

NEW PACIFIC HOLDINGS CORP.

Management's Discussion and Analysis

For the years ended June 30, 2016 and 2015

(Expressed in Canadian dollars, unless otherwise stated)

DATE OF REPORT: September 14, 2016

Management's Discussion and Analysis ("MD&A") is intended to help the reader understand the significant factors that have affected New Pacific Holdings Corp. and its subsidiaries' (collectively "New Pacific" or the "Company") performance and such factors that may affect its future performance. This MD&A should be read in conjunction with the Company's audited consolidated financial statements for the year ended June 30, 2016 and the related notes contained therein. In addition, the Company reports its financial position, financial performance and cash flow in accordance with International Financial Reporting Standards ("IFRS"). The Company's significant accounting policies are set out in Note 2 of the consolidated financial statements for the year ended June 30, 2016.

FORWARD LOOKING STATEMENTS

Except for statements of historical fact relating to the Company, certain information contained herein constitutes forward-looking statements. Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", and other similar words, or statements that certain events or conditions "may" or "will" or "can" occur. Forward-looking statements are based on the opinions and estimates of management on the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. These factors include the fluctuating equity prices, bond prices, commodity prices, calculation of resources, reserves and mineralization, foreign exchange risks, interest rate risk, foreign investment risk, loss of key personnel, conflicts of interest, dependence on management, uncertainties relating to the availability and costs of financing needed in the future and other factors described in this report. There can be no assurance that such 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 such statements. Except as required by applicable securities laws, the Company expressly disclaims any obligation to update any forward-looking statements or forward-looking statements that are incorporated by reference herein.

Additional information relating to the Company can be obtained on SEDAR at www.sedar.com, and on the Company's website at www.newpacificholdings.ca.

BUSINESS STRATEGY

New Pacific Holdings Corp. along with its subsidiaries is a Canadian investment issuer engaged in investing in privately held and publicly traded corporations. The Company was previously in the business of exploring and developing precious metal mining properties in Canada and China under the name of New Pacific Metals Corp. The change of the Company's business and name was approved by the Company's shareholders at the Annual General and Special Meeting held on November 13, 2015.

The Company is a reporting issuer in British Columbia, Alberta, Manitoba, Ontario, and Quebec, and trades on TSX Venture under the symbol "NUX.V".

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FISCAL YEAR 2016 HIGHLIGHTS

- Successfully changed the Company to an investment issuer;
- Moved listing from TSX to TSX Venture; and
- Adjusted net income attributable to equity holders¹ of \$3.04 million, or \$0.05 per share, compared to adjusted net income attributable to equity holders of \$1.92 million, or \$0.03 per share in the prior year.

¹ Non-IFRS measure, see NON-IFRS MEASURE section for reconciliation

INVESTMENTS OVERVIEW

The investment objective for the Company as an investment issuer is to seek a high return on investment opportunities, primarily in the natural resource, industrial or technology sectors; and to preserve capital and limit downside risk while achieving a reasonable rate of return by focusing on opportunities with attractive risk to reward profiles. The nature and timing of the investment will depend, in part, on available capital at any particular time and the investment opportunities identified and available. Subject to the availability of capital, New Pacific intends to create a diversified portfolio of investments. The composition of its investment portfolio will vary over time depending on its assessment of a number of factors including the performance of financial markets and credit risk. The Company's current investment portfolio contains bonds and equity investments.

1. Bonds

The Company acquired bonds issued by other companies from various industries through the open market. These bonds were held to receive coupon interest payments as well as to realize potential gains. The bonds may also be disposed on demand through the open market should the Company require funds for other operational or investment needs.

The bonds portfolio as at June 30, 2016 and 2015 is summarized as follow:

Issuer	Coupon rate	Gain (loss)	Rate of return	Moody's or S&P rating	Fair value	
					June 30, 2016	June 30, 2015
Huarong Finance Co., Ltd.	3.00%	\$ 94,060	3.46%	Baa1	\$ 2,659,751	\$ 2,536,734
ICBCIL Finance Co. Limited	2.63%	15,486	0.89%	A3	-	3,147,820
ICBCIL Finance Co. Limited	3.25%	37,835	2.18%	A3	-	3,142,443
Grand China Air Hong Kong Co., Ltd.	5.50%	30,559	4.90%	N.R.	1,315,409	-
Shui On Development Holding Ltd.	8.70%	45,496	6.67%	N.R.	1,383,767	-
Central China Real Estate Ltd.	6.50%	55,383	8.90%	Ba3, B+	1,315,138	-
Evergrande Real Estate Group	8.75%	3,053	0.97%	B3, CCC+	651,805	-
CITIC Envirotech Limited	5.45%	33,814	5.17%	N.R.	1,342,471	-
eHi Car Services Ltd.	7.50%	80,561	12.85%	BB-	1,350,768	-
Zhiyuan Group (BVI) Co., Ltd.	6.20%	66,423	10.71%	BB	1,387,547	-
Blue Sky Fliers Co., Ltd.	6.90%	23,185	14.97%	N.R.	690,724	-
Credit Agricole S.A.	6.63%	(73,225)	(11.81%)	A1, A	1,183,778	-
Standard Chartered Bank	6.50%	(52,774)	(8.51%)	Ba1, BB-	1,204,086	-
Stats Chippac Ltd.	8.50%	129,166	20.98%	B3, B+	1,360,741	-
Unigroup International Holdings Ltd.	6.00%	88,516	14.26%	N.R.	1,355,645	-
Total or weighted average	6.26%	\$ 577,538	6.42%		\$ 17,201,630	\$ 8,826,997

During the year ended June 30, 2016, the Company acquired twelve new bonds from various industries

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and disposed two of the bonds purchased in the prior year with low returns to strengthen its bonds portfolio. The new bonds portfolio has higher coupon rates and is more diversified to mitigate risks. For the year ended June 30, 2016, total gains in the amount of \$577,538 (year ended June 30, 2015 - \$69,678) were derived from the bonds portfolio. This represents an annualized weighted average rate of return of 6.42%, compared to the return of 2.91% a year ago.

2. Equity Investments

Equity investments represent equity interests of other publicly-trading or privately-held companies that the Company has acquired through the open market or through private placements. These equity interests consist of common shares and warrants.

The equity investments portfolio as at June 30, 2016 and 2015 is summarized as follow:

		June 30, 2016	June 30, 2015
Silvercorp Metals Inc.	(a)	\$ 3,375,120	\$ -
Cozystay Holdings Inc.	(b)	325,225	-
		\$ 3,700,345	\$ -

(a) Silvercorp Metals Inc.

Silvercorp Metals Inc. ("SVM") is a publicly traded mining company based in Canada. The Company acquired a total of 1,148,000 shares of SVM through the open market at a weighted average cost of \$0.764 per share for a total consideration of \$876,667. For the year ended June 30, 2016, unrealized gain on SVM shares was \$2,498,453. As of September 14, 2016, SVM was traded at \$4.33 per share and the Company's total investment in SVM represented 0.7% of SVM's total outstanding shares.

(b) Cozystay Holdings Inc.

Cozystay Holdings Inc. ("Cozystay") is a private Canadian company. The Company acquired a total of 750,750 shares of Cozystay through a private placement at a cost of \$0.466 (USD \$0.333) per share for a total consideration of \$350,150 (USD \$250,000). For the year ended June 30, 2016, unrealized loss on Cozystay shares was \$24,925. As of September 14, 2016, the Company's total investment in Cozystay represented 7% of Cozystay's total outstanding shares.

Equity investments purchased subsequent to year end:

(c) Dalradian Resources Inc.

Dalradian Resources Inc. ("DNA") is a publicly traded mining company based in Canada. Subsequent to the year end on July 22, 2016, the Company acquired a total of 300,000 shares of DNA through the open market at a cost of \$1.03 per share for a total consideration of \$309,000. As of September 14, 2016, DNA was traded at \$1.59 per share and the Company's total investment in DNA represented 0.1% of DNA's total outstanding shares.

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(d) Centerra Gold Inc.

Centerra Gold Inc. ("CG") is a publicly traded mining company based in Canada. Subsequent to the year end on August 3, 2016, the Company acquired a total of 60,000 shares of CG through the open market at a cost of \$7.8559 per share for a total consideration of \$471,354. As of September 14, 2016, CG was traded at \$6.95 per share and the Company's total investment in CG represented 0.02% of CG's total outstanding shares.

(e) Aton Resources Inc.

Aton Resources Inc. ("AAN") is a publicly traded mining company based in Canada. Subsequent to the year end on August 5, 2016, the Company acquired a total of 14,000,000 shares of AAN through a private placement at a cost of \$0.05 per share for a total consideration of \$700,000. As of September 14, 2016, AAN was traded at \$0.09 per share and the Company's total investment in AAN represented 12.4% of AAN's total outstanding shares.

(f) Aureus Mining Inc.

Aureus Mining Inc. ("AUE") is a publicly traded mining company based in Canada. Subsequent to the year end from August 8 to September 9, 2016, the Company acquired a total of 6,231,000 shares of AUE through the open market at a weighted average cost of \$0.0569 per share for a total consideration of \$354,755. As of September 14, 2016, AUE was traded at \$0.05 per share and the Company's total investment in AUE represented 0.5% of AUE's total outstanding shares.

(g) Prophecy Development Corp.

Prophecy Development Corp. ("PCY") is a publicly traded mining company based in Canada. Subsequent to the year end on August 16, 2016, the Company acquired a total of 90,000 shares plus warrants of PCY through a private placement at a cost of \$3.80 per share and warrant for a total consideration of \$342,000. The warrants have an exercise price of \$4.40 per share and expire in five years after the closing date of the transaction. As of September 14, 2016, PCY was traded at \$4.20 per share and the Company's total investment in PCY represented 2% of PCY's total outstanding shares.

PROJECTS OVERVIEW

The Company was, until June 30, 2016, an exploration stage company engaged in the acquisition and exploration of mineral property interests in Canada and China. The Company was primarily focused on the advancement of the Tagish Lake Gold Property ("TLG") and the RZY Project ("RZY"), as detailed below. The Company intends to treat the TLG property and RZY project as investments in its investment portfolio in accordance with the Company's investment objectives and strategies.

1. Tagish Lake Gold Property

In December 2010, the Company completed the acquisition of 100% of the Tagish Lake Gold Property through the acquisition of Tagish Lake Gold Corp. TLG is a wholly owned direct subsidiary of the Company. The Tagish Lake Gold Property is located 80 kilometres by road south of Whitehorse, Yukon, Canada, and consists of 1,510 mineral claims covering approximately 254 square kilometres. Within the property,

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three geographically distinct projects have been identified: the Skukum Creek, Goddell, and Mt. Skukum projects.

On September 14, 2012, the Company filed an updated National Instrument 43-101 ("NI 43-101") report for the Skukum Creek, Goddell and Mt. Skukum projects. The Company does not intend to conduct any further exploration on the Tagish Lake Gold Property and will examine strategic opportunities for the Tagish Lake Gold Property in accordance with its investment strategies and objectives.

Exploration Progress

Since the acquisition of the Tagish Lake Gold Property in December 2010, the Company had one exploration season that commenced on May 18, 2011 and ended on October 9, 2011. The property was on care and maintenance status with a rotating crew of 2 men on site at all times between the end of exploration work and November 2014. Since November 2014 the camp has been sealed and unmanned. All major onsite equipment items have been removed for sale.

During the year ended June 30, 2016, certain equipment at the TLG camp were disposed for proceeds of \$53,605 (year ended June 30, 2015 - \$23,210).

2. RZY Silver-Lead-Zinc Project

On March 28, 2013, the Company acquired 80% of Fortress Mining Inc.'s ("FMI") interest in the RZY Silver-Lead-Zinc Project through the purchase of all the outstanding common shares of FMI from Silvercorp Metals Inc., a related party of the Company, for cash consideration of US\$3.5 million. The RZY Project is held through FMI's 82% owned subsidiary, Qinghai Found Mining Co. Ltd. ("QFM"). The RZY Project exploration permit has been transferred from Qinghai Geological Survey Institute ("QGS"), the minority shareholder of QFM, to QFM as of September 3, 2013.

The RZY Project, located in Qinghai, China is an early stage silver-lead-zinc exploration project, situated on a high plateau with an average elevation of 5,000 metres above sea level. The RZY project is located approximately 296 kilometres via paved and gravel roads from the capital city of Yushu, Tibetan Autonomous Prefecture, or 1157 kilometres via paved highway from Qinghai Province's capital city of Xining. Regular commercial flights are available from Xining to Yushu.

Exploration Progress

The most recent drill program at the RZY Project was completed on October 20, 2013. In 2016, the Qinghai Provincial Government issued a moratorium which temporarily suspends exploration for twenty six mining projects including the Company's RZY project. Despite of the moratorium, the Company successfully renewed the exploration permit with Qinghai Provincial Government and will apply to renew the exploration permit upon its expiration in November 2016.

During the year ended June 30, 2016, the Company performed a strategic review of its RZY Project due to prolonged inactivity. The Company assessed the recoverable amounts at the value in use of each cash-generating unit ("CGU") to determine if there was any impairment. The recoverable amount of the RZY Project's mineral property interest is determined based on the assets' value in use. As a result of the assessment, an impairment expense of \$3,850,343 was recognized against the carrying amounts of the project's mineral property interest.

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During the year ended June 30, 2016, excluding foreign exchange impact, a total of \$51,771 of camp maintenance and permitting expenditures were incurred in RZY Project (year ended June 30, 2015 – \$524,811).

FINANCIAL RESULTS

Selected Annual Information

	Fiscal 2016	Fiscal 2015	Fiscal 2014
Income from Investments	\$ 3,098,622	\$ 202,375	\$ 170,467
Income (loss) before other income and expenses	2,068,900	(1,264,047)	(1,787,764)
Impairment of mineral property interests	(3,850,343)	(175,901)	(39,966,831)
Other income	971,536	3,148,952	201,788
Net (loss) income	(809,907)	1,709,004	(41,552,807)
Net (loss) income attributable to equity holders	(118,167)	1,739,248	(41,495,648)
Basic and diluted (loss) earnings per share	(0.00)	0.03	(0.62)
Adjusted net income (loss) attributable to equity holders ¹	3,039,114	1,915,149	(1,528,817)
Adjusted basic and diluted earnings (loss) per share ¹	0.05	0.03	(0.02)
Total assets	30,799,017	32,183,694	28,739,160
Total liabilities	790,340	1,443,398	1,181,776

Net loss attributable to equity holders of the Company in Fiscal 2016 was \$118,167 or \$0.00 per share compared to net income of \$1,739,248 or \$0.03 per share in Fiscal 2015.

In Fiscal 2016, adjusted net income attributable to equity holders¹ was \$3,039,114 or \$0.05 per share compared to \$1,915,149 or \$0.03 per share in Fiscal 2015. Adjusted net income excludes non-recurring or unusual non-operational items such as impairment of mineral property interests and acts as a supplemental financial measure that provides a more complete assessment of the Company's operations for the year.

In the current year, the Company's financial results were mainly impacted by the following: (i) new business strategy to focus on investments brought in income from investments of \$3,098,622, a 1,431% increase compared to \$202,375 in the prior year; (ii) a non-cash impairment loss of \$3,850,343 was recognized on the RZY Project. In the prior year, impairment loss of \$175,901 was recognized on the TLG Property; (iii) foreign exchange gain of \$864,648, a 72% decrease compared to foreign exchange gain of \$3,129,372 in the prior year; and, (iv) operating expenses of \$1,029,722, a 30% decrease compared to \$1,466,422 in the prior year.

¹ Non-IFRS measure, see NON-IFRS MEASURE section for reconciliation

Income from investments in Fiscal 2016 was \$3,098,622, an increase of 1,431%, compared to \$202,375 in Fiscal 2015. This significant increase was a direct result of the Company's business change from exploration and development on mineral properties to investing in publicly-traded or privately-held corporations and other marketable instruments such as bonds. Within the investments income, \$2,498,453 was unrealized gain on the Company's investment in SVM's shares and \$577,538 was from fair value change and interest earned on bonds.

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Operating expenses in Fiscal 2016 was \$1,029,722, a decrease of 30%, compared to \$1,466,422 in Fiscal 2015. The noticeable decrease in operating expense was also a result of the Company's business change. The reduced care and maintenance activities at mine sites had a big impact on reducing operating expenses. Significant items included in operating expenses are as follows:

- (i) **Audit and accounting fees** in Fiscal 2016 was \$60,180, a decrease of 26%, compared to \$80,831 in Fiscal 2015. The lower audit and accounting fees in the current year is due to less tax services used as compared to prior year;
- (ii) **Consulting fees** in Fiscal 2016 was \$3,690, a decrease of 92%, compared to \$44,654 in Fiscal 2015. No consulting services were needed since the mines were put on care and maintenance;
- (iii) **Filing and listing fees** in Fiscal 2016 was \$73,831, an increase of 86%, compared to \$39,780 in Fiscal 2015. The fees increased in the current year due to additional fees associated with the application for listing on TSX Venture exchange;
- (iv) **Legal and professional fees** in Fiscal 2016 was \$45,000, an increase of 29%, compared to \$34,752 in Fiscal 2015. Other than legal fees in the normal course of business, additional legal fees were incurred in the current year associated with the legal dispute case related to Paul Whelan Mining Contractors ("Whelan Mining"). On August 8, 2016, the Company reached an agreement with Whelan Mining to settle the case with an all-inclusive sum of \$83,000.
- (v) **Salaries and benefits expense** in Fiscal 2016 was \$366,284, a decrease of 44%, compared to \$649,814 in Fiscal 2015. The significant decrease in salary and benefits was a direct result of the reduced activities at mine sites. Certain senior management positions had their salaries reduced and mine site employees were laid off;
- (vi) **Office and administration expense** in Fiscal 2016 was \$159,445, an increase of 1%, compared to \$157,404 in Fiscal 2015;
- (vii) **Rent expense** in Fiscal 2016 was \$95,952, a decrease of 19%, compared to \$118,853 in Fiscal 2015. Rental expense is based on a Service and Cost Allocation Agreement between the Company and Silvercorp Metals Inc. Less office space was leased in the current year which resulted in reduced rent expense;
- (viii) **Share-based compensation** in Fiscal 2016 was \$129,726, a decrease of 36%, compared to \$201,666 in Fiscal 2015. The decrease in share-based compensation in the current year was due to the cancellation of 125,000 stock options after the departure of a former officer which had a reversal effect on share-based compensation. There were no new stock options granted in the current year; and
- (ix) **Travel and promotion expense** in Fiscal 2016 was \$40,443, a decrease of 53%, compared to \$86,472 in Fiscal 2015. There was less travel to the mine sites and minimal expenditures on investor relations.

Foreign exchange gain in Fiscal 2016 was \$864,648, a decrease of 72%, compared to \$3,129,372 in Fiscal 2015. The Company holds a large portion of cash and cash equivalents and bonds in US dollars while the Company's functional currency is Canadian dollar, the fluctuation in exchange rates between the US dollar and Canadian dollar will impact the financial results of the Company. In Fiscal 2016, the US dollar appreciated by 4.3% against Canadian dollar (from 1.2474 to 1.3009) while in Fiscal 2015 US dollar appreciated by 14.4% against Canadian dollar (from 1.0676 to 1.2474). The slowdown of US dollar appreciation against Canadian dollar in Fiscal 2016 was the reason of the reduced amount of foreign exchange gains.

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Gain on disposal of plant and equipment in Fiscal 2016 was \$105,281, an increase of 418%, compared to \$20,324 in Fiscal 2015. The Company sold major on site equipment after putting the mines on care and maintenance in order to realize the value of the assets before depreciation and to reduce the risk of potential damage and theft.

Impairment of mineral property interests in Fiscal 2016 was \$3,850,343 compared to \$175,901 in Fiscal 2015. In the current year, the Company performed a strategic review of its RZY Project due to prolonged inactivity. The Company assessed the recoverable amounts at the value in use of each cash-generating unit ("CGU") to determine if there was any impairment. The recoverable amount of the RZY Project's mineral property interest is determined based on the assets' value in use. As a result of the assessment, an impairment expense of \$3,850,343 was recognized against the carrying amounts of the project's mineral property interest.

Selected Quarterly Information

	For the Quarters Ended			
	Jun 30, 2016	Mar 31, 2016	Dec 31, 2015	Sept 30, 2015
Income (loss) from Investments	\$ 1,507,480	\$ 1,543,806	\$ (37,290)	\$ 84,626
Income (loss) before other income and expenses	1,287,128	1,286,638	(295,171)	(209,695)
Impairment of mineral property interests	(3,850,343)	-	-	-
Other income (loss)	117,268	(1,456,190)	713,076	1,597,382
Net (loss) income	(2,445,947)	(169,552)	417,905	1,387,687
Net (loss) income attributable to equity holders	(1,760,845)	(165,165)	421,784	1,386,059
Basic and diluted (loss) earnings per share	(0.03)	(0.00)	0.01	0.02
Total assets	30,799,017	33,274,197	34,186,828	34,068,509
Total liabilities	790,340	793,016	1,042,440	1,480,034

	For the Quarters Ended			
	Jun 30, 2015	Mar 31, 2015	Dec 31, 2014	Sept 30, 2014
Income from Investments	\$ 82,623	\$ 39,355	\$ 44,152	\$ 36,245
Loss before other income and expenses	(272,444)	(319,437)	(343,346)	(328,820)
Impairment of mineral property interests	(175,901)	-	-	-
Other (loss) income	(367,767)	1,903,090	692,199	921,430
Net (loss) income	(816,112)	1,583,653	348,853	592,610
Net (loss) income attributable to equity holders	(809,301)	1,588,543	355,455	604,551
Basic and diluted (loss) earnings per share	(0.01)	0.02	0.01	0.01
Total assets	32,183,694	32,689,577	30,370,012	29,733,106
Total liabilities	1,443,398	1,026,593	1,074,035	1,037,806

Since July 1, 2015, the Company has gradually moved its business towards investments which changed its income and expense structure and behaviour. The expenses incurred by the Company before June 30, 2015 was typical of junior exploration companies that have not yet established mineral reserves.

LIQUIDITY AND CAPITAL RESOURCES

1. Cash Flows

Cash used in operating activities for the year ended June 30, 2016 was \$880,205 (year ended June 30, 2015 – used \$760,650), which mainly resulted from net loss, after items not affecting cash of \$604,535 compared to \$(2,724,877) in the prior year. Changes in non-cash working capital for the year ended June 30, 2016 has used \$674,833 in cash compared to positive \$255,223 in the prior year.

Cash used in investing activities for the year ended June 30, 2016 was \$9,907,934 (year ended June 30,

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2015 – used \$9,318,919), which mainly resulted from \$15,750,827 of bond acquisitions from open market, offset by \$7,010,931 of bond dispositions, and \$1,226,817 of equity investments purchased. In the prior year, investing activities were mainly comprised of capital expenditures on mineral property interests of \$538,132 and bonds acquisitions of \$8,933,526.

Foreign exchange effect was positive \$1,203,377 and positive \$3,288,649 for the year ended June 30, 2016 and 2015, respectively. Foreign exchange effect is mainly due to the period end translation of US and Chinese denominated funds that the Company holds.

2. Liquidity and Capital Resources

As at June 30, 2016, the Company had working capital of \$21,816,903 (June 30, 2015 - \$22,364,687), comprised of cash and cash equivalents of \$5,267,066 (June 30, 2015 - \$14,851,828), bonds of \$17,201,630 (June 30, 2015 - \$8,826,997) and other current assets of \$138,547 (June 30, 2015 - \$129,260) offset by current liabilities of \$790,340 (June 30, 2015 - \$1,443,398). Management believes that the Company has sufficient funds to support its normal investing and operating requirement on an ongoing basis.

The Company does not have unlimited resources and its future capital requirements will depend on many factors, including, among others, cash flow from interest, dividends, and realized gains on investments. To the extent that its existing resources and the funds generated by future income are insufficient to fund the Company's operations, the Company may need to raise additional funds through public or private debt or equity financing. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences or privileges senior to those of the holders of the Company's common stock. No assurance can be given that additional financing will be available or that, if available, can be obtained on terms favourable to the Company and its shareholders. If adequate funds are not available, the Company may be required to delay, limit or eliminate some or all of its proposed operations. The Company believes it has sufficient capital to meet its cash needs for the next 12 months, including the costs of compliance with continuing reporting requirements.

FINANCIAL INSTRUMENTS

The Company manages its exposure to financial risks, including liquidity risk, foreign exchange rate risk, interest rate risk, credit risk and equity price risk in accordance with its risk management framework. The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework and reviews the Company's policies on an ongoing basis.

(a) Fair Value

The Company classifies its fair value measurements within a fair value hierarchy, which reflects the significance of inputs used in making the measurements as defined in IFRS 7 – Financial Instruments: Disclosures ("IFRS 7").

Level 1 – Unadjusted quoted prices at the measurement date for identical assets or liabilities in active markets.

Level 2 – Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar

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assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 – Unobservable inputs which are supported by little or no market activity.

The following table sets forth the Company's financial assets that are measured at fair value on a recurring basis by level within the fair value hierarchy at June 30, 2016 and June 30, 2015 that are not otherwise disclosed. As required by IFRS 7, financial assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Recurring measurements	Fair value as at June 30, 2016			Total
	Level 1	Level 2	Level 3	
Financial Assets				
Cash and cash equivalents	\$ 5,267,066	\$ -	\$ -	\$ 5,267,066
Bonds	17,201,630	-	-	17,201,630
Equity investments ⁽¹⁾	3,375,120	-	325,225	3,700,345

⁽¹⁾ Investment in Cozystay is a Level 3 financial instrument

Recurring measurements	Fair value as at June 30, 2015			Total
	Level 1	Level 2	Level 3	
Financial Assets				
Cash and cash equivalents	\$ 14,851,828	\$ -	\$ -	\$ 14,851,828
Bonds	8,826,997	-	-	8,826,997

Fair value of other financial instruments excluded from the table above approximates their carrying amount as of June 30, 2016 and June 30, 2015, respectively.

There were no transfers into or out of level 3 during 2016 and 2015.

(b) Liquidity Risk

The Company has a history of losses and no operating revenues from its operations. Liquidity risk is the risk that the Company will not be able to meet its short term business requirements. As at June 30, 2016, the Company had a working capital position of \$21,816,903 and sufficient cash resources to meet the Company's short-term financial liabilities and its planned investment activities as well as exploration and development expenditures for the foreseeable future, for, but not limited to, the next 12 months.

In the normal course of business, the Company enters into contracts that give rise to commitments for future minimum payments. The following summarizes the remaining contractual maturities of the Company's financial liabilities:

	June 30, 2016		June 30, 2015	
	Due within a year			
Trade and other payables	\$	701,228	\$	1,292,765
Due to related parties		6,112		69,633
	\$	707,340	\$	1,362,398

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(c) Foreign Exchange Risk

The Company is exposed to foreign exchange risk when it undertakes transactions and holds assets and liabilities denominated in foreign currencies other than its functional currencies. The Company currently does not engage in foreign exchange currency hedging. The Company's exposure to foreign exchange risk is summarized as follows:

The amounts are expressed in CAD equivalents	June 30, 2016		June 30, 2015	
United States dollars	\$	22,505,852	\$	21,885,664
Chinese RMB		243,484		1,046,913
Financial assets in foreign currency	\$	22,749,336	\$	22,932,577
Chinese RMB	\$	82,494	\$	587,844
Financial liabilities in foreign currency	\$	82,494	\$	587,844

As at June 30, 2016, with other variables unchanged, a 1% strengthening (weakening) of the U.S. Dollar against the CAD would have increased (decreased) net income by approximately \$225,000.

As at June 30, 2016, with other variables unchanged, a 1% strengthening (weakening) of the Chinese RMB against the CAD would have increased (decreased) net income by approximately \$1,900.

(d) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's cash and cash equivalents primarily include highly liquid investments that earn interest at market rates that are fixed to maturity. The Company also holds a portion of cash and cash equivalents in bank accounts that earn variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have significant impact on the fair values of the financial instruments as of June 30, 2016. The Company also owns bonds that earn coupon payments at fixed rates to maturity. Fluctuation in market interest rates usually will have an impact on bond's fair value. An increase in market interest rates will generally reduce bond's fair value while a decrease in market interest rates will generally increase it. The Company monitors market interest rate fluctuations closely and adjusts the investment portfolio accordingly.

(e) Credit Risk

Credit risk is the risk of financial loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk primarily associated with cash and cash equivalents, bonds, and receivables. The carrying amount of financial assets included on the statement of financial position represents the maximum credit exposure.

The Company has deposits of cash equivalents that meet minimum requirements for quality and liquidity as stipulated by the Company's Board of Directors. Management believes the risk of loss to be remote, as majority of its cash and cash equivalents are held with major financial institutions. Bonds by nature are exposed to more credit risk than cash. The Company manages its risk associated with bonds by only investing in large globally recognized corporations from diversified industries. As at June 30, 2016, the Company has a receivables balance of \$115,146 (June 30, 2015 - \$109,767).

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(f) Equity Price Risk

The Company holds certain marketable securities that will fluctuate in value as a result of trading on global financial markets. As the Company's marketable securities holding are mainly in mining companies, the value will also fluctuate based on commodity prices. Based upon the Company's portfolio at June 30, 2016, a 10% increase (decrease) in the market price of the securities held, ignoring any foreign exchange effects would have resulted in an increase (decrease) to net income of approximately \$340,000.

RELATED PARTY TRANSACTIONS

Related party transactions not disclosed elsewhere in the MD&A are as follows:

Transactions with related parties	Years ended June 30,	
	2016	2015
Silvercorp Metals Inc. (a)	\$ 253,799	\$ 306,397

Related party transactions are entered at the amounts agreed on by the parties. As at June 30, 2016 and 2015, the balances with related parties, which are unsecured, non-interest bearing, and due on demand, are as follows:

Due to related parties	June 30, 2016	June 30, 2015
Silvercorp Metals Inc. (a)	\$ 6,112	\$ 69,633

(a) Silvercorp has two common directors and officers with the Company and shares office space and provides various general and administrative services to the Company. During the year ended June 30, 2016, the Company recorded total expenses of \$253,799 (year ended June 30, 2015 - \$306,397) for services rendered and expenses incurred by Silvercorp on behalf of the Company.

(b) Compensation of key management personnel

The remuneration of directors and other members of key management personnel for the years ended June 30, 2016 and 2015 are as follows:

	Year ended June 30,	
	2016	2015
Directors' fees	\$ 70,000	\$ 70,000
Salaries/consulting fees for key management personnel	162,000	459,977
	\$ 232,000	\$ 529,977

PROVISIONS

The Company was involved in a legal action associated with the normal course of operations. As at June 30, 2016, the Company has a provision of \$ 83,000 (June 30, 2015 - \$81,000) for the legal dispute case related to Paul Whelan Mining Contractors ("Whelan Mining"). Subsequent to the year end on August 8, 2016, the Company reached an agreement with Whelan Mining to settle the case with an all-inclusive sum of \$83,000. On August 18, 2016, the Supreme Court of Yukon issued a consent order to dismiss the case after the Company made the settlement payment.

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NON-IFRS MEASURE

The Company used adjusted net income attributable to equity holders which excludes non-recurring or unusual non-operational items such as impairment of mineral property interests and acts as a supplemental financial measure that provides a more complete assessment of the Company's operations for the year. Such measure is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. To facilitate better understanding of this Non-IFRS measure, the following table provides the reconciliation of this measure to financial statements for the years ended June 30, 2016 and 2015:

('000s US\$)	Year ended, June 30, 2016	Year ended, June 30, 2015
Net (loss) income for the year	\$ (809,907)	\$ 1,709,004
Adjust impairment of mineral property interests	3,850,343	175,901
Adjusted net income for the year	\$ 3,040,436	\$ 1,884,905
Non-controlling interest	\$ (691,740)	\$ (30,244)
Adjustments to non-controlling interest	693,062	-
Adjusted non-controlling interest	1,322	(30,244)
Adjusted net income attributable to equity holders	\$ 3,039,114	\$ 1,915,149
Basic and diluted weighted average shares outstanding	66,938,229	66,938,229
Basic and diluted adjusted earnings per share	\$ 0.05	\$ 0.03

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet financial arrangements.

PROPOSED TRANSACTIONS

There are no proposed acquisitions or disposals of assets or business, other than those in the ordinary course of business, approved by the board of directors as at the date of this MD&A.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the amounts reported on the consolidated financial statements. These critical accounting estimates represent management estimates that are uncertain and any changes in these estimates could materially impact the Company's consolidated financial statements. Management continuously reviews its estimates and assumptions using the most current information available. The Company's critical accounting policies and estimates are described in Note 2 of the accompanied audited consolidated financial statements for the year ended June 30, 2016.

Management has identified: (a) Impairment of mineral property interests and (b) Share-based payments as the critical estimates for the following discussion:

(a) *Impairment of mineral property interests*

Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is considered to be the higher of the fair value less costs to sell and value in use. These assessments require

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the use of estimates and assumptions such as long-term commodity prices (considering current and historical prices, price trends and related factors), discount rates, operating costs, future capital requirements, closure and rehabilitation costs, exploration potential, reserves and in-situ value of the property. These estimates and assumptions are subject to risk and uncertainty. Therefore, there is a possibility that changes in circumstances will impact these projections, which may impact the recoverable amount of assets and/or CGUs. Fair value or value in use is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties.

(b) Share-based payments

The Company accounts for stock options granted to employees, officers, directors, and consultants using the fair value method. The fair value of options granted to employees, officers, and directors is determined using the Black-Scholes option pricing model with market related inputs as of the date of grant. The fair value of stock options granted to consultants is measured at the fair value of the services delivered. Market related inputs using the Black-Scholes option pricing model are subject to estimation and includes risk free interest rate, expected life of option, expected volatility, expected dividend yield, and estimated forfeiture rate.

FUTURE ACCOUNTING CHANGES

IFRS 15 – *Revenue from contracts with customers*, the standard on revenue from contracts with customers was issued in September 2015 and may be effective for annual reporting periods beginning on or after January 1, 2018 for public entities with early adoption permitted. Entities have the option of using either a full retrospective or a modified retrospective approach to adopt the guidance. The Company is assessing the impact of this standard.

IAS 7 - *Statement of Cash Flows* has been revised to incorporate amendments issued by the International Accounting Standards Board ("IASB") in January 2016. The amendments require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities. The amendments are effective for annual periods beginning on or after January 1, 2017 with early adoption permitted. The Company is assessing the impact of this standard.

IAS 12 - *Income Taxes* has been revised to incorporate amendments issued by the IASB in January 2016. The amendments clarify how to account for deferred tax assets related to debt instruments measured at fair value. The amendments are effective for annual periods beginning on or after January 1, 2017 with early adoption permitted. The Company is assessing the impact of this standard.

IFRS 16 - *Leases* was issued by the IASB and will replace *Leases ("IAS 17")*. IFRS 16 requires most leases to be reported on a company's balance sheet as assets and liabilities. IFRS 16 is effective for annual periods beginning on or after January 1, 2019 with early application permitted for companies that also apply IFRS 15 *Revenue from Contracts with Customers*. The Company is currently assessing the impact of this new standard.

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OUTSTANDING SHARE DATA

As at the date of this MD&A, the following securities were outstanding:

(a) Share Capital

Authorized – unlimited number of common shares without par value.

Issued and outstanding – 66,938,229 common shares with a recorded value of \$57.1 million.

Shares subject to escrow or pooling agreements is nil.

(b) Options

The outstanding options as at the date of this MD&A are summarized as follows:

Options		
Outstanding	Exercise Price \$	Expiry Date
485,000	0.57	September 23, 2017
1,105,000	0.61	April 7, 2018
815,000	0.62	September 23, 2018
2,405,000	0.61	

RISK FACTORS

The Company is subject to many risks which are outlined in its Annual Information Form, which is available on SEDAR at www.sedar.com. In addition, please refer to the *Financial Instruments Section* for the analysis of financial risk factors.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management is responsible for the design and maintenance of disclosure controls and procedures. Disclosure controls and procedures are designed to provide reasonable assurance that relevant information is gathered and reported to senior management on a timely basis so that appropriate decisions can be made regarding public disclosure. Current disclosure controls include meetings with the Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and members of the Board of Directors and Audit Committee through emails, telephone conferences and informal meetings to review public disclosure. All public disclosures are reviewed by certain members of senior management and of the Board of Directors and Audit Committee. The Board of Directors has delegated the duties to the Chief Executive Officer whom is primarily responsible for financial and disclosure controls.

Based on current securities legislation in Canada, the CEO and the CFO of the Company evaluated the design and effectiveness of the Company's disclosure controls and procedures as of June 30, 2016 and concluded that such disclosure controls and procedures were operating effectively at that date.

Management is responsible for designing, establishing and maintaining a system of internal controls over financial reporting to provide reasonable assurance that the financial information prepared by the Company for external purposes is reliable and has been recorded, processed and reported in an accurate and timely manner in accordance with IFRS.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities. The Audit

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Committee fulfills its role of ensuring the integrity of the reporting information through its review of the interim and annual financial statements.

There are inherent limitations in the effectiveness of internal controls over financial reporting, including the possibility that misstatements may not be prevented or detected. Accordingly, even effective internal controls over financial reporting can provide only reasonable assurance with respect to financial statement preparation. Furthermore, the effectiveness of internal controls can change with circumstances.

The CEO and the CFO evaluated the design and effectiveness of internal controls over financial reporting based on the framework in Internal Control – Integrated Framework issued by the Committee Sponsoring Organizations of the Treadway Commission (“COSO”) as at June 30, 2016. Based on this evaluation, as at June 30, 2016, the Company believes that its internal controls over financial reporting were designed and operating effectively to provide reasonable, but not absolute, assurance that the objectives of the control system are met.

The Company continues to review and assess its internal controls over financial reporting. There were no significant changes made to internal controls over financial reporting during the year ended June 30, 2016.