



Tango Mining Limited  
202 – 5626 Larch Street  
Vancouver, British Columbia  
V6M 4E1, Canada  
TSX Venture: TGV

---

## TANGO MINING LIMITED

### Management's Discussion & Analysis

For the six months ended

February 28, 2015 and 2014

---

The following Management's Discussion & Analysis ("MD&A") of the financial condition and results of the operations of Tango Mining Limited (the "Company" or "Tango Mining") constitutes management's review of the factors that affected the Company's financial and operating performance for the six months ended February 28, 2015 and should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements and related notes for the six months ended February 28, 2015 and 2014, and the Company's audited consolidated financial statements and related notes for the years ended August 31, 2014 and 2013, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as published by the International Accounting Standards Board (IASB). All figures are in Canadian dollars unless otherwise stated. Additional information, including the above mentioned financial statements are available on SEDAR and may be accessed at [www.sedar.com](http://www.sedar.com).

#### Date

This MD&A is dated as of April 30, 2015.

#### Forward-Looking Information

This MD&A includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. Such risks and uncertainties include, but are not limited to, risks associated with the mining industry (including operational risks in exploration development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of resource and reserve estimates; the uncertainty of estimates and projections in relation to production, costs and expenses; the uncertainty surrounding the ability of Tango Mining to obtain all permits, consents or authorizations required for its operations and activities; and health, safety and environmental risks), the risk of commodity price and foreign exchange rate fluctuations, the ability of Tango Mining to fund the capital and operating expenses necessary to achieve its business objectives, the uncertainty associated with commercial negotiations and negotiating with foreign governments and risks associated with international business activities, as well as those risks described in public disclosure documents filed by Tango Mining. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of Tango Mining should not place undue

reliance on these forward-looking statements. Statements in relation to "reserves" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described can be profitably produced in the future.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this document are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

## **Overall Performance**

The Company is engaged in metallurgical and mineral processing contracts, mining, exploration and mine development activities in the Republic of Nicaragua and Republic of South Africa.

### **1. Review of Mining Operations & Project Activities**

#### **1.1. Acquisition of South African operating entities**

The Company acquired on October 20, 2014 a 51% interest in four private South African operating companies, African Star Minerals (Pty) Limited ("AS"), Kwena Mining Projects (Pty) Ltd. ("KMP"), Kwena Mining and Metallurgical Services (Pty) Ltd. ("KMMS") and Kwena Springlake Projects (Pty) Ltd. ("Springlake") (together referred to as the African Star Minerals Group ("ASM") which owns:

- a. four thermal coal, metallurgical coal and processing plant and engineering contracts ("**Operations Service Contracts**") , and
- b. 100% interest in the Oena Alluvial Diamond Project ("**Oena**")

Following the successful closing of the acquisition the Company's common shares commenced trading under the new name "Tango Mining Limited" on the TSX Venture Exchange at market open on November 24, 2014 under the same trading symbol, "TGV" and launched a new website at [www.tangomining.com](http://www.tangomining.com). This new name now adequately reflects the Company's strategy to develop its diversified interests in precious metals, coal and diamond mining projects.

In consideration for the interest in ASM, Tango Mining issued 49,000,000 common shares ("**Payment Shares**") that are subject to escrow trade restrictions over a 30 month period. Contemporaneously a total of 17,150,000 common shares are currently held in escrow account pending the receipt of South African regulative approvals on the transaction to effect change of control of the Oena property in favour of Tango Mining. Regulatory approval was received on the April 24, 2015.

A finder's fee of USD \$100,000 was paid on the transaction and 1,474,522 common shares (at a deemed price of CAD \$0.05 per share) were issued as consideration for consulting services rendered to an arm's length third party.

#### **1.2. South Africa , Metallurgical and Mining Service Contracts**

Tango owns four metallurgical and processing plant and operations service contracts and employs 307 engineering and operational skilled staff on mining facilities owned by conglomerates, Glencor and Total (SA). The current production performance supports a target of 6.5 million tonnes throughput for the financial year (19.5 million tonnes are contracted over next 3 years). The four projects are located within the Ogies and Highveld coalfields, Mpumalanga Province and Kliprivier coalfield, KwaZulu-Natal Province. There is a continued business development plan in place to grow the business using the successful past 18 year business model, an established market presence and proven successful operational reputation in the coal, base and precious metal and precious stone Southern African mining sector.

### **1.3. South Africa, Oena Alluvial Diamond Mine**

Oena, a past producing alluvial diamond property covering 8,800 hectares (ha) located in the Northern Cape Province, South Africa, consists of a 4.8 kilometre (km) wide strip along a 15 km length of the Orange River in a well-established alluvial diamond-mining province that produces high quality and large sized diamonds. Oena is located 50 km upstream of Namdeb's Auchas and Daberas alluvial diamond mines which are on the Namibian or north bank of the Orange River, while Trans Hex's Reuning and Baken alluvial diamond mines are respectively 15 km and 60 km downstream of Oena on the South African or southern bank of the Orange River.

The Company announced on December 1, 2014, in conjunction with filing of a National Instrument (NI) 43-101 report (filed on SEDAR on December 1, 2014) that a bulk-sampling program at Oena would commence in Q2 2015. During Q1 and Q2 2015 the Company spent CAD \$372,000 on site establishment, operational readiness and infrastructure development costs and invested \$1.2m on plant equipment and implementation of the Bouvestnik, Inc. manufactured high volume X-ray and recovery equipment ("BVX") that is reported to be very efficient, recovering better than 90% of diamonds. The Company has invested a capital deposit to secure the BVX equipment. On March 3, 2015 the company announced commencement of a bulk-sampling program at Oena. The Company has successfully mobilized a mining contractor with earthmoving equipment to support a total of 1.5 million tonnes per annum (tpa) throughput capacity. Prestripping occurred in February and March 2015 and >30,000 tonnes was excavated. The BVX equipment was not commissioned in March 2015 as planned and has not arrived on site as of the date of this report due to banking and regulatory approval delays. Planned mobilization of the BVX equipment should occur during Q3 2015.

### **1.4. Nicaragua, El Santo Project**

In March 2014 the Company announced the discovery of several high-grade low-sulphidation epithermal quartz veins, with gold and silver, on its 100% owned 2088.8 ha El Santo concession, Republic of Nicaragua. The Company received an environmental permit in October 2014 which would allow it to carry out exploration on the property and follow up the noted results. The primary focus for the Company to develop its South African operations and has subsequently engaged possible interest from third parties to develop El Santo.

## **2. Review of Financial Performance**

### **2.1. Recent Financings**

On March 3, 2015, the Company announced that it had completed a non-brokered \$200,000 non-brokered private placement consisting of 4,000,000 units at a price of \$0.05 per unit. Each unit consists of one common share and one transferable share purchase warrant to purchase one additional common share at a price of \$0.10 for a period of 24 months, expiring on March 2, 2017. The net proceeds of the financing were considered for general working capital and corporate purposes.

## 2.2. Summary of Quarterly Results

The following table sets forth selected financial information for the Company for the eight most recently completed fiscal quarters for which Company prepared quarterly financial statements and should be read in conjunction with the Company's financial statements and related notes for such periods.

	<i>Feb 28, 2015</i>	<i>Nov 30, 2014</i>	<i>Aug 31, 2014</i>	<i>May 31, 2014</i>	<i>Feb 28, 2014</i>	<i>Nov. 30, 2013</i>	<i>Aug. 31, 2013</i>	<i>May. 31, 2013</i>	<i>Feb 28, 2013</i>
<b>CAD</b>	<b>000</b>	<b>000</b>	<b>000</b>	<b>000</b>	<b>000</b>	<b>000</b>	<b>000</b>	<b>000</b>	<b>000</b>
<b>Revenues</b>	3,463	3,378	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Loss Before Taxation and other items</b>	(76)	(261)	(239)	(273)	(258)	(586)	(845)	(609)	(386)
<b>Loss per share before other items – basic and diluted (1)</b>	-	-	-	-	-	-	-	-	-
<b>Shares Outstanding</b>	153,427	148,181	98,452	98,452	98,452	98,452	79,452	76,144	45,594

The Company's level of activity and expenditures during a specific quarter are influenced by the availability of working capital, the availability of additional external financing, the time required to gather, analyse and report on geological data related to mineral properties, the results of the Company's prior exploration activities on its properties and the amount of expenditure required to advance its projects.

## 2.3. Results of Operations

The Company incurred a net loss before tax of \$75,950 for the six months ended February 28, 2015, compared to a net loss before tax of \$843,438 for the period ended February 28, 2014. Net loss declined during fiscal 2015 as the Company reduced exploration operations at the Nicaraguan mineral properties, and recorded an operating profit from its South African operations of \$693,400. The segmental analysis presented below records an investment in property, plant and equipment of \$1,792,642 for the period, while maintaining a positive working capital position of \$1,008,648 in terms of cash on hand, inventory holding, trade receivables and trade accounts payables due (excluding amounts due to related parties) on operations.

	Mining projects & operations CAD\$	Development projects CAD\$	Corporate expenses CAD\$	Total CAD\$
Revenue	6,841,369	-	-	
Earnings before interest, depreciation, amortization & tax (EBITDA*)	789,710	-53,372	-626,530	109,808
Operating Profit / (Loss)	693,400	(717,235)	(60,625)	(84,460)
Property, Plant & Equipment	1,777,046	-	15,595	1,792,642
Inventories	317,939	-	-	317,939
Trade receivables	1,126,825	6,489	-	1,133,314
Cash on hand	793,613	343	131,723	925,678
Trade payables	1,099,157	110,119	159,008	1,368,284
Net working capital position	1,139,220	-103,287	-27,285	1,008,648

\* - Also excludes foreign exchange profits & losses and share based payments

## 2.5. Non-Exploration Income and Expense Summary

A summary of the non-exploration activities for the period is as follows:

Six months period ended February 28,		
	2015	2014
<b>Revenues</b>	\$ 6,841,369	\$ -
Raw material and engineering cost	(2,213,470)	-
Employee benefits expense	(3,823,391)	-
Professional fees	(34,845)	(49,244)
Management and consulting (Note 16)	(503,922)	(232,602)
Travel and promotion	(36,636)	(78,311)
Office and general	(62,270)	(157,073)
Shareholder information	(37,209)	(25,721)
<b>Earnings/(loss) before interest, depreciation, amortization and tax (EBITDA)</b>	<b>\$ 129,626</b>	<b>\$ (542,951)</b>

During the six months ended February 28, 2015, the Company reported revenues of \$6,841,369 resulting in an adjusted EBITDA\* profit of \$109,808, compared to a loss of \$642,786 in the prior year. This was due to the inclusion of the revenue portion of South African operations during fiscal 2015. The Company did not record any revenues during fiscal 2014.

Raw material and engineering costs were \$2,213,470 during the period ended February 28, 2015, as compared to \$Nil for the same period in 2014, which is due to the cost of operations in South Africa being included on a consolidated basis during fiscal 2015.

Employee benefits expenses amounted to \$3,823,391 during the period ended February 28, 2015, as compared to \$Nil for the same period in 2014, which was are directly related to the inclusion of the South African operations and are direct production costs.

Professional fees for the period ended February 28, 2015 decreased slightly from \$49,244 in 2014 to \$34,845. The expense for this period mostly relates to legal fees during the first quarter of fiscal 2015 related to the acquisition of the South African operations.

During the period ended February 28, 2015, management and consulting expenses increased to \$503,922, compared to \$232,602 for the period ending February 28, 2014 and relates to the restructuring of management's positions and fees, and is partially due to additional compliance for corporate governance and increased activities as a result of the acquisition of South African operations.

During the period ended February 28, 2015, travel and promotion expenses decreased to \$36,636, as compared to \$78,311 of the same period ended February 28, 2014 because of Company's effort to reduce and closely manage expenditures.

Office and general expenses decreased during the six months ended February 28, 2015 compared to the same period in 2014 due to the Company's efforts to manage and reduce expenditure on general expenditures in order to conserve cash for current and future expansion.

During the period ended February 28, 2015, shareholder information increased to \$37,209, compared to \$25,721 in the same period during 2014, due to the increased number of news releases and costs related to the acquisition of South African operations in Q1 2015.

Share based payments expense for the period ended February 28, 2015 was \$82,186, compared to \$163,303 during same period in 2014. The expense is booked based on the vesting schedule of the options issued to officers and directors during the last two periods. The Company uses the Black-Scholes valuation model to determine the stock-based compensation.

## **2.6. Dividend Report and Policy**

The Company has not paid any dividends to date. The Company intends to retain its future earnings, if any, for use in its business and does not expect to pay dividends on its shares in the foreseeable future.

## **2.7. Liquidity**

The Company has generated revenue from certain of its operations; however, the Company has relied entirely upon the issuance of equity securities and working capital generated from operations to carry on business activities during the period under review.

At the period ending February 28, 2015, the Company has approximately \$925,678 in cash in its treasury, and continues to evaluate other opportunities that are available for acquisition.

As at February 28, 2015, the Company had total assets of \$6,631,586 (2014 - \$1,008,462) including cash and cash equivalents of \$925,678 (2014 - \$924,602). The cash balance remained the same as generated cash flows were sufficient to meet operational expenditure requirements for South Africa, Nicaragua and Canada, and adequate capital was raised to meet capital expansion into operational readiness and site establishment of the Oena Mine.

The total liabilities of the Company as of February 28, 2015 were \$3,581,152 (Aug 2014 - \$248,532) that consisted of trade accounts payable of \$1,368,284 (Aug 2014: 159,525), accrued social benefit and employment costs of \$195,231 (Aug 2014 - \$40,559), tax and deferred tax provisions of \$ 570,826 (Aug 2014 – nil), promissory notes payable of \$25,000, (Aug 2014 - \$25,000), and an amount due to related parties of \$1,397,340 (Aug 2014 - \$23,448).

## 2.8. Requirement of Additional Equity Financing

Historically the Company has relied on equity financings and short-term interest bearing loans for all funds raised to date for its project development programs. The Company intends to develop the cash generating capabilities of its operations to be less reliant upon the issuance of securities to finance its operations and acquisitions pursuant to private placements, the exercise of warrants and stock options and short term or long-term loans. Capital markets may not be receptive to offerings of new equity from treasury or debt, whether by way of private placements or public offerings. This may be further complicated by the limited liquidity for the Company's shares, restricting access to some institutional investors. The Company's growth and success is dependent on external sources of financing which may not be available on acceptable terms, timely or at all.

## 2.9. Transactions with Related Parties

Related party transactions for the period are summarized as follows:

	Feb 28, 2015 CAD \$	Feb 28, 2014 CAD \$
Management fees <sup>(1)</sup>	442,326	-
Consulting fees <sup>(2)</sup>	56,596	146,128
Rent	-	10,739
Contract fees <sup>(3)</sup>	43,041	-
Asset finance <sup>(4)</sup>	1,281,054	-
<b>Balance payable</b>		
Contract fees <sup>(3)</sup>	43,041	-
Financial assistance <sup>(4)</sup>	1,281,054	-
Consulting fees <sup>(5)</sup>	73,245	23,488

(1) Included in management fees are salaries/fees paid to Executive Chairman Terry L. Tucker, CEO Marco Möller, Kevin Gallagher, a director of the Company, as well as key management personnel as defined in IAS 24 – Related Parties.

(2) Represents the fees paid to Imperial Accounting and Management Services, a company controlled by CFO Kalyan Paul and Wiklow Corporate Services, a company owned by Donna M. Moroney, Corporate Secretary.

(3) The Company contracted services from a related party of which CEO Marco Möller, Kevin Gallagher a director of the Company, are directors.

(4) The Company financed the procurement of Oena exploration and mining equipment through related entities of which CEO Marco Möller is a director.

(5) These amounts represent fees payable to Capex Group Inc., a company controlled by Jennifer Boyle, the former CFO.

## **2.10. Capital Risk Management**

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital to include its shareholders' equity. In order to carry out any planned exploration or other expenditures and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the period ended February 28, 2015.

The Company considers its capital to be shareholders' equity, which is comprised of capital stock, reserves, and deficit, which as at February 28, 2015 totalled \$3,050,434 (2014 - \$759,930). There are no external restrictions on the Company's capital.

The Company's objective when managing capital is to obtain adequate levels of funding to support its exploration activities, to obtain corporate and administrative functions necessary to support organizational functioning and obtain sufficient funding to further the identification and development of precious or base metal deposits.

The Company raises capital, as necessary, to meet its needs and take advantage of perceived opportunities and, therefore, does not have a numeric target for its capital structure. Funds are primarily secured through equity capital raised by way of private placements. There can be no assurance that the Company will be able to continue raising equity capital in this manner.

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

The Company invests all capital that is surplus to its immediate operational needs in short term, liquid and highly rated financial instruments, such as cash, and short term guarantee deposits, all held with major Canadian financial institutions.

## **3. Financial Instruments and Risk Management**

The Company is exposed to the following financial risks:

- Market Risk
- Credit Risk
- Liquidity Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This section describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout the accompanying financial statements.

### **3.1. General Objectives, Policies and Processes**

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The Board of Directors receive periodic reports through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

#### *a. Market Risk*

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of two types of risk: foreign currency risk and interest rate risk.

#### *b. Foreign Currency Risk*

The Company's functional currency is the Canadian dollar. The Company operates in Canada, Nicaragua and South Africa, giving rise to market risks from changes in foreign exchange rates. The Company believes that the results of the operations and cash flows would be affected by a sudden change in foreign exchange rates, but would not impair or enhance its ability to pay its Nicaraguan Cordoba Oro or South African Rand denominated obligations. Most of the Company's capital and operating expenditure is based on its South African operations, which is funded from the same functional currency as its coal and metallurgical services contracts.

#### *c. Interest Rate Risk*

The Company has cash balances and no variable interest bearing debt. The Company has fixed rates on its debt, changes in interest rates could result in fair value risk on the Company's fixed rate debt.

#### *d. Credit Risk*

Credit risk is the risk of loss associated with counterparty's inability to fulfil its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents, and other receivables. The Company has no significant concentration of credit risk arising from operations. Cash and cash equivalents are held with reputable Canadian, Nicaraguan and South African chartered banks, which are closely monitored by management. Management believes that the credit risk concentration with respect to financial instruments included in cash and cash equivalents other receivables is minimal.

#### *e. Liquidity Risk*

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at February 28, 2015, the Company had current assets of \$2,511,349 (August 31, 2014 - \$987,703) to settle current liabilities (exclusive of amounts owing to related parties) of \$2,159,341 (August 31, 2014 - \$225,084) resulting in a working capital surplus of \$352,008 (August 31, 2014 - \$762,619). All of the Company's financial liabilities have contractual maturities of less than 365 days and are subject to normal trade terms.

### **4. Determination of Fair Value**

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability. The Statement of Financial Position carrying amounts for cash and cash equivalents, due from related parties, advances and other receivables, deposits, accounts payables and accrued liabilities, and due to related parties approximates fair value due to their short-term nature. Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

#### **4.1. Fair Value Hierarchy**

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

Level 1 Unadjusted quoted prices 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).

Changes in valuation methods may result in transfers into or out of an investment's assigned level.

During the period ended February 28, 2015, there were no significant transfers between level 1 and 2.

## 5. Disclosure of Outstanding Securities

The authorized capital of the Company consists of an unlimited number of common shares without par value, of which 149,426,710 common shares are issued and outstanding as of the date hereof.

On October 27, 2014, the Company granted 2,050,000 stock options to directors, officers and employees to purchase up to 2,050,000 common shares of the Company for a period of five years at an exercise price of \$0.05 per share. The options vest 50% on the date of grant and 50% one year from the grant date. For the six months ended February 28, 2015, the Company recorded a charge of \$43,990 in stock-based compensation. A weighted average fair value of \$0.032 per share on the stock options granted was estimated using the Black-Scholes option pricing model with the assumptions listed in the table above.

The following tables summarize the current outstanding incentive stock options and share purchase warrants of the Company:

Stock Options	Number	Exercise Price	Expiry Date
	350,000	\$0.10	November 6, 2017
	350,000	\$0.10	July 19, 2017
	2,875,000	\$0.13	April 3, 2018
	4,050,000	\$0.05	February 21, 2019
	2,050,000	\$0.05	October 27, 2019
	300,000	\$0.05	May 30, 2016
	150,000	\$0.13	May 30, 2016
<b>Total Stock Options</b>	<b>10,125,000</b>		

Share Purchase Warrants	Number	Exercise Price	Expiry Date
	26,000,000	\$0.12	March 21, 2015
	6,994,000	\$0.12	March 22, 2015
<b>Total Warrants</b>	<b>32,994,000</b>		

There are no assurances that the options, warrants or other rights described above will be exercised or issued in whole or in part. Except as disclosed above, there are no options, warrants or other rights to acquire common shares of the Company outstanding.

## 6. Mineral Properties Expenditures

The following is a breakdown of the exploration and evaluation expenditures for the periods ended February 28, 2015 and 2014 and cumulative to date on the Company's properties:

Nicaragua and South Africa Properties	Feb 28, 2015 CAD \$	Aug 31, 2014 CAD \$	Cumulative to date CAD \$
Acquisition expenditures		-	517,582
Exploration expenditures:			
Project Staff Salaries and Benefits		67,763	1,835,004
Project management		12,049	689,001
Travel expenses		1,917	51,912
Laboratory Analysis Costs -Minerals Sampling		213	263,480
Supplies & Repairs	14 721	847	52,379
Authorizations, permits, licenses	5,097	11,327	311,829
<b>Exploration and evaluation expenditures</b>	<b>19,818</b>	<b>94,116</b>	<b>3,721,187</b>

During the period ended February 28, 2015, exploration and evaluation expenses were \$19,818, compared to \$94,116 during the period ended February 28, 2014. The decrease is due to the Company's focus on acquiring new properties resulting in a decrease in exploration in order to preserve cash.

## 7. Subsequent Events

On March 3, 2015, the Company announced that it had completed a \$200,000 non-brokered private placement of 4,000,000 units at a price of \$0.05 per unit, which consisting of one common share and one transferable share purchase warrant to purchase one additional common share at a price of \$0.10 for a period of 24 months, expiring on March 2, 2017.

Subsequent to the six months period ended February 28, 2015, 26,000,000 warrants expired on March 21, 2015 and 6,994,000 expired on March 22, 2015.

Ministerial approval for the transfer of shares in African Star Minerals (Pty) Ltd was granted effective 24 April 2015.

## 8. Standards and amendments effective in the current year

The IASB issued new standards and amendments effective for, and adopted in the current year. The adoption of the following accounting policies had no impact on the Company's financial statements:

IFRS 13 *Fair Value Measurement* aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The requirements, which are largely aligned between IFRSs and US GAAP, do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRSs or US GAAP. The application of this IFRS did not have a material impact on the amounts reported for the current or prior years but may affect the accounting for future transactions or arrangements.

## 9. Adoption of new and revised standards and interpretations

Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below. The Company intends to adopt those standards when they become effective.

### *IFRS 9, Financial Instruments, Recognition and Measurement*

IFRS 9, Financial Instruments ("IFRS 9") was issued by the IASB on November 12, 2009 and will replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. 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. 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. The Company is assessing the impact of IFRS 9 on its results of operations.

### *IFRS 2, Share-based Payment*

In December 2013, the IASB amended IFRS 9 – Share-based Payment. The amendment clarifies vesting conditions by separately defining a performance condition and a service condition, both of which were previously incorporated within the definition of a vesting condition. The amendment is effective for annual periods beginning on or after July 1, 2014. The Company is in the process of determining the impact of the amendment of IFRS 2 on its consolidated financial statements.

### *IAS 32, Financial instruments, Presentation.*

IAS 32 was amended to clarify the requirements for offsetting financial assets and liabilities. The amendments clarify that the right of offset must be available on the current date and cannot be contingent on a future date. The amendments apply to annual periods beginning on or after January 1, 2014. The change in accounting standard will not have a significant impact on the Company's consolidated financial statements.

### *IAS 24, Related Party Disclosures.*

The amendments to IAS 24 clarify that a management entity, or any member of a group of which it is a part, that provides key management services to a reporting entity, or its parent, is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. This replaces the more detailed disclosure by category required for other key management personnel compensation. The amendments will only affect disclosure and are effective for annual periods beginning on or after January 1, 2014. The Company is currently evaluating the impact the final standard is expected to have on its consolidated financial statements.

### *IFRIC 21, Levies.*

The IASB issued IFRIC 21 – Levies ("IFRIC 21"), an interpretation of IAS 37 – Provisions, Contingent Liabilities and Contingent Assets ("IAS 37"), on the accounting for levies imposed by governments. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event ("Obligating Event"). IFRIC 21 clarifies that the Obligating Event that gives rise to a liability to pay a levy is the activity described in the relevant legislation that triggers the payment of the levy. IFRIC 21 is effective for annual periods commencing on or after January 1, 2014. The Company is currently evaluating the impact the final standard is expected to have on its consolidated financial statements.

None of the other new standards, interpretations and amendments, which have not been adopted early, are expected to have a material effect on the Company's future consolidated financial statements.

## **10. Risks and Uncertainties**

Mineral exploration is subject to a high degree of risk, which even a combination of experience, knowledge and careful evaluation may fail to overcome. These risks may be even greater in the Company's case given its formative stage of development.

Exploration activities are expensive and seldom result in the discovery of a commercially viable resource. There is no assurance that the Company's exploration will result in the discovery of an economically viable mineral deposit. The Company has generated losses to date and while the Company anticipates that it will have sufficient financial resources to pay its general and administrative expenses for the ensuing year, there is likely not sufficient capital to undertake new exploration programs without the need for additional capital. There is no assurance such additional funding will be available to the Company on commercially reasonable terms or at all. Additional equity financing may result in substantial dilution thereby reducing the marketability of the Company's shares. The Company's activities are subject to the risks normally encountered in the mining exploration business. The economics of exploring, developing and operating resource properties are affected by many factors including the cost of exploration and development operations, variations of the grade of any ore mined and the rate of resource extraction and fluctuations in the price of resources produced, government regulations relating to royalties, taxes and environmental protection and title defects. The degree of risk increases substantially where property interests are in the exploration, as opposed to, the development stage and are located in a foreign jurisdiction. All of the Company's property interests are located in Nicaragua and South Africa and are in the exploration or pre-exploration stage and without a known body of commercial ore. In addition, the Company's mineral resource properties have not been surveyed and may be subject to prior unregistered agreements, interests or land claims and title may be affected by undetected defects. The Company may also become subject to liability for hazards against which it is not insured. The mining industry is highly competitive in all its phases and the Company competes with other mining companies, many with greater financial and technical resources, in the search for, and the acquisition of, mineral resource properties and in the marketing of minerals. Additional risks include the current lack of any market for the Company's securities and the present intention of the Company not to pay dividends. Certain of the Company's directors and officers also serve as directors or officers of other public and private resource companies, and to the extent that such other companies may participate in ventures in which the Company may participate, such directors and officers of the Company may have a conflict of interest.

## **11. Outlook**

The successful acquisition of ASM has provided Tango Mining with the means to expand from a purely exploration focused organization to that of a mining concern with projects that currently generate free cash flow and have near term production. Some of the ASM entities have been operating in the precious metal, base metal, thermal coal and diamond industry for 18 years and the successful union of their existing operating know how and technical knowledge, with that of Tango Mining's understanding of the international finance markets, will allow management to grow the Company.

On December 1, 2014, the Company announced a decision to proceed with development of the Oena Mine following completion of a National Instrument (NI) 43-101 report that has also been filed on SEDAR.

The Company has now received its environmental permit for the El Santo Concession and will seek a partner to develop the property.

Tango Mining is also evaluating other opportunities in the resource sector and its vision is to become a diversified junior mining company with interests in precious and base metals, coal and diamond mining projects.

There is no assurance that a new transaction will be concluded, however, the evaluation of new assets is an ongoing activity.

### **Additional Information**

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).