SKEENA RESOURCES LIMITED
Management Discussion and Analysis
December 31, 2014

MANAGEMENT DISCUSSION AND ANALYSIS

ANNUAL and 4TH QUARTER ENDED DECEMBER 31, 2014

*This Management Discussion and Analysis ("MD&A") is intended to supplement Skeena Resources Limited's (the "Company" or "Skeena") audited consolidated financial statements and related notes for the year ended December 31, 2014. This report is as at **April 28, 2015***

All monetary amounts are in Canadian dollars unless otherwise specified.

The above referenced consolidated financial statements and the Company's other public filings can be found on SEDAR at (www.sedar.com).

INTRODUCTION

The MD&A has been prepared by management and reviewed and approved by the Board of Directors on April 28, 2015. The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2014 and December 31, 2013. The information provided herein supplements but does not form part of the consolidated financial statements. This discussion covers the year and the subsequent period up to the date of issue of this MD&A. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

FORWARD LOOKING STATEMENTS

Certain information included in this MD&A contains forward-looking statements or forward-looking information within the meaning of applicable Canadian securities laws, including, without limitation, in respect of the Company's priorities, plans and strategies and the Company's anticipated financial and operating performance and prospects. All statements and information, other than statements of historical fact, included in or incorporated by reference into this MD&A are forward-looking statements and forward-looking information, including, without limitation, statements regarding activities, events or developments that we expect or anticipate may occur in the future. Such forward-looking statements and information can be identified by the use of forward-looking words such as "will", "expect", "intend", "plan", "estimate", "anticipate", "believe" or "continue" or similar words and expressions or the negative thereof. There can be no assurance that the plans, intentions or expectations upon which such forward-looking statements and information are based will occur or, even if they do occur, will result in the performance, events or results expected.

We caution readers of this MD&A not to place undue reliance on forward-looking statements and information contained herein, which are not a guarantee of performance, events or results and are subject to a number of risks, uncertainties and other factors that could cause actual performance, events or results to differ materially from those expressed or implied by such forward-looking statements and information. These factors include: the Company's ability to complete the acquisition of the Spectrum property or obtain shareholder approval or TSXV acceptance of the transaction; the ability to obtain work permits; changes in priorities, plans, strategies and prospects; general economic, industry, business and market conditions; changes in law; the ability to implement business plans and strategies, and to pursue business opportunities; rulings by courts or arbitrators, proceedings and investigations; disruptions or changes in the credit or securities markets; inflationary pressures; and various other events, conditions or circumstances that could *disrupt Skeena's priorities, plans, strategies and prospects.*

Shareholders are cautioned that all forward-looking statements and information involve risks and uncertainties, including those risks and uncertainties set out above and as detailed in Skeena's continuous disclosure and other filings with applicable Canadian securities regulatory authorities, copies of which are available on SEDAR at www.sedar.com. The Company undertakes no obligation to publicly release the results of any revisions to forward-looking statements and information that may be made to reflect events or circumstances after the above-stated date or to reflect the occurrence of unanticipated events

THE COMPANY

Skeena Resources Limited ("the Company") is a mineral exploration stage corporation that owns a 100% interest in the Tropico copper-platinum-palladium-gold project in Sinaloa State, Mexico. During 2014, the Company completed the acquisition of a 100% interest in the Spectrum gold and copper exploration property in northwest British Columbia ("Spectrum Property").

The Company is a reporting issuer in British Columbia, Alberta and Saskatchewan. The Company trades on the TSX Venture Exchange under the symbol SKE.

DEVELOPMENTS IN THE YEAR 2014

During the year ended December 31, 2014, the Company was successful in raising over $3 million during tough market conditions based on the merits of the Spectrum Property and the Company's plans to advance the project.

On April 21, 2015, the Company announced a non-brokered private placement to raise $4 million in a combination of flow through shares and non-flow through shares issuances priced at $0.08 and $0.06 per share respectively.

SPECTRUM PROPERTY TRANSACTION

On September 24, 2014, the Company acquired all of the issued common shares of Seeker Resources Corp. for cash considerations of $20,000 and US $40,000. The primary asset acquired was a $20,000 reclamation bond held with the British Columbia Ministry of Energy, Mines and Petroleum Resources for Spectrum Property. The bond allowed the Company to commence its drilling program on the Spectrum Property. The Company recognized the $20,000 as a deposit and expensed the US $40,000 as an exploration and evaluation expenditure.

On October 27, 2014, the Company completed the acquisition of a 100% interest in the Spectrum Property British Columbia in exchange for 80,000,000 common shares at a deemed issue price of $0.06 per common share, of which 64,000,000 common shares were issued to Eilat Exploration Ltd. ("Eilat") and 16,000,000 common shares were issued to Keewatin Consultants (2002) Inc. ("Keewatin"), together with an interest free promissory note payable to Eilat in the amount of $700,000. In connection with the closing of the acquisition, Eilat assigned the promissory note to Keewatin in satisfaction of certain outstanding debt as between the parties. The promissory note, along with $342,000 in additional debt outstanding with the Company to Keewatin, was converted to common shares of the Company at a deemed issue price of $0.075 per common share pursuant to a debt settlement agreement between the Company and Keewatin, resulting in the issuance of 9,333,333 common shares for the promissory note and 4,560,000 common shares for the debt settlement to Keewatin at a share price of $0.075 per share. The 64,000,000 common shares acquired by Eilat and the 29,893,333 common shares acquired by Keewatin are equal to 40.0% and 18.7%, respectively, of the issued and outstanding common shares of the Company.

Under the policies of the Exchange, an aggregate of 99,018,452 common shares, 400,000 incentive stock options and 200,000 warrants to purchase common shares held by insiders of the Company were deposited with Computershare Investor Services Inc. as escrow agent and will be released over a 36 month period. As at April 28, 2015, 74,263,839 shares, 300,000 options and 150,000 warrants remain in escrow. The common shares held by Eilat and Keewatin are further subject to a pooling agreement that includes a voting trust over such shares, which will be controlled by Skeena's chairman, Ron Netolitzky. Throughout the pooling period, Skeena retains a right-of-first-offer to find a purchaser, at the prevailing volume-weighted average price on the Exchange, with respect to sales of blocks of common shares having a value of more than $250,000.

MINERAL PROPERTY INTERESTS

Spectrum Gold-Copper Prospect, Northwest British Columbia

The 100% owned 3,580 hectare Spectrum Gold property is situated approximately 37 km west of Imperial Metals' Red Chris Mine and 16 km west-northwest of the NGEx/Teck GJ deposit in northwest British Columbia.

The property contains more than 10 different occurrences of high-grade sulphide-gold mineralization, spatially associated with steeply-dipping fracture and brecciated zones contained within a broad area of propyllitic and potassic-altered Stuhini Group intermediate volcanics and volcaniclastic rocks at the contact zone of a dike-like monzonite intrusion of Jurassic age. This is the same type of geological setting as many of the major copper-gold deposits in the Golden Triangle area of northwest British Columbia.

An N.I. 43-101 compliant technical report by Mr. Jacques Stacy, M.Sc., P.Geol of Taiga Consultants Ltd., dated August 5, 2014 and entitled "Evaluation and Technical Report on the Spectrum Gold Property, Liard Mining Division, BC" is available on the Company website and on SEDAR at www.sedar.com.

<u>Exploration program</u>

In late September 2014, a due diligence program of diamond drilling, limited geological mapping and prospecting, detailed GPS surveying, and re-sampling of on-site historic drill core was completed under the direction of Jacques Stacey. During the month of October, nine NQ diameter diamond drill holes were completed from 4 separate drill platforms for a cumulative total of 1,940 metres. 1,088 core samples were obtained from the program as well as a further 250 samples of split-core from the available historic material.

As a consequence of the late seasonal start, the program was limited to confirmation drilling in the Central Zone, to verification sampling of historic core, and to investigation of those physical aspects of project planning for next season that require permitting lead time. The drill targeting was primarily based on investigating the downward continuity of the Central Zone with intercepts generally at 30 to 50 metres below prior intersections of interest along a strike length of approximately 500 metres.

The drill assay results were news released on December 11, 2014 and January 14, 2015. Seven of the nine holes intersected significant gold mineralization demonstrating that both the Central Zone and the 500 Colour Zone remain open at depth. A summary of the better intercepts follows:

04-SP-003: **23.84 g/t Au over 6.5 m**, including **40.43 g/t Au over 3.5 m**
14-SP-004: **10.63 g/t Au over 27.0 m**, including **66.00 g/t Au over 2.0 m**

and **20.4 g/t Au over 2.0 m**, **9.2 g/t Au over 2.0 m**, **8.0 g/t Au over 2.0 m**
and **22.7 g/t Au over 2.0 m**
14-SP-005: **18.60 g/t Au over 2.0 m** and **7.32 g/t Au over 2.0 m**
14-SP-006: **43.80 g/t Au over 2.0 m**
14-SP-007: **9.50 g/t Au over 2.0 m**
14-SP-008: **4.58 g/t Au over 9.0 m**
14-SP-009: **13.70 g/t Au over 4.0 m** and **254.50 g/t Au over 2.0 m**

A bench-scale metallurgical test designed to investigate gold recovery and utilizing 116 kg of crushed drill core (31 individual intercepts) is currently being conducted by the Saskatchewan Research Council under the direction of an independent consultant, Michael Yakimchuk, P.Eng. The final results, which are expected by early May, will also assist with the selection of more precise sampling procedures, assay techniques, and quality control – quality assurance protocols.

Application for a multi-year exploration permit has been submitted to the BC Mines Branch concurrent with discussions with the Tahltan First Nation and local stakeholders. A detailed program for the 2015 exploration season is currently being designed and budgeted. It is anticipated that investigations will include detailed structural and alteration mapping, historic drill core re-logging and sampling, in-fill soil and talus geochemical sampling, test lines of ground geophysical surveys, limited trenching, preliminary environmental baseline studies, archaeological investigations, and a preliminary road access study. A minimum of 10,000 metres of diamond drilling is proposed, utilizing at least two helicopter-supported drill rigs.

The Company's Qualified Person for supervision of the project is Rupert Allan, P.Geol. Vice-President, Exploration. and a director of the Company.

Tropico Copper-Platinum-Palladium-Gold Project, Sinaloa State, Mexico

No exploration activities were conducted during the year ended December 31, 2014. In order to focus exclusively on high-grade gold prospects in Canada, the Company has instigated joint venture and sale discussions with several potentially interested parties which has resulted in due diligence field visits.

Mining concession fees for Tropico due twice a year since January 31, 2014 remain outstanding and are estimated to be $150,000 with interest and penalties. The Company has recognized an impairment loss of $686,784 during the second quarter against the Tropico mineral properties, which is equivalent to its carrying value. In addition, field equipment was written off.

SELECTED ANNUAL INFORMATION

The following table sets forth selected annual information from the audited consolidated financial statements for the years ended December 31, 2014, 2013, and 2012:

Year ended		2014		2013		2012
Loss	$	[1] (3,123,760)	$	[2] (191,363)	$	[3] (236,503)
Basic & diluted loss per share	$	(0.01)	$	(0.01)	$	(0.01)
Total assets	$	8,091,192	$	740,585	$	750,884
Non-current financial liability		Nil		Nil		Nil
Cash dividends paid		Nil		Nil		Nil

(1) Includes $1,252,442 of exploration and evaluation expenditures, primarily on the Spectrum Property and $759,495 in share-based payment calculated using Black-Scholes fair valuation
(2) Includes $109,128 of Tropico mineral property expenditures;
(3) Includes $35,000 in loan fees

DISCUSSION OF OPERATIONS

Being in the exploration stage, the Company does not have revenues from operations, and relies on equity funding for its continuing financial liquidity.

In conjunction with the acquisition transaction of the Spectrum property, the Company closed a private placement on October 27, 2014, raising aggregate gross proceeds of $2,550,295 through the issuance of an aggregate of 40,397,000 units consisting of (i) 25,295,000 units at a price of $0.065 per unit, consisting of one flow-through common share and one non-flow through warrant; (ii) and 15,102,000 units at a price of $0.06 per unit, consisting of one non-flow-through common share and one warrant. Each warrant is exercisable to purchase one common share at a purchase price of $0.10 per common share until October 27, 2016. In the event that the Company's common shares trade for a period of 20 consecutive days at a volume-weighted average price of $0.15 per share or greater, the Company may elect to accelerate the expiry date of the warrants to a date that is 60 days from the date that notice is provided to the warrant holders.

The Company paid a total of $118,968 in share issuance costs. In relation to the financing, 1,218,268 broker warrants were issued with a fair value of $32,803, exercisable at $0.10 per unit for one year.

On December 29, 2014 the Company raised a further $530,000 through the issuance of 3,533,333 flow-through common shares and paid a total of $50,770 in share issuance costs.

The majority of the financing is in place to advance the Spectrum property, a portion used for the late fall drill program and the remainder to general working capital.

As a result of the transactions, the Company has an aggregate of 163,375,428 common shares issued and outstanding. In accordance with TSX Venture Exchange regulations and the Company's approved stock option plan allowing for up to 10% of the outstanding issued shares available for options to directors, officers and consultants, the Company granted 13,900,000 incentive stock options to directors, officers and consultants exercisable at $0.10 for 5 years.

EVALUATION AND EXPLORATION EXPENDITURES

	TROPICO	SPECTRUM	TOTAL
Opening balance at January 1, 2012	$ 1,061,822	$ -	$ 1,061,822
Land rentals & permits	87,625	-	87,625
Satellite office	3,741	-	3,741
Assays and analysis/storage costs	7,496	-	7,496
Site travel	6,925	-	6,925
Maps and reporting	766	-	766
Community relations	2,575	-	2,575
Total expenditures to December 31, 2013	$ 1,170,950	$ -	$ 1,170,950
Land rentals & permits	100,000	46,932	146,932
Satellite office	9,017	-	9,017
Assays and analysis/storage costs	7,321	47,713	55,034
Drilling	-	255,701	255,701
Field work and supplies	-	394,317	394,317
Site travel	-	5,309	5,309
Exploration and sampling	-	318,785	318,785
Maps and reporting	-	21,450	21,450
Geology/geophysics/geochemical	-	45,897	45,897
	116,338	1,136,104	1,252,442
Total expenditures to December 31, 2014	$ 1,287,288	$ 1,136,104	$ 2,423,392

SUMMARY OF QUARTERLY RESULTS

The following tables report selected financial information of the Company for the past eight quarters.

Quarter ended	**31-Dec-14**	**30-Sep-14**	**30-Jun-14**	**31-Mar-14**
Revenue [(1)]	-	-	-	-
Loss for the quarter	$ (1,754,028)	$ (440,287)	$ (903,454)	$ (25,991)
Loss per share	$ (0.02)	$ (0.02)	$ (0.04)	$ (0.00)

Quarter ended	**31-Dec-13**	**30-Sep-13**	**30-Jun-13**	**31-Mar-13**
Revenue[(1)]	-	-	-	-
Loss for the quarter	$ (82,097)	$ (19,954)	$ (69,189)	$ (20,123)
Loss per share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)

(1) this being an exploration stage company, there are no revenues from operations;

Loss for the fourth quarter

Losses of $1,754,028 occurred in the three months ended December 31, 2014 (2013 - $82,097), mainly attributable to the due diligence and late fall drill program conducted on the Spectrum property and to the payment of certain vendor debts to obtain technical information to complete an NI 43-101 report. The exploration expenditures of $940,423 (2013 – nil) consist of exploration and sampling costs and payments to obtain work permits to proceed with a drill program. Due to increased activity over the prior year, consulting fees were $41,537 (2013 – nil) and investor relations to $82,872 (2013 – nil). Share-based payments of $759,495, using Black-Scholes fair value inputs were recorded on 13,900,000 incentive stock option grants to directors, officers and employees.

Loss for the year ended December 31, 2014

The Company reported net and comprehensive loss of $3,123,760 (2013 – $191,363) for the year ended December 31, 2014. The Company determined there was an impairment of the Tropico mineral property interests and wrote off $686,784 of exploration and evaluation expenditures and wrote off certain field equipment. The lead up to the acquisition of the Spectrum property, obtaining the required shareholder approval and raising the finances for an exploration and drill program, increased transfer agent and listing fees $31,876 (2013 - $18,319) and investor relations of $115,294 (2013 – nil). Increased fees for consulting and management of $198,285 (2013 - $8,655) occurred in relation to steering the Company towards a significant property acquisition.

Cash flows for the year ended December 31, 2014

The Company shows net cash used in operating activities of $1,651,000 (2013 - $149,666) in the year ended December 31, 2014. Net proceeds of $2,910,557 (2013 – $142,000) were raised in two financings, the majority in conjunction with the Spectrum acquisition and a flow through in late December. In addition, the Company acquired Seeker Resources Corp. which holds a $20,000 reclamation bond held with the Province and a work permit for a drill program on the Spectrum property.

LIQUIDITY AND CAPITAL RESOURCES

The Company shows working capital of $720,498 as opposed to a working capital deficiency of $375,927 in the prior year due to two financings completed in 2014 for an aggregate of $3,080,295. There was $202,541 in share issue costs associated with the financings.

Due to flow through financings, the Company has a remaining commitment to incur $1,106,453 in qualifying Canadian exploration expenditures in 2015.

RELATED PARTY TRANSACTIONS

Key management compensation

Key management personnel at the Company are the directors and officers of the Company. The remuneration of key management personnel during the year ended December 31, 2014 and 2013 was as follows:

		2014		2013
Short-term benefits[1]	$	118,892	$	8,655
Share-based payments	$	685,907	$	-

1 Short-term benefits consist exclusively of salaries, bonuses, health benefits if applicable and consulting fees for key management personnel.

Accounts payable and accrued liabilities

Included in accounts payable and accrued liabilities at December 31, 2014 is $264,266 (2013 - $76,169) due to directors or officers.

Loans

During the year ended December 31, 2012, the Company arranged a loan totalling $200,000 from a private company held by a director of the Company. The loan is secured by a non-interest-bearing promissory note for consideration of 500,000 shares for a loan fee fair valued at $35,000.

During the year ended December 31, 2013, the Company obtained a loan from a private company held by a director of the Company for $142,000. The loan is non-interest-bearing and due on demand.

On October 24, 2014, pursuant to the Spectrum Property acquisition, the total loan of $342,000 was settled by issuing 4,560,000 common shares.

RISK FACTORS AND MANAGEMENT'S RESPONSIBILITY OVER FINANCIAL REPORTING

Risk Factors

Development-stage mineral exploration companies face a variety of risks and, while unable to eliminate all of them, the Company aims at managing and reducing such risks as much as possible.

Few exploration projects successfully achieve development due to factors that cannot be predicted or anticipated, and even one such factor may result in the economic viability of a project being detrimentally impacted such that it is neither feasible nor practical to proceed. The Company closely monitors its activities and those factors that could impact them, and retains experienced consultants to assist in its risk management and to make timely adequate decisions.

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims, as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties.

The price of the commodities being explored is also a significant risk factor, as a substantial decline in their price could result in a decision to abandon a specific project.

Environmental laws and regulation could also impact the viability of a project. The Company has ensured that it has complied with these regulations, but there can be changes in legislation outside the Company's control that could also add a risk factor to a project.

Finally, operating in a specific country has legal, political and currency risks that must be carefully considered to ensure their level is commensurate to the Company's assessment of the project.

CONTINGENCY

Due to the nature of the Company's operations, various legal and tax matters arise in the ordinary course of business. The Company accrues for such items when a liability is both probable and the amount can be reasonably estimated. Eilat has on a number of occasions asserted certain claims against the Company pertaining to the Asset Purchase Agreement dated April 14, 2014 and on April 27, 2015. To avoid the possible risk of selective disclosure, the Company is disclosing the existence of the claims regardless of the fact that the Company considers that the claims have no merit and that it has not received any formal notice of claim with respect to any litigation that has been commenced by Eilat. In the opinion of management, these matters will not have a material effect on the consolidated financial statements of the Company.

OFF BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

PROPOSED TRANSACTIONS

The Company has not entered into any proposed transactions.

OTHER MANAGEMENT'S DISCUSSION AND ANALYSIS

Additional disclosure for venture issuers without significant revenue:

Capital Stock and Distributed Surplus as at April 28, 2015:

Authorized:

Unlimited common shares without par value

Issued:

163,375,428 common shares

Warrants:

Number	Exercise Price	Date of Expiry
800,000	$2.50	September 1, 2015
40,397,000	$0.10	October 27, 2016
1,218,268	$0.10	October 27, 2015
42,415,268		

Stock options:

Number	Exercise Price	Date of Expiry
50,000	$0.75	January 11, 2015
675,000	$0.50	September 22, 2015
13,900,000	$0.10	November 6, 2019
600,000	$0.10	January 29, 2020
15,225,000		

Fully diluted:

221,015,696

OTHER INFORMATION

List of Directors and Officers

Directors

J. Rupert Allan, *Victoria, BC*
Ronald K. Netolitzky, *Victoria, BC*
Peter N. Tredger, *Vancouver, BC*
Walter Coles, Jr., *New York, NY*

Officers

Walter Coles, Jr., President & CEO
Rupert Allan, VP Exploration
Mike Cathro, VP Operations
Wendy Chan, VP Corporate Development
Karen A. Allan, CMA, CFO & Corporate Secretary

Auditors:
Smythe Ratcliffe LLP