Athabasca MINERALS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2017

August 17, 2017

The following discussion of Athabasca Minerals Inc.'s financial condition and results of operations should be read in conjunction with the unaudited interim condensed financial statements for the three months ended June 30, 2017. The accompanying financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar amounts referred to in this management's discussion and analysis ("MD&A") are Canadian dollars. Athabasca Minerals Inc. ("Athabasca", "Our" or the "Corporation") is a reporting issuer in each of the provinces of Canada. The Corporation's shares trade on the TSX Venture Exchange under the symbol ABM-V.

Athabasca's board of directors, on the recommendation of the audit committee, approved the content of this MD&A on August 17, 2017.

Additional information about Athabasca, including our management information circular and quarterly reports, is available at **athabascaminerals.com** and on the System for Electronic Document Analysis and Retrieval (SEDAR) at **sedar.com.**

FORWARD LOOKING INFORMATION

This document contains "forward looking statements" concerning anticipated developments and events that may occur in the future. Forward looking statements include, but are not limited to, statements with respect to the future price of commodities, the estimation of aggregate and mineral reserves and resources, the realization of aggregate and mineral reserve estimates, disposition of assets, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, requirements for additional capital, potential joint-venture relationships, potential acquisitions, geographic diversification, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage.

Specifically, such forward-looking statements are set forth under "Liquidity and Capital Resources", "Financial Instruments", "Risks and Uncertainties" and "Outlook". In certain cases, forward looking statements can be identified by the use of words such as "plans", "expects", "addressing", "striving" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "increasing", "improving", "optimizing", "intends", "anticipates" or "does not anticipate", or "believes", "pursuing", "recommence", "replenish", "reactivation" or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".

Forward looking statements involve 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 the forward looking statements. Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward looking statements in the section entitled "Risks and Uncertainties", 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 statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward looking statements. These forward looking statements are made as of the date of this document and, other than as required by applicable securities laws, the Corporation assumes no obligation to update or revise them to reflect new events or circumstances.

OUR BUSINESS

Athabasca Minerals Inc., incorporated in 2006, is a Canadian resource company that that manages, acquires, explores, develops and produces minerals located in Alberta.

The Corporation manages the Susan Lake aggregate (sand and gravel) pit on behalf of the Province of Alberta for which management fees are earned. A significant portion of the Corporation's total revenue is derived from this contract.

In addition to the Susan Lake management contract ("Susan Lake Contract"), the Corporation holds Alberta Metallic and Industrial Minerals Permits and Surface Material Leases producing aggregate for a variety of purposes. The Corporation also acquires, explores and develops mineral claims located in Alberta for producing aggregate, extracting silica sand and other non-metallic minerals.

The Corporation's strategic business focus is on opportunities that increase both the continued management of existing aggregate operations (both public pits and corporate-owned pits) and the exploration and acquisition of other aggregate resources and industrial minerals. Management continues to be focused on the diversification of supplying aggregate products to all sectors in the Alberta market. This includes supplying aggregates to new and existing oil sands projects as well as infrastructure projects. Much of the Corporation's aggregate supply and industrial minerals are strategically situated nearby current and future development projects.

BUSINESS HIGHLIGHTS

- Appointed Mr. Robert Beekhuizen Chief Executive Officer on June 19, 2017;
- Revenue for the three months ended June 30, 2017 increased 127% to $1,277,610 versus $563,638 in the comparable three-month period ending June 30, 2016;
- Corporate pits sales rose 255% for the three months ended June 30, 2017 to $563,925;
- Working capital of $5.1 million; current debt of $0.6 million; non-current debt $0.3 million;
- During the three months ended June 30, 2017, 36,500 tonnes of aggregate was produced at the KM248 corporate pit;
- During the six months ended June 30, 2017 87,000 tonnes of 40mm product was relocated from a winter access only pit to a pit with year-round access, closer to active markets;
- All resolutions approved at the Corporation`s Annual Meeting held on June 23, 2017.

SELECTED FINANCIAL INFORMATION

	Three months ended June 30,			Six months ended June 30,		
	2017	2016	% Change	2017	2016	% Change
FINANCIAL HIGHLIGHTS:						
Susan Lake management fee revenue	$ 1,285,959	$ 724,018	78%	$ 1,868,354	$ 1,422,183	31%
Susan Lake royalty expense	(572,274)	(319,409)	79%	(817,838)	(639,372)	28%
Corporate pits sales revenue	563,925	159,029	255%	703,464	1,261,802	-44%
Revenue	1,277,610	563,638	127%	1,753,980	2,044,613	-14%
Gross profit (loss)	33,551	(274,513)	112%	(235,052)	(65,333)	260%
Operating loss	(1,031,746)	(1,260,126)	-18%	(2,299,946)	(2,016,435)	14%
Other Non-Operating Income	127,320	935,394	-86%	240,940	961,467	-75%
Total comprehensive loss	$ (672,550)	$ (258,773)	-160%	$ (1,527,106)	$ (892,923)	71%
Loss per share, basic and fully diluted ($ per share)	(0.020)	(0.008)	160%	(0.046)	(0.027)	70%
CASH FLOW HIGHLIGHTS:						
Net cash from (used in) operating activities	(196,607)	1,808,357	-111%	(124,280)	2,848,876	-104%
Spending on property and equipment	(8,063)	-		(14,696)	(35,734)	-59%
Spending on resource properties	(28,697)	(127,383)	-77%	(155,268)	(226,572)	-31%
Weighted Average # of Shares Outstanding	33,303,650	33,303,650		33,303,650	33,303,650	
OPERATIONAL HIGHLIGHTS:						
Tonnes sold						
Corporate pits	19,602	3,994	391%	26,193	48,417	-46%
Susan Lake operations	608,219	342,514	78%	877,611	689,696	27%
Total tonnes sold	627,821	346,508	81%	903,804	738,113	22%
Gross margin	3%	-49%		-13%	-3%	

As at	June 30, 2017	December 30, 2016	% Change
FINANCIAL POSITION:			
Working capital[1]	$ 5,121,408	$ 6,622,356	-23%
Total assets	21,808,891	23,913,586	-9%
Total liabilities	4,981,230	5,605,685	-11%
Shareholder's Equity	16,827,661	18,307,901	-8%

[1]Non-IFRS Measure - identified and defined under "Liquidity & Capital Resources"

FINANCIAL AND OPERATIONAL REVIEW

REVENUE

Athabasca's revenue for the three months ended June 30, 2017 ("Q2-2017"), rose 127% to $1.3 million from $0.6 million in Q2-2016 but declined 14% or $0.2 million for the six months ended June 30, 2017 ("YTD-2017") over the six months ended June 30, 2016 ("YTD-2016"), (YTD-2017: $1.8 million YTD-2016: $2.0 million). The 127% Q2-2017 increase is comprised of a 76% increase in Susan Lake management revenues (Q2-2017: $1.3 million vs. Q2-2016: $0.7 million) and a 255% increase in corporate pit sales (Q2-2017: $0.6 million vs. Q2-2016: $0.2 million). The 14% year to date decline in revenue is a mix of a 44% reduction in corporate pit revenue (YTD-2017: $0.7 million vs. YTD-2016: $1.3 million) offset by a 34% increase in Susan Lake management revenue (YTD-2017: $1.9 million vs. YTD-2016: $1.4 million). The $0.5 million or 34% increase in Susan Lake management revenue largely reflect the depressed revenue during Q2-2016 due to the May 2016 wild fires in Fort McMurray. The $0.6 million or 44% year to date reduction in revenue from corporate pits is the result of several factors including a large order during Q1-2016 that did not reoccur in 2017, slower than seasonally adjusted demand for aggregates in Q1-2017 over Q1-2016 bolstered by the $0.4 million increase in corporate pit sales during Q2-2017. Athabasca's Q2-2017 corporate pit success reflects both the Corporation's strategic decision in Q1-2017 to relocate aggregate inventory closer to the active markets and the Q2-2017 resumption of inventory production at the corporate owned KM 248 pit.

GROSS PROFIT

Gross profit is considered to be a non-IFRS measure. It is calculated by subtracting the operating costs, amortization and depreciation, and royalties and trucking from revenue and is an indication of operational efficiency without taking into account overhead and other costs not specifically related to operations. There is no IFRS equivalent to gross profit.

Gross margin can be used to analyze the operational efficiency during a reporting period and to track changes in efficiency over time. This gives management a valuable tool to evaluate the effect of variables that could affect revenue or cost of sales.

During Q2-2017, Athabasca realized a gross profit of $33,551 versus the Q2-2016 gross loss of $274,513. The stronger gross profit performance of $33,551, is the result of 127% greater revenues, a 61% reduction in pit office costs, a 23% reduction in operational employment costs offset by an 35% increase in pit supplies and a 257% or $40,548 increase in maintenance costs.

Year to date, Athabasca's gross loss of $235,052, represented a 260% ($169,719) increase in gross loss over YTD-2016 ($65,333). Significant changes affecting the increase in gross loss include, the $290,633 reduction in year to date revenues, a 188% increase in large equipment maintenance offset by a 34% reduction in pit office costs, an 11% reduction in operational employment costs and a 51% reduction in third party expenditures.

OPERATING INCOME (LOSS)

The Corporation incurred a $0.2 million reduction in operating losses during Q2-2017 over Q2-2016 (Q2-2017: $1 million vs. Q2-2016: $1.2 million) and a $0.3 million increase in operating losses YTD-2017 over YTD-2016 (YTD-2017: $2.3 million vs. YTD-2016: $2.0 million). The year to date $0.3 million increase in operating losses was primarily the result of a $0.2 million write down of resource properties and resource property security deposits, non-recurring YTD-2016 other income of $0.1 million offset by a 4% reduction in year to date general and administrative expenses.

General and Administrative Expenses

	Three months ended June 30,			Six months ended June 30,		
	2017	2016	% Change	2017	2016	% Change
Wages & benefits	$ 204,757	$ 297,324	-31%	$ 378,741	$ 630,070	-40%
Legal & professional fees	113,844	153,921	-26%	252,022	218,330	15%
Consulting	124,657	76,183	64%	202,582	150,462	35%
Shareholder Services	4,277	3,270	31%	7,807	12,570	-38%
Directors fees and expenses	58,525	30,975	89%	107,329	56,275	91%
Insurance	34,718	35,210	-1%	69,054	69,990	-1%
Rent & office expenses	45,622	49,162	-7%	97,883	89,110	10%
Travel	13,372	4,618	190%	21,526	9,906	117%
Exploration	32,414	37,936	-15%	71,757	105,228	-32%
Restructuring	125,787	16,881	645%	125,787	40,035	214%
Other	12,488	20,531	-39%	41,689	57,190	-27%
	$ 770,461	$ 726,011	6%	$ 1,376,177	$ 1,439,166	-4%

Year to date general and administrative expenses declined by 4% in 2017 over the YTD-2016 (YTD-2017: $1.38 million vs. YTD-2016: $1.44 million), but conversely rose by 6% during Q2 2017 over Q2 2016. The increased consulting fees and director's fees are attributed to nonrecurring expenditures associated with the recruitment of a new CEO.

Athabasca is committed to achieving a competitive cost structure and management is engaged in ongoing cost effectiveness strategy and analysis.

TOTAL COMPREHENSIVE LOSS

The Corporation incurred a total comprehensive loss of $1.5 million ($0.046 per share) for the YTD 2017 as compared to a total comprehensive loss of $0.9 million ($0.027 per share) for the YTD 2016 and a total comprehensive loss of $0.7 million ($0.020 per share) during Q2 2017 versus a total comprehensive loss of $0.3 million ($0.008 per share) during Q2 2016. The total comprehensive loss in both Q2 2016 and YTD 2016 were mitigated by the $0.8 million gain on the sale of Athabasca's rights, title and interests surrounding three leased bordering the Obed Transload Facility. The total comprehensive loss in the Q2 2017 included an increase of $0.1 million in camp rental revenue and an increase of $0.2 million in camp rental revenue over YTD 2016.

OPERATIONAL RESULTS – CORPORATE PITS

Sales at the corporate pits were 19,602 tonnes during Q2 2017 compared to 3,994 tonnes during Q2 2016, a 391% increase and 26,193 tonnes for YTD 2017 compared to 48,417 for YTD 2016, a 46% decrease. 36,500 tonnes of aggregates were produced during Q2 2017 and 87,000 tonnes of aggregate inventory was relocated from a winter access only pit to a location with year-round access closer to active markets. Comparatively, 26,261 tonnes of aggregate was produced during Q2 2016 and no aggregate was relocated. Production during fiscal 2016 at the Athabasca pits was reduced in response to the lower demand for product during the contracted economic environment in the aggregate industry. As discussed in more depth in the "Outlook" section below, the Corporation has additional inventory production plans in place for later in the fiscal year.

OPERATIONAL RESULTS – SUSAN LAKE PUBLIC PITS

Susan Lake sales during Q2 2017 were 608,219 tonnes compared to 342,514 tonnes for Q2 2016, a 78% increase and 877,611 tonnes during YTD 2017 compared to 689,696 tonnes during YTD 2016, a 27% increase. The Q2 2017 and YTD 2017 volume increases at Susan Lake largely reflect the depressed volumes during Q2-2016 due to the May 2016 wild fires in Fort McMurray. The majority of the aggregate sold was used for general maintenance of existing infrastructure in the Wood Buffalo region and new infrastructure projects and developments at the surrounding oil sands projects.

SUMMARY OF QUARTERLY RESULTS

The following selected information is derived from unaudited financial statements of the Corporation. The information has been prepared by management in accordance with IFRS. Revenue refers to aggregate management fees and gross aggregate sales from pits which the Corporation owns the Alberta Metallic and Industrial Minerals Permits and the Surface Material Leases.

Three months ended	Q2 2017	Q1 2017	Q4 2016	Q3 2016
Susan Lake Management Fee Revenue	$ 1,285,959	$ 582,395	$ 1,864,466	$ 2,867,463
Susan Lake Royalties	(572,274)	(245,564)	(826,737)	(1,347,065)
Corporate Pit Revenue	563,925	139,539	547,282	2,225,134
Revenue	$ 1,277,610	$ 476,370	$ 1,585,011	$ 3,745,532
Gross Profit (Loss)	$ 33,551	$ (247,557)	$ 218,401	$ 1,072,747
Total Comprehensive Income (Loss)	$ (672,550)	$ (854,556)	$ (915,343)	$ (411,859)
Earnings (Loss) per share, basic	$ (0.020)	$ (0.026)	$ (0.027)	$ (0.012)
Earnings (Loss) per share, diluted	$ (0.020)	$ (0.026)	$ (0.027)	$ (0.012)
Total Assets	$ 21,808,891	$ 22,587,523	$ 23,913,586	$ 25,568,844
Total Resource Properties	$ 6,810,618	$ 6,869,668	$ 6,889,219	$ 5,615,282
Total Debt (current)	$ 581,378	$ 850,376	$ 1,094,647	$ 1,370,388
Total Debt (non-current)	$ 275,206	$ 380,656	$ 485,062	$ 588,432
Three months ended	**Q2 2016**	**Q1 2016**	**Q4 2015**	**Q3 2015**
Susan Lake Management Fee Revenue	$ 724,018	$ 698,165	$ 3,369,986	$ 4,856,879
Susan Lake Royalties	(319,409)	(319,963)	(1,536,991)	(1,719,768)
Corporate Pit Revenue	159,029	1,102,773	5,080,086	4,792,719
Revenue	$ 563,638	$ 1,480,975	$ 6,913,081	$ 7,929,830
Gross Profit (Loss)	$ (274,513)	$ 220,838	$ 986,317	$ 3,359,184
Total Comprehensive Income (Loss)	$ (258,773)	$ (634,150)	$ (6,762,150)	$ 1,614,504
Earnings (Loss) per share, basic	$ (0.008)	$ (0.019)	$ (0.203)	$ 0.048
Earnings (Loss) per share, diluted	$ (0.008)	$ (0.019)	$ (0.203)	$ 0.043
Total Assets	$ 25,858,158	$ 27,002,620	$ 29,590,858	$ 40,936,872
Total Resource Properties	$ 6,127,937	$ 5,997,382	$ 5,900,057	$ 7,807,177
Total Debt (current)	$ 1,539,757	$ 1,796,334	$ 2,027,824	$ 2,423,442
Total Debt (non-current)	$ 910,686	$ 1,283,419	$ 1,676,458	$ 2,178,610

Seasonality of Operations

The Corporation derives revenues from managing the supply of, and from the production of, various types of aggregates in Northern Alberta. Aggregate sales and the associated delivery can often be affected by, among other things, weather conditions, timing of spring break-up, timing of projects, market demand and timing of growth capital investments in the region. Most construction, infrastructure and oil sands projects, to which the Corporation supplies aggregate, typically ramp up later in the summer and fall when ground conditions improve. These seasonal trends typically lead to quarterly fluctuations in operating results and as a result the financial results from one quarter are not necessarily indicative of financial results in other quarters. This can be seen in fluctuations in revenue and total comprehensive income (loss) in the Summary of Quarterly Results.

OUTLOOK

The Corporation is well situated with various pits in the heart of petroleum industry in Northern Alberta, particularly Oilsands and SAGD (steam-assisted gravity drainage) operations. With good access and proximity to Highway 63 and Highway 881 corridors, the Corporation supplies a broad client base relating to infrastructure, industry operations, development projects, and municipal construction. Inventory located at multiple pits, and at strategic staging locations enables the Corporation to bid and supply major orders as well as spot orders requiring immediate deliveries.

With the slowdown in the Alberta economy still affecting the pace of new development, the Corporation is addressing broader diversification both within the Wood Buffalo Region and outside.

Over the next 12 months, the Corporation is actively addressing several strategic initiatives that impact business operations and share-valuation, relating to the following:

- Managing the Syncrude lawsuit;
- Planning for the expiration of the Susan Lake gravel pit management contract;
- Striving to increase production with improved margins from corporate pits;
- Realigning the Corporation to improve sales and growth;
- Optimizing Corporate overheads and expenses;
- Improving the Corporation's cash position, including the disposition of non-core &/or low-priority assets;
- Improving revenue generation and inventory management with more aggressive sales campaigns;
- Preparing a business plan for Firebag Frac-Sand deposit initiative, selective acquisition(s) of conventional aggregate operations and potential geographic diversification both within and outside the Wood Buffalo Region.

The 2017 operating plan currently focuses on revenue performance at Susan Lake (management contract), production from Pit-248, sales of inventory produced at Logan Pit and stockpiled at Conklin, and sales of inventories from Sunday Creek and Km-208 staging areas.

Re-entry to the Logan pit in late-Q3/Q4 of 2017 to recommence crushing operations, and replenish inventories is planned.

Reactivation of Kearl and House River pits are not planned for 2017 but being considered for 2018

The Corporation produced 36,500 tonnes of aggregate inventory at the KM 248 pit and will begin to produce inventory at the Logan pit during the third and fourth quarter of 2017. The inventory produced at Logan will be hauled to Conklin over the winter road this coming season. During Q1 2017 87,000 tonnes of 40mm product that was previously produced at the Logan pit was hauled from the Logan pit to the Conklin stockpile.

The Corporation tested its sand inventories from its producing pits for the suitability of use in concrete. Early test results provide an indication that the sand meets required specification. Management continues its discussions with potential customers and/or joint-venture partners.

OPERATIONS

A conversion ratio of 2.471 acres to 1 hectare has been used throughout.

SUSAN LAKE

The Corporation currently manages the Susan Lake Gravel Pit on behalf of the Government of Alberta pursuant to the Susan Lake Contract. The Corporation's services include exploration, identification of sand and gravel, clearing, topsoil stripping, site preparation, road maintenance, allocation of pit areas to specific users, scaling of material and general administration of the pit. For these services, the Corporation receives a management fee for each tonne of aggregate material removed from the pit for the duration of the Susan Lake Contract.

The Susan Lake Contract currently expires November 30, 2017. Recently in meeting with Alberta Environment & Parks (July 2017) the Corporation was reminded of the expiration date for concluding of the Susan Lake management contract, to take the appropriate steps and measures, and prepare accordingly. Based on the amount of transitional planning necessary to meet November 30, 2017, the Corporation subsequently requested a revised extension to its contract to September 30, 2018. The extension application is currently under review by Alberta Environment & Parks.

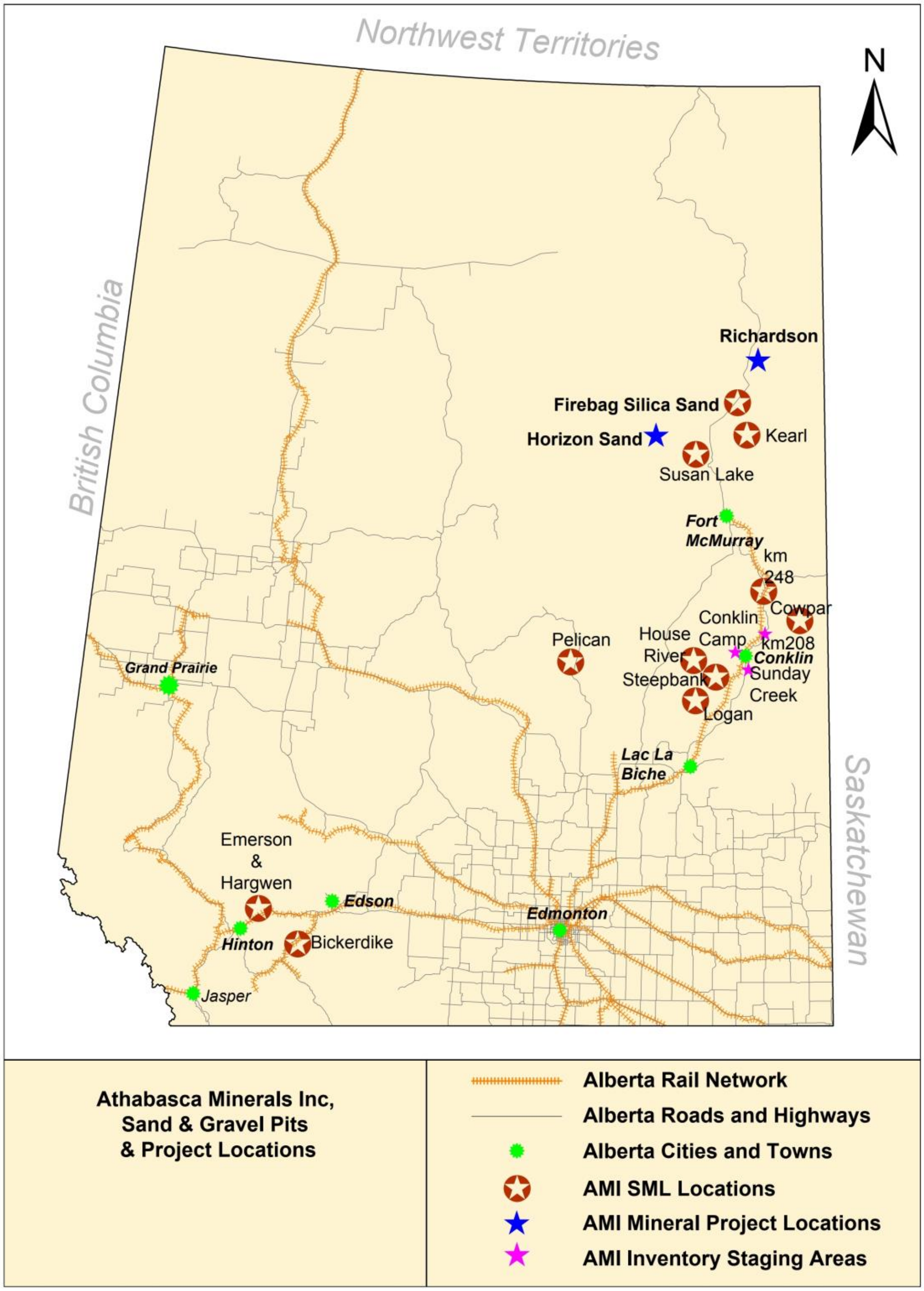
The Susan Lake aggregate operation is located approximately 85 km north of Fort McMurray and is 5,880 acres (2,379.5 ha) in size. Approximately 102.9 million tonnes of sand and gravel have been removed from this pit since 1998. The majority of its sales were to neighbouring oil sands companies and supplying infrastructure aggregate to the Wood Buffalo Region. Between 1998 and 2017, aggregate sales from Susan Lake averaged 5.3 million tonnes per annum.

Although oil and gas related construction activities in the general Wood Buffalo area have declined, the Corporation continues to experience product demand, however in lower quantities than prior years. Management continues to work with Alberta Environment and Parks, Alberta Energy Regulator and Syncrude regarding the claim and counterclaim surrounding the Susan Lake gravel pit.

CORPORATE OWNED PITS

The Corporation holds the Surface Material Lease ("SML") for several aggregate pits in Northern Alberta for the purpose of extracting sand and gravel from these properties for a variety of purposes and customers. These aggregate operations are fully controlled by the Corporation, enabling the Corporation to benefit from the full market value on all sales of aggregates, including when applicable, the processing and delivery.

An SML grants the lease holder the right to extract sand and gravel from Crown land. The Corporation holds several SML's for gravel extraction in Northern Alberta and operates additional gravel SMLs held by other companies.



KEARL PIT

The Kearl pit is located approximately 60 km east of the Susan Lake gravel pit. During March 2011 Athabasca received SML approval from the Government of Alberta to develop an open pit aggregate operation for a term of ten years. The

Corporation completed construction of an all-weather road linking the Kearl aggregate operation to several major oil sands operations so the Corporation can sell product year-round.

The quality of the aggregate is suitable for road and infrastructure construction and ongoing maintenance. This pit is situated in close proximity to existing oil sands development and continues to be a major source of aggregate supply in the region.

Production at the Kearl Pit has been suspended since 2015. With the expected closure of the Susan Lake pit by the Alberta government over approximately the next twelve months, the Corporation is revisiting the reactivation of the Kearl pit for production in 2018. Permits are in place for dewatering the site, but an additional permit is required relating to forestry to create access for dewatering operations. Recent meetings held with local oilsands and SAGD clients in close proximity to the Kearl put have taken place to address gravel supply from Kearl pit, and market interest has been favorable

KM248 PIT

On December 21, 2016, the Corporation purchased two gravel projects located in the Wood Buffalo region of Alberta, KM248 and Cowpar gravel properties for $603,000. The Corporation has been the developer and operator of the KM248 and Cowpar gravel pits since July 2014, and paid a royalty to DeneCo Aggregates Ltd. (“DeneCo”) based on aggregate deliveries from the two gravel pits. With the purchase of the gravel projects, the Corporation will not be subject to royalty payments to DeneCo, and will be responsible for the marketing and sale to customers in the region.

The KM248 pit is located adjacent to Hwy 881 which provides year-round access and has produced high quality aggregate product since inception. The pit has supplied a significant amount of gravel to SAGD operators and infrastructure upgrades in the Highway 881 corridor.

Production at the Pit-248 has commenced in Q2-2017. A contract crushing operator was hired and is on site producing multiple product inventories. Volumes produced in Q2-2017 were 36,500 tonnes.

LOGAN PIT

The Logan pit is located approximately 160 km south of Fort McMurray. The Logan pit is accessible with a seasonal winter road.

The Corporation received SML approval from the Government of Alberta to develop an open pit aggregate operation for a term of ten years in 2010. In February 2012, the Corporation announced the receipt of a NI 43-101 F1 technical report for the Logan aggregate deposit. The initial indicated mineral resource aggregate included 1,357,000 tonnes of gravel and an initial inferred mineral resource quantity of 662,600 tonnes of gravel. The quality of the aggregate materials is suitable for road construction and maintenance. As part of the Corporation’s operating plan for 2017 to rebuild its inventory in strategic locations close to the active markets, 87,000 tonnes of product was hauled from the Logan pit to the Conklin stockpile site during Q1 2017.

Mining, crushing operations, and production from the Logan pit is planned to resume late Q3/Q4-2017 to replenish inventories. The Corporation is assessing whether to subcontract or self-perform crushing operations depending on cost, safety, and quality control considerations.

HOUSE RIVER PIT

The House River pit is located approximately 11 km east of Highway 63 on the House River. During August 2011, the Corporation received SML approval from the Alberta Government to develop an open pit aggregate operation on the leased land for a term of ten years. The House River pit is currently accessible only by a winter season road. The Corporation is evaluating road improvements to allow for year-round delivery.

There has been no production from House River pit in 2017. The Corporation is re-assessing its production plans for 2018.

PELICAN HILL PIT

The Pelican Hill pit is located approximately 70 km southeast of the Hamlet of Wabasca. The Corporation received SML approval (10-year term) in June 2011 on this 79.7 acre (32 ha) mixed sand and gravel pit. The Corporation expects to supply aggregate from this property primarily to the oil and gas industry, as well as to the government or its partners for use in infrastructure projects in the area. Current indications for aggregate demand from this location appear to be encouraging and management is reviewing market potential at this time. The Corporation has cleared trees and topsoil at this site in anticipation of potential demand with the recovery in the oil economy.

There has been no production from Pelican Hill pit in 2017. The Corporation is re-assessing potential production plans for 2018.

EMERSON PIT

The Emerson pit is located approximately 27 km southeast of the community of Hinton. The Corporation has the right to produce the aggregate from the 75 acres (30 ha) mixed sand and gravel pit. The Corporation expects to supply aggregate from this property primarily to the oil and gas industry and its partners for use in infrastructure projects in the area. Current indications for aggregate demand from this location appear to be encouraging and management is continuing to review market potential at this time.

There has been no production from Emerson pit in 2017. The Corporation is re-assessing potential production plans for 2018.

INVENTORY STAGING AREAS (Conklin, Sunday Creek, and Km-208)

The Corporation has strategic inventory staging locations on accessible year-round roads at Conklin, Sunday Creek, and Km-208 to support product supply and deliveries to local clients and industry on demand through the year. These staging areas accommodate seasonal production from Corporate pits, particularly from Logan, and Pit-248.

The Corporation will continue to monitor and optimally replenish its inventories at these staging locations to maintain its responsiveness to product orders, reduce logistics (transport costs), and sustain sales and revenues.

Exploration & Development Projects

FIREBAG SILICA SAND PROJECT

The Corporation's silica sand deposit "Firebag Project" is located 95 km north of Fort McMurray and is accessible via Highway 63. The planned operation is for the production of industrial proppants for use in the hydraulic fracturing of oil and gas wells. Independent testing by both Stim Lab and Proptester confirm a high-quality product with crush strength meeting or exceeding American Petroleum Institute and International Standards Organization standards for frac sand. A Preliminary Economic Assessment ("PEA") confirmed that the Corporation's Firebag Project has considerable potential for development as a frac-sand resource, which includes the potential for a large, highly economical deposit with high margin, rapid payback and 25 years of open pit mining. The PEA was prepared by Norwest Corporation ("Norwest"), headquartered in Calgary, Alberta.

As silica sand demand continues to increase, Athabasca Minerals has focused on establishing what will be needed to bring product from its Firebag asset to market in an effort to capitalize on the renewed increase in silica sand demand.

The Corporation has met with the Regional Municipality of Wood Buffalo and its partner the Wood Buffalo Metis Corporation to present the outlook for the Silica Sand Firebag Project. The Corporation has received First Nations Consultation approval for the Silica Sand Firebag Project.

Recent meetings and discussions with frac-sand supply chain and logistics companies, equipment suppliers, and interested parties for potential staging locations have taken place to consider the feasibility of a pilot project. The Corporation is taking steps to prepare a Business Case for a small-scale pilot project and for proof-of-concept purposes. The planning in preparing the Business Case and pilot project is expected to commence in second-half of 2017, and would warrant the hiring of a project manager to support.

RICHARDSON MEGA QUARRY (CRUSHED STONE) PROJECT

This potential mega quarry is located approximately 70 km north of the Susan Lake Gravel pit and 130 km north of Fort McMurray. It contains high quality dolomite and granite. During fiscal 2012, the Corporation identified a granite outcrop at the Richardson Project that is accessible by winter road. During Q1 2013, initial drilling in this area was performed and in-house testing of samples was conducted. The drilling program encountered granite and dolomite, confirming that granite extends beyond the granite outcrop.

In March 2014, the Corporation announced the completion of a winter drilling program at the Richardson Project. All holes successfully cored the dolomite and all but one intersected the granite basement rocks. Detailed core logging and sampling has been completed at Athabasca's Edmonton facility. Samples were then tested at a major independent testing lab in Calgary and were found suitable as aggregate for use in concrete, asphalt and road base.

The Richardson project consists of 8 Mineral permits totaling 150,650 acres (60,966 ha). Apex Geoscience of Edmonton, Alberta has completed the National Instrument 43-101 F1 technical resource report on the project. On June 9, 2015, management released the results announcing an initial inferred crushed rock aggregate resource estimate of 683,000,000 tonnes with thickness ranging from 8.3m to 47.9m averaging 39.5m.

The granite is estimated at 165 million tonnes. The material meets requirements for most aggregate designations as per the Alberta Transportation and Construction Builders Association guidelines.

Management will continue to minimize capital expenditure on this project and will focus on additional geophysical surveys to identify drilling targets. In addition, with the impending closure of Susan Lake gravel pit, Management will be revisiting the potential supply /demand fundamentals for aggregate in the Ft. MacMurray /Wood Buffalo region and the merits of a Business Case for Richardson mega-quarry as an alternative source.

SAND, GRAVEL AND CRUSHED STONE EXPLORATION PROJECT SUMMARY

Management has 510 acres (206 ha) of sand and gravel exploration permits (SMEs) in application in the Fort McMurray and Conklin regions. The Corporation’s intent is to test the SMEs, and where an economically recoverable resource is defined, convert the SMEs into surface material leases (SMLs).

In September 2015, management received approvals in principle for the Steepbank and the Hinton (Bickerdike), gravel SMLs totalling 150 acres. In March 2016, the Corporation applied for a new 79 acre (32 ha) sand SML in the Edson area and is waiting on an approval in principle from the provincial government. The Edson sand has potential for use in construction.

Management reported in a press release on June 29, 2016 that it commissioned the Emerson Road pit near Hinton. This SML was acquired from Prairie Mines and Royalty ULC.

SILICA SAND EXPLORATIONS PROJECTS SUMMARY

BIRCH MOUNTAIN PROJECT (SILCA SAND)

The Corporation previously held two mineral leases covering 6,009 acres (2,432 ha), situated in the Wood Buffalo region in northeast Alberta, which contains silica sand. During the year ended December 31, 2016, the Corporation wrote off the value attached to the two expired mineral leases totaling $470,147. Athabasca held mineral permits on 177,077 acres (71,662 ha) on land adjacent to the two mineral leases. The mineral permits expired in January 2017.

In Q4 of 2016, management applied to the Alberta Government for 113,416 Acres (45,899 ha) of land south of the existing Birch Mountain Permits. The project is called Horizon Sand and is intended to replace the Birch Mountain permits that expired in January 2017. Permits were granted in December 2016.

Liquidity & Capital Resources

Working capital

Working capital is a non-IFRS measure calculated by subtracting current liabilities from current assets. There is no directly comparable IFRS measure for working capital. Management uses working capital as a measure for assessing overall liquidity. The Corporation has working capital of $5.1 million as at June 30, 2017 which management feels is sufficient to fund ongoing operations and to meet its liabilities when they come due. Working capital declined by $1.5 million from December 31, 2016, when the working capital balance was $6.6 million.

Current assets decreased by 14% or $1.1 million from December 31, 2016 ($8.2 million) to $7.1 million at June 30, 2017 largely the result of collections of $0.9 million of accounts receivable, receipt of $0.2 million income taxes recoverable and a $1 million decrease in cash offset by an increase of $1.0 million in inventory, related to the 36,500 tonnes of inventory production at KM 248 during the three months ended June 30, 2017.

Current liabilities increased by 24% or $0.4 million from $1.6 million at December 31, 2016 to $1.9 million at June 30, 2017 reflecting the increase of $0.6 million in accounts payable and accrued liabilities related to the production of inventory at KM 248, transfer of $0.3 million to the current portion of environmental rehabilitation obligations from the non-current environmental rehabilitation obligations account relating to the decommissioning of Susan Lake within the next 12 months and the $0.5 million reduction in the current portion of lease obligations.

The Corporation is exposed to significant liquidity risk should Syncrude Canada Ltd. be successful in their counterclaim law suit, seeking damages in excess of $68,000,000 as discussed below and in Note 20 of the Corporation's financial statements for the three and six months ended June 30, 2017.

The following table summarizes the Corporation's cash flows:

	Three months ended June 30,		Six months ended June 30,	
	2017	2016	2017	2016
Cash from operating activities	$ (7,661)	$ 614,624	$ (516,507)	$ 432,361
Change in non-cash working capital	(188,946)	1,193,733	392,227	2,416,515
Cash from (used) in investing activities	(102,598)	(161,789)	(124,638)	(293,831)
Cash used in financing activities	(374,448)	(631,029)	(767,158)	(1,258,136)
Increase in cash	**$ (673,653)**	**$ 1,015,539**	**$ (1,016,076)**	**$ 1,296,909**

AVAILABLE CREDIT FACILITIES

During the six months ended June 30, 2017 the Corporation had a credit facility with HSBC Bank Canada, which included an operating loan, a credit card facility and five leasing equipment facilities. Effective August 1, 2017 the Corporation will no longer maintain the operating loan facility with HSBC Bank Canada but will maintain the credit card and the leasing equipment facilities.

As part of the credit facility the Corporation was subject to three financial covenants. The funded debt to EBITDA (earnings before interest, taxes, stock based compensation, depreciation and amortization and other one-time non-cash expenditures) ratio must be less than 2.75 to 1 for all reporting periods subsequent to and including June 30, 2017 (December 31, 2016: 2.75 to 1). The debt service coverage ratio must be more than 1.25 to 1 for all reporting periods subsequent to and including June 30, 2017 (December 31, 2016: 1.25 to 1). The Corporation must maintain a current ratio in excess of 1.25 to 1 for all reporting periods subsequent to and including June 30, 2017 (December 31, 2016: 1.25 to 1).

As at June 30, 2017 the Corporation was not in compliance with certain financial covenants on their credit facility with HSBC Bank Canada, namely the funded debt to EBITDA ratio and the debt service coverage ratio. HSBC Bank Canada has granted the Corporation a forbearance for the three and six months ended June 30, 2017 on the funded debt to EBITDA ratio and the debt service coverage ratio covenants.

To facilitate the management of these ratios, the Corporation prepares quarterly and annual financial budgets. These budgets are updated regularly to reflect varying factors including the seasonality of the construction industry, fluctuating weather conditions, timing of projects and current market demand, current and forecasted prices, acquisitions, and general industry conditions, to assess how these factors may impact covenant compliance in future periods.

The Corporation is subject to capital requirements by HSBC Bank Canada such that capital expenditures in any one year in excess of $3.0 million annually are restricted without prior written consent.

Operating Loan

The Corporation had access to a $3,000,000 (December 31, 2016: $3,000,000) demand operating loan with a sub-limit of $2,000,000 (December 31, 2016: $2,000,000) available for letters of commercial credit. The operating loan bears interest at the bank's prime lending rate plus 3% (December 31, 2016: bank's prime lending rate plus 3%). Availability of operating loan borrowing was subject to margin requirements, and was determined based upon acceptable accounts receivable and inventory. No balance was outstanding on the operating loan as at June 30, 2017 or at December 31, 2016. As at June 30, 2017, $1,351,760 (December 31, 2016: $1,351,760) of the operating line is committed to secure the letters of credit to the benefit of the Government of Alberta but is not funded by the operating line. A cost of 3.50% (December 31, 2016: 3.50%) per annum is charged to secure each of the letters of commercial credit. Effective August 1, 2017 the Corporation will secure its letters of commercial credit to the benefit of the Government of Alberta for decommissioning and restoration with cash on deposit.

The letters of commercial credit to the benefit of the Government of Alberta for decommissioning and restoration are as follows:

As at	June 30, 2017	December 31, 2016
Susan Lake Pit	$ 603,000	$ 603,000
Poplar Creek Site, storage yard	248,760	248,760
Poplar Creek pit	500,000	500,000
	$ 1,351,760	$ 1,351,760

Credit Card Facility

The Corporation also has access to a corporate credit card facility, up to a maximum of $100,000.

Security under the existing facility is as follows:

- general security agreement creating a first priority security interest in all present and after acquired personal property of the Corporation and a floating charge over all the Corporation's present and after acquired real property;
- collateral land mortgage over half of a section of land located near Peace River, Alberta;
- assignment of risk insurance;
- environmental agreement and indemnity;
- security agreement over cash, credit balances and deposit instruments; and
- current account overdraft agreement in support of line of credit.

Total interest expense on the bank loan for Q2- 2017 and YTD- 2017 is $Nil (Q2-2016: $,575 YTD-2016: $6,218).

COMMITMENTS

The four leasing equipment facilities with HSBC Bank Canada are used to finance the acquisition of equipment. As at June 30, 2017, Athabasca has eight lease obligations under lease facilities totaling $0.9 million (December 31, 2016: $1.6million). During the three months ended March 31, 2017 the Corporation entered into a new lease for the purchase of a vehicle. The vehicle lease had eleven-month term, with five months remaining, a fixed interest rate and security is provided by the piece of equipment.

Finance Leases	Interest Rate	Monthly Instalments	As at June 30, 2017	As at December 31, 2016
HSBC Lease #1, due June 30, 2017	4.124%	$ 24,457	$ -	$ 121,095
HSBC Lease #2, due August 31, 2017	4.250%	65,253	129,914	513,894
HSBC Lease #3, due August 31, 2017	4.250%	6,627	13,283	52,279
HSBC Lease #4, due September 21, 2018	4.614%	7,452	108,505	150,150
HSBC Lease #5, due October 12, 2018	4.593%	7,481	115,978	157,639
Cat Financial Lease #2, due May 31, 2019	3.680%	3,450	73,285	92,429
Cat Financial Lease #3, due May 31, 2019	3.680%	3,927	83,419	105,211
Komatsu Financial Lease #1, due May 8, 2019	3.490%	13,935	309,592	387,012
Truck Lease	7.131%	4,159	22,608	-
			856,584	1,579,709
Current portion - principal due within one year			(581,378)	(1,094,647)
			$ 275,206	$ 485,062

Finance lease payments for equipment for each of the next three years are as follows:

July 1, 2017 to June 30, 2018	601,932
July 1, 2018 to June 30, 2019	279,534
July 1, 2019 to June 30, 2020	-
	881,466
Less: interest included in payments above (year one)	20,554
Less: interest included in payments above (years two and beyond)	4,328
	24,882
Lease loan principal outstanding, June 30, 2017	$ 856,584

Operating leases for premises and vehicles for each of the next three years are as follows:

July 1, 2017 to June 30, 2018	$ 143,481
July 1, 2018 to June 30, 2019	$ 136,087
July 1, 2019 to June 30, 2020	$ 28,261

The Corporation has no formal commitments for capital expenditures.

The minimum exploration expenditures to retain the Corporation's existing mineral permits are as follows:

	$ per acre	$ per hectare
First two year period	$12.35	$5.00
Second two year period	$24.71	$10.00
Third two year period	$24.71	$10.00
Fourth two year period	$37.06	$15.00
Fifth two year period	$37.06	$15.00
Sixth two year period	$37.06	$15.00
Seventh two year period	$37.06	$15.00

These expenditures will either be recorded on the balance sheet in resource properties, or expensed on the income statement as cost of sales or general and administrative expenses, depending on the future viability of the project as at the reporting period.

In managing the exploration permits, the Corporation adds mineral permits in areas of interest and relinquishes mineral permits in areas that the exploration activities indicate have a low potential of discovering mineral reserves. As permits are relinquished, the number of acres is decreased thereby reducing the spending commitment. The Corporation is in the process of exploring aggregate and mineral properties and has not yet determined whether these properties contain deposits that are economically recoverable. The continuing operations of the Corporation to meet its commitments, including the development of the properties, securing and maintaining title and financing exploration and development of the properties is dependent upon the internal generation of cash flow and obtaining necessary financing through debt and public and private share offerings.

CAPITAL RESOURCES

As of June 30, 2017, the Corporation had 33,303,650 (December 31, 2016: 33,303,650) common shares outstanding. Of the 1,275,000 (December 31, 2016: 1,270,000) outstanding stock options, as at June 30, 2017, 795,000 (December 31, 2016: 1,073,333) options have vested and therefore, were exercisable at June 30, 2017 at a weighted average exercise price of $0.70 per share (December 31, 2016: $1.32 per share).

As at August 17, 2017, the Corporation has 33,303,650 common shares and 1,805,000 options outstanding.

The weighted average remaining contractual life of the options is 3.17 years (December 31, 2016: 2.21 years).

No options were exercised during YTD- 2017 (December 31, 2016: Nil). On March 29, 201, 30,000 options expired and on January 13, 2017 480,000 options were granted to directors, officer and employees of the Corporation. No options were granted and 1,903,334 options were cancelled or expired during the year ended December 31, 2016.

The Corporation's stock option plan provides that the Board of Directors may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation, or any subsidiary of the Corporation, the option to purchase common shares.

The stock option plan provides for a floating maximum limit of 10% of the outstanding common shares, as permitted by the policies of the TSX Venture Exchange. Options may be exercisable for up to ten years from the date of grant, but the Board of Directors has the discretion to grant options that are exercisable for a shorter period. The outstanding stock option grants were issued with an exercisable period of five years from the date of grant. Options under the stock option plan are not transferable or assignable.

The following is a summary of the outstanding stock options as at June 30, 2017 and December 31, 2016:

Options outstanding as at		June 30, 2017	December 31, 2016
Expiry Date	**Exercise Price**		
March 29, 2017	0.63	-	30,000
December 11, 2017	1.64	**75,000**	75,000
September 6, 2018	1.02	**200,000**	200,000
June 26, 2019	2.90	**100,000**	375,000
May 25, 2020	0.70	**100,000**	160,000
December 14, 2020	0.30	**320,000**	430,000
January 13, 2022	0.24	**480,000**	-
		1,275,000	1,270,000

The fair value of the options granted was estimated on the dates of the grant using the Black-Scholes Option Pricing Model. The fair value of the options granted in the last two years were estimated using the following assumptions:

Grant Date	# of Options	Exercise Price	Dividend Yield	Expected Volatility	Risk free rate of return	Expected life	Weighted Average Fair Value	Forfeiture rate
January 13, 2017	480,000	$ 0.235	Nil	88.8%	1.13%	5 years	$ 0.16	15.3%
December 14, 2015	640,000	$ 0.30	Nil	81.3%	0.79%	5 years	$ 0.19	11.9%
May 25, 2015	750,000	$ 0.70	Nil	78.4%	1.05%	5 years	$ 0.42	7.9%

The expected volatility was determined using historical trading data for the Corporation for a period commensurate with the expected life of the options.

The Corporation has not declared or paid dividends during the six months ended 2017 or the six months ended Q2 2016.

CONTINGENCY

The Corporation has received the Statement of Defence and Counterclaim from Syncrude Canada Ltd. ("Syncrude") in respect to the Corporation's dispute with Syncrude regarding approximately $620,000 in user fees and government royalties that the Corporation believes are owed by Syncrude to the Corporation in respect of gravel used by Syncrude from the Susan Lake Public Pit. In addition to denying all allegations in the Corporation's Statement of Claim, Syncrude has brought several counterclaims against the Corporation and is seeking damages in excess of $68,000,000 (the "Counterclaim"). The Corporation believes the Counterclaim is without merit and will defend it rigorously. The outcome of the counterclaim is unknown at this time.

RELATED PARTY TRANSACTIONS

The Corporation's related parties include three directors, the Chief Executive Officer, Interim Chief Executive Officer, the Chief Financial Officer, the Chief Operations Officer, and a janitorial service provider who is a family member of an Officer of the Corporation. The remuneration earned by the directors, Chief Executive Officer, Interim Chief Executive Officer, Chief Operations Officer, Chief Financial Officer were as follows:

	Three months ended June 30, 2017	Three months ended June 30, 2016	Six months ended June 30, 2017	Six months ended June 30, 2016
Directors and Officers:				
Directors fees	$ 57,438	$ 30,000	$ 105,563	$ 55,000
Travel and miscellaneous expenses	1,087	975	1,766	1,275
	$ 58,525	$ 30,975	$ 107,329	$ 56,275
Salaries and other benefits	$ 124,630	$ 154,000	$ 174,977	$ 299,000
Share-based compensation	21,602	21,908	38,602	53,164
	$ 146,231	$ 175,908	$ 213,579	$ 352,164
Accounts Payable - related parties				
Directors fees	$ -	$ -	$ -	$ 4,500
Directors expenses	408	-	408	-
Officers expenses	9,319	-	9,319	-
	$ 9,727	$ -	$ 9,727	$ 4,500

Amounts due to related parties relating to director fees and expenses, as at June 30, 2017 was $9,727 (June 30, 2016: $4,500). The director's fees are paid on a quarterly basis. The unpaid amounts due to directors are recorded against accrued liabilities, unsecured and bear no interest.

Janitorial services were provided by a family member of an officer of the Corporation during the three and six months ended June 30, 2017 in the amount of $1,000 and $3,400 respectively (Q2-2016: $3,600; YTD-2016: $4,750). The balance owing with respect to these services as at June 30, 2017 was $nil (June 30, 2016: $nil).

All related party transactions were in the normal course of operations and were measured at the amount of consideration established and agreed to by the related parties.

FINANCIAL INSTRUMENTS

The Corporation's financial instruments consist of cash, restricted cash, accounts receivable, long-term deposits and accounts payable and accrued liabilities.

The Corporation has classified its financial assets and liabilities as follows:

Financial statement item	Classification	Measurement
Cash	Loans and receivables	Amortized cost
Accounts receivable	Loans and receivables	Amortized cost
Long-term deposits	Loans and receivables	Amortized cost
Restricted cash	Loans and receivables	Amortized cost
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost
Capital term loan	Other financial liabilities	Amortized cost

a) FAIR VALUE

Due to the short-term nature of cash, accounts receivable, accounts payable and accrued liabilities the carrying value of these financial instruments approximate their fair value. The fair value of restricted cash approximates the carrying values as they are at the market rate of interest. Long-term deposits are refundable. The fair value of long-term deposits are not materially different from the carrying value.

b) CREDIT RISK

Financial instruments that potentially subject the Corporation to concentrations of credit risk consist primarily of cash, restricted cash, accounts receivable, and long-term deposits. The Corporation's maximum credit risk at December 31, 2016 is the carrying value of these financial assets.

Credit risk associated with cash and restricted cash is minimized substantially by ensuring that these financial assets are placed with major financial institutions that have been accorded strong investment grade rating. Long-term deposits are held with the Government of Alberta thus minimizing their credit risk.

In the normal course of business, the Corporation evaluates the financial condition of its customers on a continuing basis and reviews the credit worthiness of all new customers. Management assesses the potential credit losses by considering the credit risk of specific customers, historical trends and other information. Four customers, each individually owing greater than 10% of the accounts receivable total balance, accounted for 86% for the Corporation's accounts receivable as at June 30, 2017 (December 31, 2016: Two customers accounted for 59%).

The accounts receivable aging is as follows:

	Current	60-90 days	> 90 days	Total
As at June 30, 2017	**$ 1,319,425**	**$ -**	**$ -**	**$ 1,319,425**
As at December 31, 2016	$ 1,690,579	$ 208,068	$ 327,487	$ 2,226,134

c) LIQUIDITY RISK

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through budgeting and forecasting cash flows to ensure it has sufficient cash to meet its short-term requirements for operations, business development and other contractual obligations.

As at June 30, 2017 the Corporation has sufficient working capital to fund ongoing operations and meet its liabilities when they come due. Accordingly, the Corporation is not exposed to significant liquidity risk. The Corporation has identified its financial liabilities as accounts payable, accrued liabilities and lease obligations, including interest.

The expected remaining contractual maturities of the Corporation's financial liabilities are shown in the table below.

	As at June 30, 2017			
	0 - 1 year	2 - 3 years	4 - 5 years	Total
Accounts payable and accrued liabilities	$ 1,090,630	$ -	$ -	$ 1,090,630
Lease obligations, including interest	601,932	279,534	-	881,466
Total	$ 1,692,562	$ 279,534	$ -	$ 1,972,096

	As at December 31, 2016			
	0 - 1 year	2 - 3 years	4 - 5 years	Total
Accounts payable and accrued liabilities	$ 473,298	$ -	$ -	$ 473,298
Lease obligations, including interest	1,132,517	497,001	-	1,629,518
Total	$ 1,605,815	$ 497,001	$ -	$ 2,102,816

d) INTEREST RATE RISK

Interest Rate Risk

The Corporation is exposed to interest rate risk on the operating loan. The Corporation's operating loan bears interest at 3.00% (Q1-2016: 3.00%) over the bank's prime lending rate. As the bank's prime lending rate fluctuates so will the cost of borrowing.

A 100-basis point increase in the interest rate on outstanding debt with variable interest rates would not have negatively impacted earnings because the operating loan was not utilized during the Q2-2017 (Q2-2016: $Nil).

Risks & Uncertainties

The success of Athabasca is subject to a number of factors, including but not limited to those risks normally encountered by junior resource exploration companies, such as exploration uncertainty, operating hazards, increasing environmental regulation, competition with companies having greater resources, fluctuations in the price and demand for aggregates and minerals.

The operations of the Corporation are speculative due to the high risk nature of its business which includes the acquisition, financing, exploration, development, production and operation of mining properties. These risk factors could materially affect the Corporation's future operations and could cause actual events to differ materially from those described in forward-looking statements relating to the Corporation ("Forward Looking Information").

Outlined below are some of the Corporation's significant business risks.

Reliance on oil sands industry
Demand for Athabasca's products can vary significantly depending on the strength of the oil sands industry in Alberta.

Seasonality
Extreme weather conditions in Alberta can impact the mining industry during cold winter months and wet spring months.

Commodity risk
Athabasca's aggregate products, as well as potential development project products, such as silica sand and salt, are commodities, and as such, there is always pricing risk in a competitive market.

Viability of the equity market
The Corporation's on-going ability to finance exploration will depend on among other things the viability of the equity market.

Access to additional capital
The Corporation's ability to access additional capital may be limited for future projects due to inherent risk in equity or debt markets.

Susan Lake Contract terms
The terms of the Susan Lake Contract gives the Province of Alberta the right to terminate the Susan Lake Contract without cause upon three months written notice. The Province of Alberta also has the right to withdraw any portion of the lands from the Susan Lake Contract and those lands withdrawn shall cease to be the responsibility of the Corporation with respect to decommissioning and restoration.

Loss of key personnel
Athabasca relies on certain key employees whose skills and knowledge are critical to maintaining the Corporation's success. Athabasca always strives to identify and retain key employees and always strives to be competitive with compensation and working conditions.

Shortage of equipment or other supplies
The mining industry in Alberta has a history of long periods of growth and significant capital development which can often impact the availability of equipment, labour and other supplies.

Profitability from production and operations
The profitability of mining and resource companies depends, in part, on the actual costs of developing and operating such properties, which may differ significantly from estimates determined at the time a relevant resource project was approved. The development of resource projects may also be subject to unexpected problems and delays that could increase the cost of development and the ultimate operating cost of the relevant project. Athabasca's decision to acquire and develop a resource property and operate for production is based on estimates made as to the expected or anticipated project's economic returns. These estimates are based on assumptions regarding future aggregate prices, anticipated tonnage, recovery rates and quality, anticipated capital expenditures and operating costs.

Actual cash operating costs, production and economic returns may differ significantly from those anticipated by such estimates.

Environmental
Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Corporation's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the resource properties, the potential for production on the property may be diminished or negated.

The Corporation is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Corporation conducts its exploration, development, production, operations and reclamation activities in compliance with applicable environmental protection legislation. The Corporation is not aware of any existing environmental problems related to any of its current properties.

Reclamation obligations
The estimates made by the Corporation for reclamation obligations could significantly change due to potential changes in regulatory requirements prior to completing reclamation work.

Estimation of resource reserves
The Corporation has a risk that current estimates of reserves and resources may differ from actual.

Environmental, health and safety risk
The Corporation has a strong safety and environmental record, but any major incident in the future can significantly impact operational results and employee productivity, as well as the Corporation's reputation in the market.

Cyber security risk
The Corporation's operations may be disrupted or threatened by cyber-attacks or viruses. The business requires the continued operation of information technology systems and network infrastructure. Management believes it has implemented reasonable security measures to prevent disability or failure. However, if the Corporation's systems cannot be recovered in a timely manner, the Corporation may be unable to meet critical business functions, which could have a material adverse effect on the business, financial condition and results of operations.

Litigation
The Corporation's ability to determine the legal costs in defending a lawsuit filed by Syncrude Canada Ltd. is undeterminable and may be significant.

NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

IFRS 9 – FINANCIAL INSTRUMENTS

IFRS 9 will replace IAS 39 "Financial Instruments: Recognition and Measurement" (IAS 39). IFRS 9 utilizes 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. It also introduces a new expected loss impairment model and limited changes to the classification and measurement requirements for financial assets. Application of the standard is mandatory for annual periods beginning on or after January 1, 2018, with early application permitted. The Corporation is evaluating any potential impact of adopting this standard on its annual financial statements.

IFRS 15 – REVENUE FROM CONTRACTS WITH CUSTOMERS

IFRS 15 will replace IAS 18, "Revenue". IFRS 15 establishes a single five-step model framework for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. Application of the standard is mandatory for annual periods beginning on or after January 1, 2018, with early application permitted. The Corporation is evaluating any potential impact of adopting this standard on its annual financial statements.

IFRS 16 - LEASES

In January 2016, the IASB issued a new standard on leases, IFRS 16 – leases. IFRS 16 will require lessees to recognize assets and liabilities for most leases under a single accounting model for which all leases will be accounted for, with certain exemptions. For lessors, IFRS 16 is expected to have little change from existing accounting standards (IAS 17 – Leases). IFRS 16 will be effective for annual periods beginning on or after January 1, 2019. Early application is permitted, provided the new revenue standard, IFRS 15, has been applied, or is applied at the same date as IFRS 16. The Corporation is evaluating any potential impact of adopting this standard on its annual financial statements.

Note 24 – Subsequent Events

On July 7, 2017, the Company announced that it issued 530,000 stock options ("Options") to officers, directors and employees of the Corporation in accordance with its employee stock option plan. The Options grant holders the right to purchase common shares at $0.18 per share for a period of five years. 33 1/3% of the options vested six months after the date of the grant and the balance will vest as to 33 1/3% every six months herein after for the following one year.

Mr. William Woods resigned from his position as Chief Operating Officer effective July 31, 2017.

Effective August 1, 2017 the Corporation will no longer maintain an operating loan facility with HSBC Bank Canada and will secure its letters of commercial credit to the benefit of the Government of Alberta for decommissioning and restoration with cash on deposit.

APPROVAL

The Board of Directors has approved the disclosure in this MD&A, and related financial statements for the three months ended June 30, 2017 at the Board of Directors meeting on August 17, 2017.

Under National Instrument 52-109F2 Certification of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), TSX Venture issuers like Athabasca are required to certify using the Venture Issuer Basic Certificate. This certificate states that the Interim Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Corporation each certify that the documents prepared for the three months ended June 30, 2017 have been reviewed, contain no misrepresentations, and provide a fair presentation of the financial condition, financial performance and cash flows of the Corporation, to the best of their knowledge. This Venture Issuer Basic Certificate does not include any representations relating to the establishment and maintenance of disclosure controls and procedures and/or internal controls over financial reporting. Please refer to the Form 52-109FV1 for additional details. The Interim CEO and CFO of Athabasca have each certified using the Venture Issuer Basic Certificate for the three months ended June 30, 2017.

A copy of this MD&A, the financial statements, certification of annual filings, and previously published financial statements and MD&A, as well as other filed reporting is available on the SEDAR website at www.sedar.com.