winning bidder for a 45% participating interest in active Oil Mining Lease 25 ("OML 25") in the Niger Delta region, offered by joint venture partners: The Shell Petroleum Development Company of Nigeria Limited, Total E&P Nigeria Limited, and Nigerian AGIP Oil Company Limited (collectively the "Shell JV"). CINRL obtained terms for a loan from a prospective future investor, for the full purchase price of OML 25.

The Nigerian National Petroleum Corporation ("NNPC") attempted to block the sale and acquire the interest for itself. Crestar commenced injunction proceedings in January 2015 in the Nigerian Federal High Court to bar the Shell JV from affecting a transfer to NNPC or anyone else, which injunctions were granted on a preliminary basis. The Shell JV subsequently sought to discharge the injunctions, but the Federal High Court dismissed the Shell JV's application on March 6, 2015.

The Federal High Court of Nigeria also ruled in favor of Crestar and granted an injunction in favour of Crestar which froze plans by the NNPC to acquire the 45% participating interest in OML 25 being divested by joint venture partners: The Shell Petroleum Development Company of Nigeria Limited, Total E&P Nigeria Limited, and Nigerian AGIP Oil Company Limited. As of the date hereof this injunction continues to remain in place.

Certain events during 2015 led to the renewal of negotiations among CINRL and Shell JV who along with the NNPC currently control OML 25. Pursuant to an agreement reached between CINRL and Seplat Petroleum Development Company PLC ("Seplat"), the sum of US$408 million which was previously advanced by Newton Energy Limited ("Newton") was placed in an escrow account in respect of the purchase price payable for OML 25. Given the material delays with the acquisition and the NNPC's blockage of the closing of the initial purchase agreement for OML 25, it was determined that the funds should be released from escrow. Notwithstanding this release from escrow, the initial US$45,320,000 deposit remains with the Shell JV while the Company and Seplat worked to complete the acquisition of OML 25.

In connection with this renewed process, Seplat agreed to fund a portion of consortium costs previously incurred by CINRL in an amount equal to US$11 million. The sum of US$29 million was placed into a new escrow account by Seplat pending agreement of final terms of the acquisition transaction.

CINRL received a repayment from Seplat in the amount of $4,459,000 (US$3,500,000) in July 2015 and a further, $9,687,750 (US$7,500,000) in June 2016, which amounts were in each case transferred to the Company as repayment of amounts previously advanced to CINRL.

CINRL commenced legal proceedings in the High Court of Justice in England, against, the Nigerian subsidiary of Seplat on January 27, 2017 (see above).

OML 90 PROJECT

In June 2012, the Company entered into a Joint Operating Agreement ("JOA") with an oil and gas field owner in Nigeria (the "Vendor"). Under the terms of the agreement, the Company will acquire a 47% interest in the Ogedeh Marginal Field Award on the Farmed-Out Area within the Oil Mining License 90 ("OML 90 Project") in Nigeria.

The Company paid US$50,000 for transfer of due diligence data and administrative fees and US$50,000 for an exclusivity period. As consideration for the transfer of the interest, the Company is required to pay an aggregate of US$2,500,000 as follows:

- US$100,000 due 90 days from the date of execution of JOA or within 24 hours of the execution of the JOA and Deed of Assignment ("DOA"), whichever is earlier (paid in 2012).

- US$200,000 due upon approval from Department of Petroleum Resources ("DPR") of the assignment of direct interest in OML 90 project to the Company (paid in 2013).

- US$300,000 to be released upon the grant of government permit for drilling activity and arrival of a drill rig at the OML 90 project. A preliminary government permit was received in March 2014. As of December 31, 2015, a drill rig has not yet been installed at OML 90. Of the original US$300,000, US$100,000 ($104,050) was paid as an advance. The remaining US$200,000 has not yet been paid or accrued. The amount advanced in 2013 was written-off along with the exploration and evaluation asset balance at December 31, 2015.

- US$1,000,000 upon completion of a final independent report of P1 reserves of at least 7,000,000 proven recoverable barrels of oil, or if such reserve levels are not attained, the Company shall pay US$0.10 per barrel of oil produced, to a maximum of US$1,000,000. As this condition has not been met, this amount has not accrued.

- US$900,000 upon the completion of 60 days of commercial production. As this condition has not been met, this amount has not accrued.

Furthermore, the Company will pay a monthly management retainer of US$30,000 which will commence upon the date of the drill rig arriving at the OML 90 Project and ending on the commencement of commercial production. The Company will provide funds required to finance the OML 90 Project to its initial production of hydrocarbons (oil) on a commercially viable scale. Any sunk costs incurred exclusively by the Vendor will be reimbursed up to a maximum of US$500,000. As this condition has not been met, this amount has not been accrued.

The Company is entitled to a preferential return of 80% of the available cash flow from oil production at OML 90 until all costs of the joint operation (future capital and operating expenditures) incurred by the Company to get the first oil have been fully reimbursed. The remaining 20% of available cash flow during this stage of production is shared between the Company and the Vendor in proportion to their relative percentage interests. After all joint operation costs have been fully recovered by the Company, the remaining revenue shall be shared between the Company and Vendor in proportion to their relative ownership interests.

In March 2015, the DPR began a review of all marginal field licenses to determine whether the current owners have done sufficient work to maintain their licenses. The nature and extent of work required are not clearly defined and there has been no further update from the DPR regarding the status of the title to the OML 90 Project. During the year ended December 31, 2015, the Company decided to write off the exploration and evaluation asset in the amount of $4,486,965 as a result of this uncertainty.

Below are details of expenditures spent on OML 90:

Description	Year ended December 31, 2015	Year ended December 31, 2014	Year ended December 31, 2013	Total
	$	$	$	$
Acquisition costs	-	-	207,080	207,080
Management and consulting fees	168,319	163,082	410,544	741,945
Environmental	-	92,161	-	92,161
Travel, meals and accommodation	-	4,210	17,205	21,415
Professional fees	20,158	16,467	8,790	45,415
Legal fees	12,122	28,216	5,067	45,405
Share-based payments(i)	-	2,704,089	23,852	2,727,941
Amortization	12,297	7,507	21,760	41,564
General and administrative expense	187,145	111,375	265,519	564,039
Balance	400,041	3,127,107	959,817	4,486,965

Note

(i) Share-based payments

Included in share-based payments is an aggregate $2,662,987 non-cash payment to D&H Solution AS. The remaining balance of $64,954 represents the accretion of share-based compensation for stock options issued in 2012 to the President and CEO of the James Bay subsidiary companies.

RESULTS OF OPERATIONS

Revenue

The Company is in the exploration and evaluation stage and therefore, did not have revenues from operations.

Expenses

For the year ended December 31, 2016, the Company recorded total expenses of $443,687 (2015 - $1,838,853). The decrease is mainly due to lower management salaries and benefits and office and general expenses by approximately $735,000 which primarily reflects the Company's minimal operating activities in the year. The majority of the management's time and focus and the Company's resources were invested in pushing forward OML 25 during the year. In addition, the Company did not incur any due diligence (2015 - $101,951) nor granted any share-based payments (2015 - $166,313) in 2016.

Fourth quarter total expense was $171,822, reflecting a decrease of $161,798 from the same period in 2015.

Net loss and comprehensive loss

For the year ended December 31, 2016, the Company recorded net income of $3,561,695 (2015 – loss $6,258,508) with basic income per share of $0.09 and diluted income per share of $0.08 (2015 – basic and diluted loss $0.15)). The Company received a repayment of US$7,500,000 ($9,687,750) in June 2016, as mentioned above, and consequently, reversed all the impairment recognized in prior years of $3,540,469 (2015 – impairment $1,279,589) and recorded an expense recovery of $2,109,675 (2015 - $nil). Additionally, the Company recognized $260,111 as a gain on early repayment of $2,000,000 of convertible debentures in November 2016. This increase income is partially offset by the loss from equity investment of $2,287,311 (2015 – income from equity investment of $1,392,004).

Fourth quarter net loss and comprehensive loss was $2,911,004 (2015 - $5,061,366), reflecting a decrease of $2,150,362 from the same period in 2015.

CASH FLOWS

Operating Activities

For the year ended December 31, 2016, the Company had a net cash outflow of $132,065 (2015 – $1,214,768) from operating activities. The decrease of cash outflow of $1,082,703 from prior year is primarily due to the reduction in the overall operating expenses in the Company as mentioned above. Fourth quarter cash used in operating activities was $370,998, reflecting an increase of $498,282 from the same period in 2015.

Investing Activities

For the year ended December 31, 2016, the Company had a net cash inflow of $3,678,286 (2015 – outflow $264,784) from investing activities. The cash inflow is mainly due to repayment received from CINRL $9,687,750 (2015 - $4,459,000) which was partially offset by the advances made to CINRL of $5,992,380 (2015 - $4,323,743). Fourth quarter cash used in investing activities was $1,078,132, an increase of $2,197,368 from the same period in 2015.

Financing Activities

For the year ended December 31, 2016, the Company had a net cash outflow of $2,000,000 (2015 - inflow $2,667,776). The outflow from financing activities was solely to repay a portion of the company's convertible debentures in November 2016. Fourth quarter cash used in financing activities was $2,000,000, an increase of $2,019,608 from the same period in 2015.

SELECTED ANNUAL AND QUARTERLY FINANCIAL INFORMATION

Selected data from James Bay's financial statement for the year ending December 31, 2016 and for the two preceding financial years are as follows:

	2016 $	2015 $	2014 $
Interest expense (income)	(5,306)	446,452	24,078
Expenses	443,687	1,838,853	6,276,400
Net (income) loss and comprehensive (income) loss attributable to: • Non-controlling interest • Common Shareholders	- (3,561,695)	- 6,258,508	2,208,438 5,448,968(i)
Basic (income) loss per share attributable to the common shareholders of James Bay	(0.09)	0.15	0.24
Diluted (income) loss per share attributable to the common shareholders of James Bay	(0.08)	0.15	0.24
Petroleum property interest	-	-	4,086,924(ii)
Total assets	3,084,287	1,588,053	4,568,423
Total liabilities	1,767,102	3,832,563	883,125
Shareholder's equity (deficit)	1,317,185	(2,244,510)	3,685,298

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Notes

(i) Net loss and comprehensive loss

In 2014, the Company incurred in excess of $5.1 million in evaluation costs as compared to approximately $637,000 in 2013. The evaluation costs mainly relate to expenditures incurred in the successful bidding of the OML 25 Project. The material expenses consisted of consulting fees that account for approximately $1,342,000, professional fees of approximately $343,700 and commitment fees of approximately $2,398,700. Included in commitment fee is a balance of $2,341,500 (December 31, 2013 - $nil) in non-cash share based payments.

Prior to June 2014, the Company accounted for CINRL using the consolidation method. Effective July 3, 2014, the Company lost control of CINRL. The change in accounting policy from consolidation to the equity method resulted in $29,132,581 of gain on deconsolidation of Crestar. This is offset by $27,991,600 of break fees incurred in CINRL and $2,569,913 impairment on equity investment in James Bay. The net impacts are the increase in the consolidated net loss and comprehensive loss is approximately $1,428,932.

(ii) Petroleum property interest

The Company incurred approximately $4,086,800 in petroleum property interest costs in fiscal 2014 and 2013, of which approximately $2,704,000 relates to non-cash, share-based payment.

SUMMARY OF QUARTERLY RESULTS

	Quarter-ended			
	December 31, 2016 $	September 30, 2016 $	June 30, 2016 $	March 31, 2016 $
Working capital	2,417,057	5,784,409	9,051,840	127,097
Operating expenses (income)	171,822	(144,108)	(5,394)	421,367
Interest expense (recovery)	(2,788)	(3,491)	(137,248)	138,221
Net loss (income) and comprehensive loss (income)	2,911,004	1,575,093	(8,892,676)	844,884
Net loss (income) and comprehensive loss (income) per share attributable to the common shareholders of the Company	0.07	0.04	(0.21)	0.02
Diluted net loss (income) and comprehensive loss (income) per share attributable to the common shareholders of the Company	0.07	0.04	(0.21)	0.02

	Quarter-ended			
	December 31, 2015 $	September 30, 2015 $	June 30, 2015 $	March 31, 2015 $
Working capital (deficiency)	942,395	2,332,520	(235,850)	(1,872,895)
Petroleum property interest	-	4,323,304	4,268,021	4,182,685
Operating expenses – restated	333,620	247,492	792,417	465,324
Interest expense – restated	176,270	169,540	88,294	12,348
Net loss (income) and comprehensive loss (income) - restated	5,061,366	(1,898,741)	2,020,518	1,075,365
Net loss (income) and comprehensive loss (income) per share attributable to the common shareholders of the Company - restated	0.12	(0.05)	0.05	0.03

Notes: Net loss per share on a diluted basis is the same as basic net loss per share, as all outstanding stock options and warrants are anti-dilutive in fiscal 2015.

LIQUIDITY AND OUTLOOK

As at December 31, 2016, the Company had no source of operating cash inflows and reported a net income and comprehensive income of $3,561,695 for the twelve-month period and a deficit of $19,255,408. As the net income is mainly due to repayment of the costs in CINRL, the Company's continuance as a going concern is dependent upon its ability to obtain equity capital and financing for its working capital and for the exploration, development and operation of its properties.

The Company’s opinion concerning liquidity and its ability to avail itself in the future of the financing options mentioned above are based on currently available information. To the extent that this information proves to be inaccurate, future availability of financing may be adversely affected. Factors that could affect the availability of financing include the Company’s performance (as measured by various factors including the progress and results of its exploration work) and equity markets, investor perceptions and expectations of past and future performance, the global financial climate.

CAPITAL RESOURCES

Common shares
At December 31, 2016 and April 28, 2017, the Company had 41,474,070 common shares issued and outstanding.

Stock options
At December 31, 2016 and April 28, 2017, a total of 6,135,000 stock options were issued and outstanding with expiry dates ranging from June 1, 2017 to September 15, 2020. The weighted average exercise price for all stock options is $0.29. All stock options entitle the holder to purchase common shares of the Company.

Warrants
At December 31, 2016, the Company had 7,230,844 issued and outstanding warrants with expiry dates ranging from January 31, 2017 to December 19, 2019. The weighted average exercise price for all warrants issued and outstanding as at December 31, 2016 was $1.24.

On January 31, 2017, 1,930,424 warrants with exercise price of $1.25 and 60,397 warrants with exercise price of $1.00 expired unexercised. At April 28, 2017, a total of 5,240,023 warrants were issued and outstanding with expiry dates ranging from June 10, 2017 to December 19, 2019. The weighted average exercise price for all warrants is $1.24. All warrants entitle the holder to purchase common shares of the Company.

FINANCIAL INSTRUMENTS

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no significant changes in the risks, objectives, policies and procedures from the previous period.

Credit risk
The Company's credit risk is primarily attributable to cash and cash equivalents and amounts receivable. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to cash and cash equivalents and amounts receivable is remote.

Liquidity risk
The Company's approach to managing liquidity risk is to ensure that it will have liquidity to meet liabilities when due. At December 31, 2016, the Company had cash and cash equivalents of $2,867,360 (2015 - $1,321,139) to settle current liabilities of $590,975 (2015 - $566,493). The Company has working capital of $2,417,057 (2015 - $942,395). The Company's current financial liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms. The convertible debentures with a face value of $999,895 are due in 2018.

Market risk

(a) Interest rate risk

The Company has cash balances and interest-bearing debt due to convertible debenture holders as described in Note 10. The Company's current policy is to invest excess cash in investment-grade short-term guaranteed investment certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The Company's convertible debentures bear interest at a fixed interest rate.

(b) Price risk

The ability of the Company to pursue its resource interests and the future profitability of the Company is directly related to the market price of oil and gas.

(c) Foreign currency risk

The Company is subject to foreign exchange risk as the Company has certain assets and liabilities, and makes certain expenditures, in US dollars and Nigerian Naira. The Company is therefore subject to gains and losses due to fluctuations in the US dollar and the Nigerian Naira relative to the Canadian dollar. The Company does not hedge its foreign exchange risk.

Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible over a twelve-month period.

As at December 31, 2016, the Company has net monetary assets denominated in US dollars of approximately USD$1,750,000 (2015 - US$579,000). A 10% change in the value of the Canadian dollar relative to the US dollar would result in a corresponding change in net income of approximately USD$175,000 (2015 – $57,900) based on the balance of these amounts held in US dollars at December 31, 2016.

Fair value

The carrying value of cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities approximate their fair value due to the relatively short periods to maturity of the financial instruments. Management believes the carrying value of the convertible debentures approximates its fair value. The derivative liabilities are recorded at their estimated fair values.

Fair value hierarchy and liquidity risk disclosure

Fair value measurements are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy shall have the following levels: (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1); (b) 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) (Level 2); and (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3). As at December 31, 2016 and 2015, the Company designated its derivative liabilities from convertible debentures as fair value through profit and loss which is measured at fair value and classified as Level 2.

RECENT ACCOUNTING PRONOUNCEMENTS AND CHANGES IN ACCOUNTING POLICIES

Recent accounting pronouncements
Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2017 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 2 - Share-based Payment ("IFRS 2") was amended in June 2016, clarifying the accounting for certain types of share-based payment transactions. The amendments provide requirements on accounting for the effects of vesting and non-vesting conditions of cash-settled share-based payments, withholding tax obligations for share-based payments with a net settlement feature, and when a modification to the terms of a share-based payment changes the classification of the transaction from cash-settled to equity-settled. The amendments are effective for the year beginning on January 1, 2018. The Company does not expect this amendment to have a significant impact on its consolidated financial statements.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted though management does not anticipate early adoption of the standard.

IFRS 16 – Leases ("IFRS 16") was issued in January 2016 and replaces IAS 17 – Leases as well as some lease related interpretations. With certain exceptions for leases under twelve months in length or for assets of low value, IFRS 16 states that upon lease commencement a lessee recognises a right-of-use asset and a lease liability. The right-of-use asset is initially measured at the amount of the liability plus any initial direct costs. After lease commencement, the lessee shall measure the right-of-use asset at cost less accumulated depreciation and accumulated impairment. A lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognise the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. IFRS 16 requires that lessors classify each lease as an operating lease or a finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Otherwise it is an operating lease. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. Earlier adoption is permitted if IFRS 15 has also been applied.

IAS 7 – Statement of Cash Flows ("IAS 7") was amended in January 2016 to clarify that disclosures shall be provided that enable users of financial statements to evaluate changes in liabilities arising from financing activities. The amendments are effective for annual periods beginning on or after January 1, 2017.

IFRS 10 – Consolidated Financial Statements ("IFRS 10") and IAS 28 – Investments in Associates and Joint Ventures ("IAS 28") were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined, however early adoption is permitted.

IAS 12 – Income Taxes (“IAS 12”) was amended in January 2016 to clarify that, among other things, unrealized losses on debt instruments measured at fair value and measured at cost for tax purposes give rise to a deductible temporary difference regardless of whether the debt instrument’s holder expects to recover the carrying amount of the debt instrument by sale or by use; the carrying amount of an asset does not limit the estimation of probable future taxable profits; and estimates for future taxable profits exclude tax deduction resulting from the reversal of deductible temporary differences. The amendments are effective for annual periods beginning on or after January 1, 2017.

Changes in Accounting Policies
The Company has adopted the following amendments effective January 1, 2016. The changes were made in accordance with the applicable transitional provisions.

IFRS 11 – Joint Arrangements ("IFRS 11") was amended in May 2014 adding new guidance on how to account for the acquisition of an interest in a joint operation that constitutes a business. The amendments specify the appropriate accounting treatment for such acquisitions. There was no material impact on the consolidated financial statements as a result of the adoption of this amendment.

IAS 1 – Presentation of Financial Statements (“IAS 1”) was amended in December 2014 in order to clarify, among other things, that information should not be obscured by aggregating or by providing immaterial information that materiality consideration apply to all parts of the financial statements and that even when a standard requires a specific disclosure, materiality considerations do apply. There was no material impact on the consolidated financial statements as a result of the adoption of this amendment.

RELATED PARTY DISCLOSURES

The consolidated financial statements include balances and transactions with directors and officers of the Company and/or corporations related to them. During the years ended December 31, 2016 and 2015 the Company entered into the following transactions involving related parties:

The Company rents office space from a corporation with a common director. During the year ended December 31, 2016, approximately $53,875 (2015 - $38,527) was charged by this corporation. The amount is included in office and general expense on the consolidated statements of income (loss) and comprehensive income (loss).

The Company incurred legal fees of approximately $287,000 (2015 - $128,354) with a law firm of which a partner, is a director of the Company of which, approximately $269,000 has been charged to CINRL. This amount is included in professional fees on the consolidation statement of income (loss) and comprehensive income (loss). As of December 31, 2016, included in accounts payable and accrued liabilities is $180,060 (2015 - $94,379) owing to this law firm.

In accordance with IAS 24, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of directors and other members of key management personnel for the years ended December 31, 2016 and 2015 were as follows:

	December 31, 2016	December 31, 2015
	$	$
Management salaries, benefits and bonuses	1,564,960	488,067
Director’s fees	80,000	80,000
Share-based payments	-	70,895

During the year ended December 31, 2016, the Company paid $1,492,960 (2015 - $817,920) to two executive officers, of which, $1,456,960 (2015 - $401,853) has been charged as management fees to CINRL.

Included in accounts payable and accrued liabilities as at December 31, 2016 is approximately $942 (2015 - $2,326) of management travel expenses reimbursement and $20,000 (2015 - $20,000) of director fees.

During the year ended December 31, 2016, the Company received shareholder loan in the amount $40,000, the loan was unsecured, non-interest bearing, with no fixed terms of repayment. The shareholder loan was repaid in full during the year ended December 31, 2016.

During the year ended December 31, 2016, the Company advanced $5,992,380 to CINRL (2015 - $4,323,743). As at December 31, 2016, the Company’s outstanding advances to CINRL total approximately $1,041,000 (2015 - $4,300,000). The advances were fully allowed for as at December 31, 2016 and 2015.

All of the above amounts payable to related parties are unsecured, non-interest bearing, with no fixed terms of repayment.

See also Notes 9, 10, 14 and 18 of the consolidated financial statements for the year-ended December 31, 2016.

COMMITMENTS AND CONTINGENCIES

The Company is party to certain management contracts, which contain clauses requiring additional payments of up to $1,800,000 be made upon the occurrence of certain events such as a change of control and additional payments of up to $874,000 be made upon termination of contracts. As a triggering event has not taken place, the contingent payments have not been reflected in these consolidated financial statements. As of December 31, 2016, under these management contracts, management has committed to $1,023,000 of salaries and benefits due within one year.

The Company is subject to a lease commitment for a premise in Canada expiring in January 2019 with the following expected future payments:

	Canada
	$
2017	62,000
2018	68,000
2019	6,000
Total	136,000

The Company’s exploration and evaluation activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially 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 is party to legal proceedings in the ordinary course of its operations related to legally binding agreements with a third party. As at December 31, 2016, one such proceeding was ongoing. The Company believes this claim to be without merit. Management does not expect the outcome of this proceeding to have a materially adverse effect on the results of the Company’s financial position or results of operations and therefore this amount has not been reflected in these financial statements. Should any losses result from the resolution of this dispute, that amount will be charged to operations in the year that it is determined.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off balance sheet arrangements.

RISKS AND UNCERTAINTIES

The Company, through its subsidiary, holds an interest in a petroleum property in Nigeria. As such, it is exposed to the laws governing the Nigerian petroleum industry with respect to matters such as taxation, environmental compliance, and other regulatory and political factors as well as shifts in politics and labor unrest, any of which could adversely affect the Company and its future exploration and production activities.

Additional Capital

The Company conducted due diligence to identify potential acquisition targets of onshore/offshore Nigerian oil and gas projects. If the results are favourable, Company will require additional capital which may come from future financings. There can be no assurance that the Company will be able to raise such additional capital if and when required on terms it considers acceptable.

No History of Profitability

The Company is an exploration company with no history of profitability. There can be no assurance that the operations of the Company will be profitable in the future. The Company has limited financial resources and will require additional financing to further explore, develop, acquire, retain and engage in commercial production on its property interests and, if financing is unavailable for any reason, the Company may become unable to acquire and retain its mineral concessions and carry out its business plan.

Government Regulations

The Company's exploration operations are subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. For the Company to carry out mining activities, exploitation licenses must be obtained and kept current. There is no guarantee that the Company's exploitation licenses would be extended or that new exploitation licenses would be granted. In addition, such exploitation licenses could be changed and there can be no assurances that any application to renew any existing licenses will be approved. The Company may be required to contribute to the cost of providing the required infrastructure to facilitate the development of its properties. The Company will also have to obtain and comply with permits and licenses which may contain specific conditions concerning operating procedures, water use, waste disposal, spills, environmental studies, abandonment and restoration plans and financial assurances. There can be no assurance that the Company will be able to comply with any such conditions.

Market Fluctuation and Commercial Quantities

The market for minerals is influenced by many factors beyond the control of the Company such as changing production costs, the supply and demand for resources, the rate of inflation, the inventory of resources producing companies, the international economic and political environment, changes in international investment patterns, global or regional consumption patterns, costs of substitutes, currency availability and exchange rates, interest rates, speculative activities in connection with resources, and increased production due to improved extractor and production methods. The resource industry in general is intensely competitive and there is no assurance that, even if commercial quantities and qualities of resources are discovered, a market will exist for profitable sale. Commercial viability of precious and base metals and oil and gas deposits may be affected by other factors that are beyond the Company's control including particular attributes of the deposit such as its size, quantity and quality, the cost of mining and processing, proximity to infrastructure and the availability of transportation and sources of energy, financing, government legislation and regulations including those relating to prices, taxes, royalties, land tenure, land use, import and export restrictions, exchange controls, restrictions on production, as well as environmental protection. It is impossible to assess with certainty the impact of various factors which may affect commercial viability so that any adverse combination of such factors may result in the Company not receiving an adequate return on invested capital.

Mining Risks and Insurance

The Company is subject to the risks normally encountered in the mining industry, such as unusual or unexpected geological formations, cave-ins or flooding. The Company may become subject to liability for pollution, damage to life or property and other hazards of mineral exploration against which it or the operator of its exploration programs cannot insure or against which it or such operator may elect not to insure because of high premium costs or other reasons. Payment of such liabilities would reduce funds available for acquisition of mineral prospects or exploration and development and could have a material adverse effect on the financial position of the Company.

Competition

The mineral exploration and mining industry is competitive in all phases of exploration, development and production. The Company competes with a number of other entities and individuals in the search for and the acquisition of attractive properties. As a result of this competition, the majority of which is with companies with greater financial resources than the Company, the Company may not be able to acquire attractive properties in the future on terms it considers acceptable. Finally, the Company competes with other resource companies, many of whom have greater financial resources and/or more advanced properties that are better able to attract equity investments and other capital. The ability of the Company to acquire attractive properties in the future depends not only on its success in exploring and developing its present properties and on its ability to select, acquire and bring to production suitable properties or prospects for exploration, mining and development. Factors beyond the control of the Company may affect the marketability of minerals mined or discovered by the Company.

Environmental Protection

The mining and mineral processing industries are subject to extensive governmental regulations for the protection of the environment, including regulations relating to air and water quality, mine reclamation, solid and hazardous waste handling and disposal and the promotion of occupational health and safety which may adversely affect the Company or require it to expend significant funds.

Aboriginal Claims

Aboriginal rights may be claimed on Crown or other types of tenure with respect to which mining rights have been granted. The Company is not aware of any aboriginal claims having been asserted or any legal actions relating to native issues having been instituted with respect to any of the mineral claims in which the Company has an interest. Should aboriginal claims be made against the Property and should government or the courts in favor of the aboriginal people resolve such a claim, it could materially adversely affect the business of James Bay only for the James Bay lowlands property. The Company is fully aware of the mutual benefits afforded by cooperative relationships with indigenous people in conducting exploration activity and is fully supportive of measures established to achieve such cooperation.

Conflicts of Interest

Certain of the directors and officers of the Company may also serve as director and officer of other companies involved in gold and precious metal or other natural resource exploration and development and consequently, the possibility of conflict exists. Any decisions made by such directors involving the Company will be made in accordance with the duties and obligations of directors to deal fairly and in good faith with the Company and such other companies. In addition, such directors declare, and refrain from voting on any matters in which such directors may have a conflict of interest.

Additional Information

Additional information relating to the Company can also be found on SEDAR.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Stephen Shefsky	Founder and Director, President & CEO
Wayne Egan	Non-Executive Chairman
Mark Brennan	Founder and Director
Jon Pereira	Director
Jean J. Gauthier	Director
Adeniyi Olaniyan	Director

OFFICE LOCATION

Corporate Head Office
79 Wellington Street West,
TD Tower South, Suite 2100
Toronto, Ontario
M5K 1H1

Nigeria Office
2 Obudu Close, Osborne Foreshore Estate
Ikoyi Lagos, Lagos, Nigeria

SUBSIDIARY COMPANIES

James Bay Energy Nigeria, LLC
James Bay Energy Nigeria Limited
D&H Energy Nigeria Limited
Ondobit Limited

LEGAL COUNSEL

WeirFoulds LLP
Toronto, Ontario, Canada

Sefton Fross
Lagos, Nigeria

Amsterdam & Partners LLP
London, England

AUDITOR

UHY McGovern Hurley LLP
Toronto, Ontario, Canada

KPMG Nigeria
Lagos, Nigeria

REGISTRAR & TRANSFER AGENT

TMX Equity Transfer Services Inc.
Toronto, Ontario, Canada

BANKER

CIBC
Toronto, Ontario, Canada

First Bank
Lagos, Nigeria

STOCK EXCHANGE

Canadian Stock Exchange
Ticker symbol **“JBR”**