MANAGEMENT'S DISCUSSION AND ANALYSIS

INTRODUCTION

The following is Management's Discussion and Analysis ("MD&A") of the consolidated financial condition and results of operations of Midas Gold Corp. ("Midas Gold" or the "Corporation") for the three and nine months ended September 30, 2017. This MD&A should be read in conjunction with Midas Gold's unaudited condensed consolidated interim financial statements ("Interim Financial Statements") for the three and nine months ended September 30, 2017 and consolidated financial statements for the year ended December 31, 2016, both of which were prepared in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting* ("IAS 34"), using accounting policies that are consistent with the International Financial Reporting Standards ("IFRS"), and the MD&A of Midas Gold for the year ended December 31, 2016. Additional corporate information, including Midas Gold's most recent Annual Information Form ("AIF") and other continuous disclosure documents can be accessed through the System for Electronic Document Analysis and Retrieval ("SEDAR") website at www.sedar.com and the Corporation's website at www.midasgoldcorp.com.

To the extent applicable, updated information contained in this MD&A supersedes older information contained in previously filed continuous disclosure documents. Information contained on the Corporation's website that is not incorporated by reference does not form part of this MD&A. This MD&A contains forward-looking statements that are based on certain estimates and assumptions and involve risks and uncertainties. Actual results may vary materially from management's expectations. See the "Forward-Looking Statements" and "Risks and Uncertainties" sections in this MD&A for further information. All "$" dollars in this MD&A are United States Dollars, unless specifically stated as "C$" which are Canadian Dollars.

The information in this MD&A is provided as at November 2, 2017.

OVERVIEW

Midas Gold was incorporated on February 22, 2011 under the Business Corporations Act of British Columbia. The Corporation was organized to locate, acquire and develop mineral properties located principally in the Stibnite – Yellow Pine mining district in Valley County, Idaho (the "District"). The Corporation's common shares trade on the Toronto Stock Exchange ("TSX"). The corporate office of Midas Gold is located at 890 - 999 West Hastings St, Vancouver, BC, V6C 2W2, Canada.

QUARTER HIGHLIGHTS

On September 7, 2017, the Corporation provided additional results from its 2017 drilling program at Stibnite. These most recent results comprise assays from two HQ diameter oriented core holes totalling 483 meters (1,585 feet) drilled for infill and mineral resource conversion purposes, and a single HQ diameter core hole totaling 107 meters (351 feet) drilled for geotechnical purposes. Geological models are currently being refined utilizing these and other supplemental information in preparation for updated resource estimates and feasibility study mine planning.

On September 18, 2017, the Corporation announced that seven federal, state and local agencies have entered into an agreement outlining their commitment to work together and coordinate their efforts to permit Midas Gold Idaho's Stibnite Gold Project ("Project"). The U.S. Forest Service ("USFS") (which is the lead permitting agency), U.S. Army Corps of Engineers, U.S. Environmental Protection Agency, Idaho Department of Lands, Idaho Department of Environmental Quality, the Idaho Governor's Office of Energy and Mineral Resources and Valley County signed the memorandum of understanding for the Project in early September.

FORWARD-LOOKING STATEMENTS

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation and "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 (collectively, "forward-looking information").

In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects", "budget", "estimates", "intends", "anticipates", "determine", "believes", "enhance" or "optimize", or variations or the negative of such words and phrases, or statements that certain actions, events or results "may", "could", "would", or "occur" or "be achieved" or the negative of these terms or comparable terminology. By their very nature, forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information.

Forward-looking information includes, but is not limited to, statements regarding:

- analyses and other information based on expectations of future performance and planned work programs;
- possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action;
- the impacts of recent drilling and other supplemental information on geologic models and resource estimates;
- timing, costs and potential success of future activities on the Corporation's properties, including but not limited to development and operating costs in the event that a production decision is made;
- potential success of exploration, development and environmental protection and remediation activities;
- future outlook and goals;
- permitting time lines and requirements, requirements for additional capital, requirements for additional water rights and the potential effect of proposed notices of environmental conditions relating to mineral claims;
- planned exploration and development of the properties and the results thereof;
- planned expenditures and budgets and the execution thereof;
- evaluation of the potential impact of future accounting changes; and
- estimates concerning recovery of accounts receivable, share-based compensation and carrying value of properties.

Statements concerning mineral resource and mineral reserve estimates may also be deemed to constitute forward-looking information to the extent that such statements involve estimates of the mineralization that may be encountered if a property is developed. Any forward-looking information contained herein is stated as of the date of this document and Midas Gold does not intend, and does not assume any obligation, to update such forward-looking information to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events unless required to do so by law or regulation.

With respect to forward-looking information contained herein, the Corporation has applied several material factors or assumptions including, but not limited to, certain assumptions as to production rates, operating cost, recovery and metal costs; that any additional financing needed will be available on reasonable terms; the exchange rates for the U.S. and Canadian currencies will be consistent with the Corporation's expectations; that the current exploration, development, environmental and other objectives concerning the Project can be achieved and that the Corporation's other corporate activities will proceed as expected; that the current price and demand for gold and other metals will be sustained or will improve; that general business and economic conditions will not change in a materially adverse manner and that all necessary governmental approvals for the planned exploration, development and environmental protection activities on the Project will be obtained in a timely manner and on acceptable terms; and the continuity of economic and political conditions and operations of the Corporation.

The forward-looking information contained herein is subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ materially from those expressed or implied by such forward-looking information. In addition to those discussed in the Corporation's public disclosure record, such risks and other factors include, among others, those related to:

- the industry-wide risks and project-specific risks identified in the PFS and summarized in the Corporation's news release dated December 15, 2014 and in the AIF dated February 23, 2017;

- fluctuations in capital markets and share prices;
- the Corporation's ability to obtain financing to advance its mineral properties and the expected use of proceeds;
- the Corporation's dependence on one mineral project;
- the Corporation's dependence on key personnel;
- the Corporation's operations and contractual obligations;
- changes in exploration programs based upon results of exploration;
- changes in estimated mineral reserves or mineral resources;
- future prices of metals;
- availability of third party contractors or equipment;
- failure of equipment to operate as anticipated;
- accidents, effects of weather and other natural phenomena and other risks associated with the mining industry;
- the Corporation's principal property being located in the US, including political, economic and regulatory uncertainty;
- environmental risks, including environmental matters under U.S. federal and Idaho rules and regulations;
- changes in environmental laws and regulations and changes in the application of standards pursuant to existing laws and regulations which may increase costs of doing business and restrict the Corporation's activities and operations;
- impact of environmental remediation requirements and the terms of existing and potential consent decrees on the Corporation's planned exploration and development activities on the Project;
- the Corporation's mineral properties being subject to prior unregistered agreements, transfers, or claims and other defects in title;
- community relations;
- delays in obtaining governmental approvals or financing;
- the nature of mineral exploration and mining and the uncertain commercial viability of certain mineral deposits;
- the Corporation's lack of operating revenues;
- governmental regulations and the ability to obtain necessary licenses and permits;
- currency fluctuations (particularly the Canadian dollar and United States dollar);
- estimates used in the Corporation's consolidated financial statements proving to be incorrect; and
- A cyber security incident that could adversely affect Midas Gold's ability to operate its business.

This is not an exhaustive list of the factors that may affect the Corporation's forward-looking information. Although the Corporation has attempted to identify important factors that could affect the Corporation and may cause actual actions, events or results to differ materially from those described in the forward-looking Information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking information. Accordingly, readers should not place undue reliance on such forward- looking information.

2017 OUTLOOK AND GOALS

During 2017, Midas Gold's objectives continue to be to advance the permitting process for the Project under the National Environmental Policy Act ("NEPA") and, in parallel, to advance the technical work and studies needed to support the completion of a feasibility study for the Project. For the feasibility study, Midas Gold is focused on enhancing metallurgical performance, optimizing resource estimates and de-risking the Project through geotechnical, geochemical, environmental and other work programs. In conjunction with the foregoing, Midas Gold continues to engage and consult with regulators, communities, tribes and other stakeholders in respect of the concepts for the Project set out in the Plan of Restoration and Operations (the "PRO") in order to ensure that plans for the restoration and redevelopment of the Project addresses concerns and issues to the extent environmentally, technically and commercially feasible.

The Corporation continues to balance the timing and prioritization of expenditures, looking to restrain expenditures while still with the intention of delivering the Corporation's major objectives in a timely and cost-effective manner.

RESULTS OF OPERATIONS

Net Loss and Comprehensive Loss

	Three Months Ended		Nine Months Ended	
	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
EXPENSES				
Consulting	$ 8,738	$ 4,909	$ 23,999	$ 8,280
Corporate salaries and benefits	169,525	150,556	483,864	554,071
Depreciation	92,699	230,687	564,507	796,660
Directors' fees	29,276	24,486	83,080	81,036
Exploration and evaluation	5,596,888	2,342,938	13,644,536	5,468,026
Office and administrative	51,543	46,475	126,530	198,874
Professional fees	24,864	11,779	118,663	71,140
Share based compensation	308,606	205,041	1,343,252	584,974
Shareholder and regulatory	84,842	74,711	314,260	222,924
Travel and related costs	50,991	25,437	121,600	85,826
OPERATING LOSS	$ 6,417,972	$ 3,117,019	$ 16,824,291	$ 8,071,811
OTHER (INCOME) EXPENSES				
Change in fair value of warrant derivative	$ (50,783)	$ (62,055)	$ (768,104)	$ 3,227,891
Change in fair value of convertible note derivative	(6,144,741)	(1,439,431)	(17,245,243)	33,128,624
Finance costs	584,586	506,591	1,641,342	1,620,214
Foreign exchange loss (gain)	2,231,142	(1,045,629)	4,064,046	(1,102,816)
Interest income	(90,030)	(20,069)	(236,575)	(49,493)
Total other expenses	$ (3,469,826)	$ (2,060,593)	$ (12,544,534)	$ 36,824,420
Net Loss and Comprehensive Loss	**$ 2,948,146**	**$ 1,056,426**	**$ 4,279,757**	**$ 44,896,231**

Net loss and comprehensive loss for Midas Gold for the three and nine-month periods ended September 30, 2017 was $2.9 million and $4.3 million respectively compared with a loss of $1.1 million and $44.9 million for the corresponding periods of 2016. This $40.6 million change for the nine months was primarily attributable to a $50.4 million increase in non-cash gains related to the change in the fair value of the embedded derivative ("Convertible Note Derivative") on the convertible notes ("Convertible Notes"), a $4.0 million increase in non-cash gains related to the change in fair value of the warrant derivative, and a $0.2 million increase in interest income. These gains were partially offset by a $8.2 million increase in exploration and evaluation expenses, a $0.8 million increase in share based compensation, and foreign exchange losses of $5.2 million as compared to the prior period. As noted above, for the three and nine months ended September 30, 2017, the Corporation's main focus was the continued evaluation and advancement of the Stibnite Gold Project.

An analysis of each line item follows.

Consulting
This expense relates to consulting services provided to the Corporation that do not relate to the exploration and evaluation of the Stibnite Gold Project. The expense for the nine months ended September 30, 2017 is higher than the comparable period in 2016 as a result of an IT consulting project that was undertaken.

Corporate Salaries and Benefits
This expense results from salaries and benefits of the employees that are not directly related to the exploration and evaluation

of the Stibnite Gold Project, primarily Canadian corporate employees. Salaries and benefits for the quarter ended September 30, 2017 are comparable to the same quarter in the prior year. This expense for the nine months ended September 30, 2017 is lower than the prior year due to short term incentive payments being incurred in Q1 2016 that related to 2015, however for 2016 short term incentive payments the costs were accrued in Q4 2016. In addition, there was a reduction in the corporate office headcount by one employee during the nine months ended September 30, 2017.

Depreciation

This expense relates to the depreciation of the Corporation's building and equipment. The expense for the current quarter and year-to-date is lower than the comparable periods in the previous year due to building and equipment being fully depreciated.

Directors' Fees

Each of the Corporation's non-executive directors is entitled to annual base fee of C$19,200 following a reduction in fees approved by the Board effective January 1, 2016, paid in quarterly installments, with the Chair of the Board, Chairs of Board Committees and Members of board committees receiving additional fees commensurate with each role. Additionally, on March 17, 2016, two independent directors were replaced by directors nominated by Paulson & Co. who have elected not to receive a fee. This expense for the three and nine months ended September 30, 2017 is consistent with the comparable periods in the previous year.

Exploration and Evaluation

This expense relates to all exploration and evaluation expenditures related to the Stibnite Gold Project, including labour, drilling, field office costs, engineering and environmental and sustainability costs. Efforts for the Project were scaled back during the first quarter in 2016 until the Corporation secured a financing package; in 2017 efforts were back to full scale to support the advancement of a feasibility study and the permitting process and a small drilling program for geotechnical and resource optimization, all of which resulted in an $8.2 million increase in expenditures over the prior nine-month period spread throughout each department. Additional details of expenditures incurred are as follows:

	Three Months Ended		Nine Months Ended	
	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
Exploration and Evaluation Expenditures				
Consulting and labor cost	1,030,928	763,378	3,140,632	2,378,667
Drilling	615,204	202,280	1,340,949	202,280
Field office and drilling support	673,202	424,504	1,660,645	868,458
Engineering	745,958	142,830	1,905,964	255,322
Permitting environment & sustainability	2,531,596	809,945	5,596,346	1,763,077
Geochemistry and geophysics	-	-	-	222
	$ 5,596,888	$ 2,342,938	$ 13,644,536	$ 5,468,026

Office and Administrative

This expense is primarily made up of costs associated with the maintenance of an office in Vancouver, BC. The costs for the three months ended September 30, 2017 are consistent with the comparative period in the prior year. The costs for the nine months ended September 30, 2017 are lower than the prior year primarily due to a donation made in lieu of employee bonus during Q1 2016 and a reduction in rent expense subsequent to moving to a smaller office.

Professional Fees

This expense relates to the legal and accounting costs of the Corporation. The costs for the three and nine months ended September 30, 2017 are higher than the comparative period in the prior year primarily due to legal fees in relation to the maintenance of the Convertible Notes.

Share Based Compensation

This expense is due to the compensation of directors, officers, employees and consultants that are share based. Shared based compensation for the three and nine months ended September 30, 2017 is higher than the comparative periods in 2016 due to an increased number of options granted in the period. The fair value of options granted is estimated at the time of the grant using the Black-Scholes option pricing model which uses various assumptions that are outlined in the Corporation's condensed consolidated interim financial statements for the quarter ended September 30, 2017. The fair value of each option granted in 2017 has increased with the increased price of the Corporation's common shares.

Shareholder and Regulatory
This expense is associated with marketing, licenses and fees, and shareholder communications. The expense for the current quarter is comparable to the same quarter in the previous year, while the expense for the nine months ended September 30, 2017 is higher than the comparative period from the prior year due to an increase in conference fees, AGM costs due to a large increase in number of shareholders, and fees paid to Euro Pacific Capital, Inc. as PAL for the OTCQX listing.

Travel and Related Costs
This expense is a result of travel and meal costs of the Corporation's directors, officers, employees and consultants whilst undertaking business on behalf of the Corporation. The expense for the three and nine-months ended September 30, 2017 is higher than the comparable periods in the previous year for attendance at various conferences throughout the US and overseas.

Change in Fair Value of Warrant Derivative
The Corporation has issued warrants in various financing transaction since 2013, all with exercise prices denominated in Canadian dollars. The Corporation determined that warrants with an exercise price denominated in a currency that is different from the entity's functional currency should be classified as a derivative and carried at their fair value. Any changes in their fair value from period to period have been recorded as a gain or loss in the consolidated statement of net loss and comprehensive loss. There are no circumstances under which Midas Gold will be required to pay cash upon exercise or expiry of the warrants or finder's options (see Note 5 in the Interim Financial Statements).

Change in Fair Value of Convertible Note Derivative Liability
The Corporation issued Convertible Notes in March 2016 with an exercise price denominated in Canadian dollars. The Corporation determined that the Convertible Notes with an exercise price denominated in a currency that is different from the entity's functional currency should be classified as a derivative and carried at their fair value. Any changes in their fair value from inception to balance date have been recorded as a gain or loss in the consolidated statement of net loss and comprehensive loss. The Convertible Note Derivative is valued at fair value in accordance with IFRS. The change in fair value is due to a decrease in the Corporation's share price. There are no circumstances in which the Corporation would be required to pay cash upon conversion of the Convertible Notes (see Note 7 in the Financial Statements).

Finance Costs
As a result of the issuance of the Convertible Note Derivative described above, the Corporation incurred costs associated with financing. In the current quarter, finance costs are primarily made up of accretion and interest expenses and are higher than the comparable period in 2016 due to the compounding interest on the principal balance of the Convertible Notes. For the nine months ended September 30, 2017 finance costs are primarily made up of accretion and interest expenses, while finance costs in the comparative period in the prior year are primarily made up of note issuance costs, accretion and interest expenses.

Foreign Exchange
This loss is a result of the translation of the Corporation's Canadian dollar denominated balances as at September 30, 2017, primarily on the Convertible Notes and the Convertible Note Derivative. Foreign exchange losses have increased from the comparative three and nine months ended 2016 due to the change in the value of the Canadian dollar compared to the US dollar.

Interest Income
This income results from interest received on the Corporation's cash balances. Interest income increased in the three and nine months ended September 30, 2017 compared to the same periods in the prior year as a result of higher average cash balances.

Balance Sheet

An analysis of the September 30, 2017 and December 31, 2016 statements of financial position of the Corporation follows.

Total Assets

Total assets decreased during the nine months ended September 30, 2017 from $109.0 million to $97.0 million primarily as a result of cash used in operations to fund the Stibnite Gold Project, partially offset by cash received for the exercise of warrants during the second quarter.

Equity

Equity increased during the nine months ended September 30, 2017 from $37.5 million to $38.1 million primarily as a result of the exercise of warrants during Q2 2017 and the share based compensation expense from the offerings in 2017, partially offset by the year-to-date loss.

Total Liabilities

Total liabilities decreased during the nine months ended September 30, 2017 from $71.5 million to $58.9 million, primarily as a result of the change in fair value of the Convertible Note Derivative, which decreased from $49.0 million at December 31, 2016 to $34.6 million at September 30, 2017, and the warrant derivative, which decreased from $1.9 million at December 31, 2016 to $0.3 million at September 30, 2017. The Convertible Note Derivative and warrant derivative are valued at fair value in accordance with IFRS. There are no circumstances in which the Corporation would be required to pay cash upon conversion of the Convertible Notes or warrants (see Notes 5 and 6 in the Interim Financial Statements).

Cash Flows

Midas Gold's net change in cash and cash equivalents for the three months ended September 30, 2017 was an outflow of $6.2 million (2016 - $2.1 million). The net change in cash and cash equivalents for the nine months ended September 30, 2017 was an outflow of $11.9 million (2016 - $35.5 million inflow). The net outflows from operating and investing activities during the first nine months of 2017 were partially offset by inflows from financing activities.

Operating cash outflows for the three and nine months ended September 30, 2017 were $6.1 million and $14.5 million respectively (2016 - $2.5 million and $6.7 million respectively) and Financing cash flows for the three and nine months ended September 30, 2017 were $0 and a $2.6 million inflow, respectively (2016 – $0.8 million and $42.6 million inflows, respectively).

QUARTERLY RESULTS

The net loss and comprehensive loss of Midas Gold for the previous eight calendar quarterly periods is tabulated below.

Quarter Ended	Revenue	Net Loss and Comprehensive Loss	Basic and Diluted Loss per Share	Total Assets	Long Term Liabilities	Cash Dividend
	$	$	$	$	$	$
September 30, 2017	-	(2,948,146)	(0.02)	97,010,277	57,075,780	-
June 30, 2017	-	(655,226)	(0.00)	103,230,928	60,255,582	-
March 31, 2017	-	(676,383)	(0.00)	104,662,545	64,708,086	-
December 31, 2016	-	(1,266,823)	(0.01)	109,030,690	68,381,594	-
September 30, 2016	-	(1,056,426)	(0.01)	111,927,929	71,386,111	-
June 30, 2016	-	(40,358,417)	(0.23)	113,855,019	73,438,810	-
March 31, 2016	-	(3,481,387)	(0.02)	116,391,793	38,475,260	-
December 31, 2015	-	(2,450,829)	(0.02)	76,587,908	-	-

The Corporation has had relatively consistent operating losses over the past two years, the most significant variances to the net loss and comprehensive loss is the change in the fair value of the warrant derivative, the Convertible Note Derivative and foreign exchange losses on the Convertible Notes and Convertible Note Derivative. Exploration and evaluation expenditures create variances dependent on the nature of the work that is being completed in each quarter. The long-term liability includes the Convertible Note Derivative, which is valued at fair value in accordance with IFRS. There are no circumstances in which the Corporation would be required to pay cash upon conversion of the Convertible Notes (see Note 6 in the Interim Financial Statements).

CAPITAL RESOURCES AND LIQUIDITY

Capital resources of Midas Gold consist primarily of cash and liquid short-term investments. As at September 30, 2017, Midas Gold had cash totaling approximately $25.3 million, approximately $0.4 million in other current assets and $1.5 million in trade and other payables.

Midas Gold has sufficient funds to continue to advance the Stibnite Gold Project and plans to do so by:

- Continue to engage with Project stakeholders to provide those stakeholders with the opportunity to provide further input into the Project, possible options and alternatives;
- Continuing to collect environmental baseline data in support of the current regulatory processes;
- Continuing to undertake further technical optimisations, including those outlined in the recommendations section of the Pre-Feasibility Study in support of the completion of a feasibility study;
- Better defining the mineral resource based on recently completed additional drilling and other supplemental information; and
- Advancing the regulatory process for the restoration and redevelopment of the Project, including the repair of legacy impacts and operation of a modern mining and processing facility that will provide a social and economic benefit to the local community.

Midas Gold has a current liability of $0.3 million related to the warrant derivative. There are no circumstances under which Midas Gold will be required to pay any cash upon exercise or expiry of the warrants (see Note 5 in the Interim Financial Statements).

Midas Gold has long term liabilities of $57.1 million related to the Convertible Notes and the related embedded derivative. The Convertible Note Derivative is valued at fair value in accordance with IFRS. There are no circumstances in which the Corporation would be required to pay cash related to the $34.6 million Convertible Note Derivative upon conversion of the Convertible Notes (see Notes 6 and 7 in the Interim Financial Statements).

Midas Gold does not anticipate the payment of dividends in the foreseeable future.

It is management's opinion, based on the Corporation's current liquidity position, that the Corporation will have sufficient assets to discharge its liabilities as they become due, to advance the Stibnite Gold Project in 2017 and to meet its administrative and overhead requirements for more than a year.

Contractual Obligations

Office Rent
The Corporation entered into various lease agreements for office and storage space. The total rent obligation over the next five years is $382,235, with $216,723 due within one year and $165,513 due after one year but not more than five years.

Mining Claim Assessments
The Corporation currently holds mining claims on which it has an annual assessment obligation of $235,000 to maintain the claims in good standing. The Corporation is committed to these payments indefinitely. Related to the Mining Claim Assessments is a $168,000 bond related to the Corporation's exploration activities.

Option Payments on Mining Claims
The Corporation is obligated to make option payments under an option to purchase agreement with the owners for a group of private land parcels comprising the Cinnabar property block. As at September 30, 2017, the remaining option payments due on the Cinnabar property are $200,000, which will be paid over the next five years. The new agreement includes the right to extend the option period up to 20 years.

OFF BALANCE SHEET ARRANGEMENTS

The Corporation has no off balance sheet arrangements as of September 30, 2017 and the date of this MD&A.

RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

During the three and nine months ended September 30, 2017 and 2016, compensation of directors and officers and other key management personnel who have the authority and responsibility for planning, directing and controlling the activities of the Corporation was:

	Three Months Ended		Nine Months Ended	
	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
Salaries and benefits	250,412	175,884	700,414	584,772
Share based compensation	118,086	66,571	531,300	282,300
	$ 368,498	$ 242,455	$ 863,216	$ 867,071

No post-employment benefits, termination benefits, or other long-term benefits were paid to or recorded for key management personnel during the three-month periods ended September 30, 2017 and 2016.

There were no balances outstanding with related parties at September 30, 2017.

MINERAL PROPERTIES

Stibnite Gold Project

The Corporation's property holdings at the Stibnite Gold Project are comprised of a contiguous package of unpatented federal lode claims, unpatented federal mill site claims, patented federal lode claims and patented mill site claims. As of September 30, 2017, this land position encompassed approximately 11,548 hectares held in 1,518 unpatented lode and mill site claims and patented land holdings. The Corporation acquired these rights through a combination of transactions and staking, and holds a portion under an option agreement. Bureau of Land Management payment in lieu of assessment claim rental fees, filings and the claims are all in good standing. Normal maintenance and upkeep of the Project infrastructure continued during the quarter.

Permitting for Development

On December 13, 2016, the U.S. Forest Service reported that it had determined that the PRO filed by Midas Gold Idaho, Inc. on September 21, 2016 for the restoration, re-development and operation of the Stibnite Gold Project in Valley County, Idaho met the requirements for a plan of operations under U.S. Forest Service regulations. With this determination, the U.S. Forest Service has confirmed that Midas Gold provided sufficient information in the PRO to commence the formal review of the Stibnite Gold Project under the National Environmental Policy Act ("NEPA"). The U.S. Forest Service published a Notice of Intent ("NOI") to prepare an Environmental Impact Statement ("EIS") on June 5, 2017, opening a 45-day scoping period that includes public meetings and opportunities to submit written comments. Public scoping was completed during the quarter and the regulatory agencies are reviewing comments to establish items for analyses under NEPA. As previously reported, seven federal, state and local agencies entered into an agreement outlining their commitment to work together and coordinate their efforts to permit Midas Gold Idaho's Stibnite Gold Project ("Project").

District Exploration

As previously reported, during the first quarter of 2017, the Corporation completed the drill program that was initiated in the previous year which program had the objective of the drill program of enhancing and de-risking the mineral resource associated with the Project. The winter drilling program consisted of fourteen HQ diameter oriented core holes totalling 2,224 meters (7,296 feet). Drilling resumed in June 2017 and continued through the end of the quarter in the Hangar Flats area and is designed to address a mix of mineral resource enhancement and de-risking, as well as geotechnical, objectives.

Other activities continued with efforts directed at updating geological, alteration and structural modelling of the mineral resources. During the quarter, additional geotechnical studies were initiated along the proposed access route.

Environmental and Other Matters Pertaining to Stibnite Gold

The Project is located in a historic mining district with extensive and widespread exploration and mining activity, and related environmental effects, spanning nearly 100 years from the early 1900s until today. Actions by prior operators and government agencies have addressed some of the historic environmental issues, but extensive disturbance and effects remain.

For additional disclosure on Environmental and Other Matters refer to the Corporation's Annual Information Form for the years ended December 31, 2016 and December 31, 2015, the prospectus dated June 30, 2011 and the short form prospectus dated March 8, 2012. The Corporation is, and in future will continue to be, subject to federal, state and local statutes, rules and regulations related to, among other things, environmental protection, site access and construction activities. The environmental effects, if any, of current and future activities will be monitored and, where appropriate, mitigated and reclaimed by the Corporation.

A number of environmental studies and regulatory investigations in the District identified numerous areas of potential environmental degradation related to past mining. In the past, regulatory actions under the *Comprehensive Environmental Response, Compensation, and Liability Act* ("CERCLA"), the *Resource Conservation and Recovery Act* ("RCRA") and state law have been taken by the U.S. Environmental Protection Agency ("EPA"), the U.S. Forest Service and the Idaho Department of Environmental Quality against historic mining operators. All of these regulatory activities and related clean- up programs pre-date any ownership or activity by the Corporation. Prior to its acquisitions in the District, the Corporation conducted appropriate due diligence, comprising formal assessments of the properties comprising the Project, in order to mitigate potential liabilities related to past disturbance.

Consent Decrees under CERCLA

Several of the patented lode and mill site claims acquired by subsidiaries of Midas Gold in the areas of the West End mill site claims previously used for processing operations are subject to a consent decree, which covers certain environmental liability and remediation responsibilities with respect to such claims. The consent decree provides the regulatory agencies (that were party to the agreement) access and the right to conduct remediation activities under their respective CERCLA and RCRA authorities as necessary and to prevent the release or potential release of hazardous substances. The consent decree also requires that heirs, successors and assigns refrain from activities that would interfere with or adversely affect the integrity of any remedial measures implemented by government agencies. Several of the patented claims in the Hangar Flats and Yellow Pine properties acquired by subsidiaries of Midas Gold are also subject to a consent decree between the previous owner of those claims and the United States, which imposes certain obligations on that previous owner, including that the previous owner will cooperate with the U.S. Environmental Protection Agency and U.S. Forest Service in those agencies' efforts to secure any government controls necessary to implement response activities.

Plans for the Environmental Issues

The Corporation expects to address areas of existing environmental concern as part of the permitting process for any future mining operations. The Corporation recognizes the need to maintain the current designated uses, to improve water quality, wildlife and aquatic habitat where practicable and to reduce sediment loads in the Project area wherever feasible as a component of its ongoing activities, as well as to provide for future mining activities, should they occur.

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

Critical Accounting Estimates and Judgments

The preparation of financial statements requires management to make estimates and judgments about the future. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results.

Accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities within the next financial year. Critical estimates used in the preparation of these consolidated financial statements include, among others, the useful lives of buildings and equipment, valuation of assets, valuation of share based compensation, warrant and Convertible Note Derivatives, mineral resource estimates and the recoverable amount of exploration and evaluation expenditures.

Accounting judgments are judgments for accounting policies that have been identified as being complex or involving subjective judgments or assessments. Critical accounting judgments include the accounting for its exploration and evaluation assets, recognition of deferred tax assets or liabilities, functional currency, fair value of the Convertible Note Derivative, expected economic lives of and the estimated future operating results and net cash flows from buildings and equipment and exploration and evaluation assets.

FINANCIAL INSTRUMENTS

The Corporation’s cash balance decreased from $37,180,354 at December 31, 2016 to $25,256,533 at September 30, 2017. There have been no other significant changes in the Corporation’s financial instruments since December 31, 2016, with the exception of the warrant derivative and the change in fair value of the Convertible Note Derivative, which are discussed in Results of Operations.

OUTSTANDING SHARE DATA

	November 2, 2017	**September 30, 2017**
Common shares issued and outstanding	186,356,265	186,306,515
Options outstanding	14,318,000	14,552,750
Warrants outstanding	2,000,000	2,000,000
Shares issuable on conversion of Convertible Note	140,955,666	140,955,666
Total	343,629,931	343,814,931

DISCLOSURE CONTROL AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING

The Corporation’s management, under the supervision of the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), has designed disclosure controls and procedures (“DC&P”) and internal control over financial reporting (“ICFR”), as defined in National Instrument 52-109, *Certification of Disclosure in Issuers’ Annual and Interim Filings*, based on the *Internal Control – Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

DC&P are designed to provide reasonable assurance that material information relating to the Corporation is made known to the CEO and CFO during the reporting period and the information required to be disclosed by the Corporation is recorded, processed, summarized and reported in a timely and appropriate manner. ICFR is designed to provide reasonable assurance regarding the reliability of financial reporting for external purposes in accordance with international financial reporting standards. Due to the inherent limitations associated with any such controls and procedures, management recognizes that, no matter how well designed and operated, they may not prevent or detect misstatements on a timely basis.

The Corporation’s management, under the supervision of the CEO and CFO, has evaluated the design effectiveness of its DC&P and ICFR and concluded that, as of September 30, 2017, they are effective in providing reasonable assurance regarding required disclosures and the reliability of external financial reporting.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

National Instrument 52-109 also requires Canadian public companies to disclose any changes in ICFR during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, ICFR. No changes were made to the Corporation's ICFR in the three months ended September 30, 2017 which have materially affected, or are reasonably likely to materially affect, ICFR.

EXTRACTIVE SECTOR TRANSPARENCY MEASURE ACT – REPORTING

In accordance with Canada's Extractive Sector Transparency Measures Act (the "Act") that was enacted on December 16, 2014 and brought into force on June 1, 2015, that is intended to contribute to global efforts to increase transparency and deter corruption in the extractive sector. Midas Gold reports that for the three and nine months ended September 30, 2017, it has made payments of fees and taxes, as defined by the Act, of US$167,510 and US$362,286 respectively, to the government entities below. The Act only requires payments greater than C$100,000 to be reported and the Corporation will follow these requirements, however the below is provided for additional transparency.

Quarter	Payee	Details	Amount
2017 Q1	Idaho Department of Lands	Reimbursement of expenditures related to water quality testing at the Stibnite Gold Project	$45,047
	US Forest Service	Reimbursement of salary and operating expenses for the USFS to oversee the EIS process for the Stibnite Gold Project for the first half of the year	$94,682
2017 Q2	Idaho Department of Lands	Reimbursement of expenditures related to water quality testing at the Stibnite Gold Project	$45,047
	City of Donnelly	Donation for city park	$10,000
2017 Q3	Bureau of Land Management	Annual land claims fees for 1,510 claims.	$235,290
	US Forest Service	Reimbursement of salary and operating expenses for the USFS to oversee the EIS process for the Stibnite Gold Project for the second half of the year	$80,564
	Idaho Department of Lands	Reimbursement of expenditures related to water quality testing at the Stibnite Gold Project	$61,047
	Idaho Department of Water Resources	Reimbursement of expenditures related to the stream gaging program at the Stibnite Gold Project	$25,900
	Total		$597,577

USE OF PROCEEDS

The Corporation received net proceeds of $41.4 million in March 2016 related to the issuance of Convertible Notes and common shares through a private placement. At the time, the Corporation had approximately $3.0 million in cash on hand. For the purposes of this use of proceeds statement it is assumed that funds on hand were utilised by June 30, 2016 and that the proposed use of proceeds will be compared to expenditures from July 1, 2016 onwards. See below for the actual use of proceeds as of September 30, 2017:

Expense Category (in millions)	**Proposed Use of Proceeds**	**Actual Use of Proceeds**	**Remaining to be Spent / Difference**
Baseline Data Collection & Land Title	$ 8.3	$ 3.4	$ 4.9
Permitting and Regulatory	8.3	3.9	4.4
Technical Studies, FS and Exploration (i)	12.4	10.6	1.8
Legal and Sustainability	4.1	1.8	2.3
Corporate Costs and Working Capital	8.3	2.7	5.6
	$ 41.4	$ 22.4	$ 19.0

(i) Subsequent to the March 2016 financing, the Board approved an additional $1.4 million to the drilling budget over the life of the Project. This increase was funded by the proceeds from exercise of warrants that expired on May 20, 2017. As a result, the actual use of proceeds for Technical Studies, FS & Exploration includes the additional drilling expenditures.

RISKS AND UNCERTAINTIES

Midas Gold is subject to a number of significant risks due to the nature of its business and the present stage of its business development. Only those persons who can bear risk of the entire loss of their investment should invest in the Corporation's common shares, convertible debentures, warrants, options or other securities.

Midas Gold's failure to successfully address such risks and uncertainties could have a material adverse effect on its business, financial condition and/or results of operations, and the future trading price of its common shares may decline and investors may lose all or part of their investment. Midas Gold cannot give assurance that it will successfully address these risks or other unknown risks that may affect its business. Estimates of mineral resources and mineral reserves are inherently forward-looking statements subject to error. Although mineral resource and mineral reserve estimates require a high degree of assurance in the underlying data when the estimates are made, unforeseen events and uncontrollable factors can have significant adverse or positive impacts on the estimates. Actual results will inherently differ from estimates. The unforeseen events and uncontrollable factors include: geologic uncertainties including inherent sample variability, metal price fluctuations, variations in mining and processing parameters, and adverse changes in environmental or mining laws and regulations. The timing and effects of variances from estimated values cannot be accurately predicted.

Below is a brief summary of some of Midas Gold's risks and uncertainties. These risk factors are not a definitive list of all risk factors associated with an investment in the common shares of Midas Gold or in connection with the Corporation's operations. The following summary should be read in conjunction with the Corporation's Annual Information Form for the year ended December 31, 2016 available under the Corporation's profile on SEDAR at www.sedar.com.

<u>Industry Risks</u>

- Metal prices have fluctuated widely in the past and are expected to continue to do so in the future, which may adversely affect the amount of revenues derived from the future production of mineral reserves.
- Global financial markets can have a profound impact on the global economy in general, and on the mining industry in particular.
- Mineral exploration and development in the United States is subject to numerous regulatory requirements on land use.
- Resource exploration and development is a high risk, speculative business.
- Mineral exploration and development is subject to numerous industry operating hazards and risks, many of which are beyond Midas Gold's control and any one of which may have an adverse effect on its financial condition and operations.
- Mineral exploration and development activities are subject to geologic uncertainty and inherent variability.
- The quantification of mineral resources and mineral reserves is based on estimates and is subject to great uncertainty.
- Increased operating and capital costs may adversely affect the viability of existing and proposed mining projects.

<u>The Corporation's Risks</u>

- Midas Gold will need to raise additional capital though the sale of its securities or other interests, resulting in dilution to the existing shareholders and, if such funding is not available, Midas Gold's operations would be adversely affected.
- Midas Gold has an obligation to repay the outstanding principal under the Convertible Notes issued in March 2016 by the seventh anniversary of their issuance; on or before that date Midas Gold either needs to have arranged sufficient funding to repay the outstanding principal or to have converted the notes into common share in accordance with the terms of the Convertible Notes.
- Future sales of Midas Gold's common shares into the public market by holders of Midas Gold options and warrants may lower the market price, which may result in losses to Midas Gold's shareholders.

- Midas Gold is subject to numerous government regulations which could cause delays in carrying out its operations, and increase costs related to its business.
- Midas Gold’s current and future permits to conduct activities at the Stibnite Gold Project could be challenged during regulatory processes or in the courts by third parties and such challenges may delay or prevent the Corporation from meeting its objectives.
- Midas Gold has not completed an environmental impact statement, nor has it received the necessary permits for water or explosives to conduct mining operations.
- Midas Gold’s activities are subject to environmental liability.
- Midas Gold faces substantial competition within the mining industry from other mineral companies with much greater financial and technical resources and Midas Gold may not be able to effectively compete.
- Midas Gold’s exploration efforts may be unsuccessful.
- Midas Gold’s mineral resource and mineral reserve estimates may not be indicative of the actual gold that can be mined.
- Midas Gold has a limited history as an exploration company and does not have any experience in putting a mining project into production.
- Midas Gold expects to continue to incur losses and may never achieve profitability, which in turn may harm the future operating performance and may cause the market price of Midas Gold’s common shares to decline.
- Midas Gold’s title to its mineral properties and its validity may be disputed in the future by others claiming title to all or part of such properties.
- Midas Gold’s ability to explore and, if warranted, develop its mineral claims may be impacted by litigation or consent decrees entered into or proposed to be entered into by previous owners of mineral rights that now comprise the Project, related to disturbance related to past mining and exploration activities.
- Midas Gold depends on key personnel for critical management decisions and industry contacts but does not maintain key person insurance.
- Midas Gold does not have a full staff of technical people and relies upon outside consultants to provide critical services.
- Certain Midas Gold directors also serve as officers and/or directors of other mineral resource companies, which may give rise to conflicts.
- Midas Gold has no history of paying dividends, does not expect to pay dividends in the immediate future and may never pay dividends.
- Midas Gold’s business involves risks for which Midas Gold may not be adequately insured, if it is insured at all.
- A shortage of supplies and equipment could adversely affect Midas Gold’s ability to operate its business.
- A cyber security incident could adversely affect Midas Gold’s ability to operate its business.