INTRODUCTION

The following Management's Discussion and Analysis ("MD&A") relates to the financial condition and results of operations of Tulloch Resources Ltd. and should be read in conjunction with the Company's interim unaudited financial statements for the three month period ending April 30, 2017 and the audited financial statements for the year ended July 31, 2016 and the notes thereto.

This MD&A was prepared as of June 20, 2017 and reports on the Company's activities to that date. The Company's Audit Committee and Board of Directors have reviewed and approved the disclosure contained in this MD&A. The results are expressed in Canadian dollars, unless otherwise noted. As used in this MD&A, the terms "we", "us", "our", the "Company" and "Tulloch" mean Tulloch Resources Ltd.

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

FORWARD-LOOKING INFORMATION **ADVISORY**

Except for statements of historical fact related to the Company certain information and/or certain statements included in this MD&A constitute forward-looking statements. Such forward-looking statements can often, but not always, be identified by the use of words such as "can", "could", "believe", "propose", "anticipate", "intend", "consider", "estimate", "expect", or other variations of such expressions, or forward-looking statements may declare that certain measures, events or results "can", "could" or "will" be taken or occur or be attained. Forward-looking statements in this MD&A include, but are not limited to, statements relating to the Company's plan to have the common shares of the Company listed on a stock exchange. Such forward-looking statements involve known and unknown risks and uncertainties as well as other factors that could cause actual results, performances or achievements of the Company to differ materially from the future results, performances or achievements implied or suggested in such forward-looking statements. Such risks, uncertainties and other factors include but are not limited to: the ability of management and the directors of the Company to carry out their plans as stated in this MD&A, the likelihood of the Company's shares becoming listed on a stock exchange, and the ability of the Company to secure additional funding on favourable terms, and the risk factors discussed under the heading "Risk Factors" below. Readers are cautioned not to put undue reliance on forward-looking statements. These forward-looking statements are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements in order to account for any events or circumstances that might occur after the date that such forward-looking statements were established except as required by applicable securities laws.

BUSINESS DESCRIPTION

The Company is a reporting issuer with its head office at 441 Heales Avenue, Penticton, BC V2A 1G5. The registered and records office of the Company is located at 250 Howe Street, 20th Floor, Vancouver, BC V6C 3H1. **The Company's common shares ("Shares") are not listed on any stock exchange as of the date of this MD&A.**

The Company was incorporated under the laws of British Columbia on March 12, 1980 as Treminco Resources Ltd. The Shares of the Company were originally listed for trading on the Vancouver Stock Exchange in 1985. In 1988 the Company transferred its listing to the Toronto

Stock Exchange ("TSE"). On February 19, 1999 it changed its name to Elkhorn Gold Mining Corporation.

On September 4, 2001, the Company's Shares were delisted from the TSE for failure to meet Continued Listing Requirements. Cease Trade Orders ("CTOs") were imposed on the Company by the Ontario Securities Commission and British Columbia Securities Commission (the "Commissions") on January 11, 2002 and January 3, 2002, respectively. Between April 2001 and July 2010, the Company was inactive and did not carry on any business. On October 11, 2011 the company changed its name to Tulloch Resources Ltd.

On January 16, 2012, pursuant to Section 171 of the Securities Act, R.S.B.C and Section 144 of the Securities Act, R.S.O, the British Columbia and Ontario Securities Commissions each issued a revocation order in respect to the CTO's issued against the Company. As part of the revocation, the Company undertook not to complete a transaction that would result in a Reverse Takeover while the Company is not listed on a Recognized Stock Exchange unless prior to closing of such transaction, the Company provides the British Columbia Securities Commission with 10 business days notice of the transaction.

2016 HIGHLIGHTS AND SIGNIFICANT EVENTS

During the period ending April 30, 2017 the Company conducted an internal strategic review and determined that it would consider investment opportunities not necessarily in the BC wine sector, which had formerly been its focus. As of the date of this MD&A, no definitive agreements have been reached and activity was constrained through lack of funds. There can be no assurance that the Company will be successful in its ventures, or that it will be relisted for trading. (SEE: RISK FACTORS)

On June 2, 2017, Company directors Saeed Otufat Shamsi and Rob Trenaman resigned. The Company's remaining director is Stuart Wooldridge, who also serves as CEO, CFO, and secretary.

OVERALL PERFORMANCE

Following are summaries of the Company's financial results and position for the three and nine months ended April 30, 2017 and the comparative periods in 2016:

	Three Months Ended April 30, 2017 $	Three Months Ended April 30, 2016 $	Nine Months Ended April 30, 2017 $	Nine Months Ended April 30, 2017 $
Revenue	–	–	–	–
Expenses	-	-		-
Consulting fees (Note 4)	--	-		$15,480-
Promotion/Meals and Entertainment	504	1,513	504	5,032
General and administration	2,854	1,256	5,032	6,553
Professional fees				8,250
Travel	2,031	669	2,031	5,257
Net loss and comprehensive loss for the period	$(5,390)	$(3,438)	$(7,567)	$(40,572)
Loss per share, basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)

Weighted average number of common shares outstanding	8,530,907	8,164,743	8,530,907	8,164,743

Expenses and net loss rose slightly by $1,952 for the three-month period ending April 30, 2017 although shrank significantly by $32,915 for the nine month period ending April 30, 2017, as management reduced expenses.

Share-based Compensation

Under the Company's stock option plan (the "Plan") the Company's board of directors is authorized to grant stock options to directors, senior officers, employees, consultants, consultant company or management company employees not to exceed 10% of the issued and outstanding common shares of the Company from time to time. Stock options granted under the Plan are exercisable over a period not exceeding two years from the date granted. An option shall be granted as fully vested immediately, unless a vesting schedule is imposed by the Board as a condition at the grant date.

During the period ended April 30, 2017 the Company cancelled 400,000 stock options.

The following table summarizes the continuity of the Company's stock options:

	Options outstanding and exercisable	Weighted average exercise price $
Balance, July 31, 2014	250,000	0.05
Granted	225,000	0.05
Balance, July 31, 2015	475,000	0.06
Expired	(250,000)	0.05
Balance, July 31, 2016	225,000	0.06
Granted August 2016	400,000	0.06
Expired/Cancelled	(625,000)	0.05
Balance April 30, 2017	0	

Loss per share and shares outstanding

The Company had 8,530,907common shares issued and outstanding as of the date of this MD&A. Based on this number of outstanding Shares and their issuance date, the Company calculated the basic and diluted weighted average number of shares outstanding for the period ended April 30, 2017 to be 8,530,907 shares. The basic and diluted loss per Share for the three and six-month period ending April 30, 2017 are $0.00 respectively, compared with $0.00 in the prior periods.

SUMMARY OF QUARTERLY RESULTS

The following table sets forth selected quarterly financial information for the eight most recently completed quarters.

Three Months Ended	Revenue	Net Loss	Loss per Share
April 30, 2017	-	$5,390	$0.00
January31, 2017	-	$1,297	$0.00
October 31, 2016	-	$913	$0.00
July 31, 2016	-	$18,188	$0.00
April 30, 2016	-	$3,438	$0.00
April 30, 2016	-	$14,432	$0.00
October 31, 2015	-	$22,702	$0.00
July 31, 2015	-	$58,255	$0.01

LIQUIDITY AND CAPITAL RESOURCES

The Company does not have sufficient capital to meet its cash needs for the next 12 months, and is undertaking a Private Placement to provide working capital. The future capital requirements of the Company will depend on many factors including the expenses incurred in furthering its progress in obtaining a suitable investment in the BC Wine Industry and the costs associated with the potential relisting of the Shares on an Exchange. Management is uncertain as to the ability to raise additional capital, and 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 will be required to delay its efforts to make an investment and make an application for listing on an Exchange.

	April 30, 2017	April 30, 2016
Total assets	$3,440	$3,934
Accounts payable and accrued liabilities	50,299	57,387
Total liabilities	114,240	107,167
Working Capital	$(110,801)	$(103,233)

The Company's current capital resources consist of bank deposits. Given the lack of collateral, debt financing is unobtainable. Availability of additional capital resources depends on the Company attracting equity investment and listing on an Exchange, which is not assured. We are undertaking a Private Placement in its Shares to provide the required capital to pursue its objectives. There can be no certainty that we will be successful in obtaining capital. SEE RISK FACTORS

OUTSTANDING SHARE DATA

The authorized share capital for the company consists of an unlimited number of common shares without par value and an unlimited number of preferred shares without par value . On December 29, 2015, 550,000 common shares were issued, the shares were purchased by private placement at $0.10 per share..

Common Shares Outstanding	
Balance, July 31, 2015	7,980,907
Shares issued December 29, 2015	550,000
Balance July 31, 2016	8,530,907
Balance as of the date of this MD&A	8,530,907

OFF-BALANCE SHEET ARRANGEMENTS

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

TRANSACTIONS AND BALANCES WITH RELATED PARTIES

Key Management Personnel Compensation

	Three Month Period Ended April 30		Nine Month Period Ended April 30	
	2017	2016	2017	2016
555155BC Ltd. (a company 100% owned by Stuart Wooldridge)	-	-	-	$15,000

SIGNIFICANT ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

For the Company's use of Estimates and Judgements, and Significant Accounting Policies, please see Notes 2 and 3 of the Financial Statements.

RISKS AND UNCERTAINTIES

There are numerous and varied risks, known and unknown, that may prevent the Issuer from achieving its goals. If any of these risks actually occur, the Issuer's business, financial condition or results of operation may be materially adversely affected. In such case, the trading price of the Issuer's common Shares could decline and investors could lose all or part of their investment. The following is a summary of certain risks that may be applicable to the Issuer and its shareholders:

Investment Risk

There is no market or an illiquid market for the securities

There is no market through which the Shares may be sold currently and there are no assurances that any market will develop in the future. If the Issuer is unable to obtain a listing on an Exchange (see below) then it may be difficult or impossible to sell the Shares.

There are risks associated with obtaining a listing on an Exchange

The Issuer intends to obtain a listing on an Exchange for its Shares, and to do so requires that the Issuer meet initial listing requirements of an Exchange and obtain Exchange approval. There is no assurance that the Issuer will be able to obtain sufficient working capital to obtain Exchange approval. In the event that the Shares are not listed on an Exchange, shareholders will have limited opportunities for re-sale of the Shares, and the Issuer's ability to obtain further capital will be limited.

There can be no assurance that the Issuer's shareholders or purchasers of the Issuer's common Shares will be able to resell their Shares at prices equal to or greater than their cost.

The market price of the Issuer's common Shares could be subject to significant fluctuations in response to various factors, many of which are beyond the Issuer's control. In addition, the stock markets have experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of many companies that often have been unrelated to the operating performance of such companies. These broad market fluctuations may adversely affect the market price of the Issuer's common Shares. There can be no assurance that the holders or purchasers of the Issuer's common Shares will be able to resell their Shares at prices equal to or greater than their cost.

Issuer Risk

The Issuer cannot predict its future capital needs and it may not be able to secure additional financing.

The Issuer must raise capital to meet its presently anticipated working capital and capital expenditure requirements for the near future. In addition, the Issuer may need to raise significant additional funds sooner in order to support its growth, develop new or enhanced services and products, respond to competitive pressures, acquire or invest in complementary or competitive businesses or technologies, or take advantage of unanticipated opportunities. If its financial resources are insufficient, it will require additional financing in order to meet its plans for expansion. The Issuer cannot be sure that this additional financing, if needed, will be available on acceptable terms or at all. Furthermore, any debt financing, if available, may involve restrictive covenants, which may limit its operating flexibility with respect to business matters. If additional funds are raised through the issuance of equity securities, the percentage ownership of existing shareholders will be reduced, such shareholders may experience additional dilution in net book value, and such equity securities may have rights, preferences or privileges senior to those of its existing shareholders. If adequate funds are not available on acceptable terms or at all, the Issuer may be unable to develop or enhance its services and products, take advantage of future opportunities, repay debt obligations as they become due, or respond to competitive pressures, any of which could have a material adverse effect on its business, prospects, financial condition, and results of operations.

The Issuer relies primarily on management and depends on certain key personnel

The success of the Issuer will be largely dependent upon the performance of its directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Issuer's business and prospects. The Issuer will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Issuer can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Issuer and its prospects.

There are risks associated with potential conflicts of interest

Certain directors and officers of the Issuer are also directors, officers and shareholders of other natural resource or public companies, as a result of which they may find themselves in a position where their duty to another Issuer conflicts with their duty to the Issuer. There is no assurance that any such conflicts will be resolved in favour of the Issuer. If any such conflicts are not resolved in favour of the Issuer, the Issuer may be adversely affected.

The Issuer is subject to going concern risk

The Issuer's financial statements have been prepared on a going concern basis which assumes that the Issuer will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Issuer are dependent upon its ability to obtain the necessary financing to meet its ongoing commitments, seek relisting on a recognized Exchange, and further its mineral exploration programs

There are risks associated with the Issuer's past status as a mining issuer and explorer

Historically, the Issuer operated two mines and held title to several exploration targets. All of these properties have been sold to arms-length third parties or the claims have been allowed to lapse. Although the Issuer believes that there are no environmental claims that could be lodged against the Issuer, the nature of environmental regulations has provisions that the Issuer could bear responsibility for some or all of the properties or claims in the future.

Industry Risks

Volatile global financial and economic conditions may negatively affect the Issuer's operations.

Current global financial and economic conditions remain extremely volatile. Access to public and private capital and financing continues to be negatively impacted by many factors as a result of the global financial crisis and global recession. Such factors may impact the Issuer's ability to obtain financing in the future on favourable terms or obtain any financing at all. Additionally, global economic conditions may cause a long term decrease in asset values. If such global volatility, market turmoil and the global recession continue, the Issuer's operations and financial condition could be adversely impacted.

DISCLOSURE CONTROLS AND PROCEDURES

The Company is a "Venture Issuer" for purposes of National instrument 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"). As a Venture Issuer, the Chief Executive Officer ("CEO") and Chief Financial officer (CFO") of the Company file a Venture Issuer Basic Certificate with respect to the financial information contained in the Company's unaudited interim financial statements and audited financial statements and respective accompanying MD&A. In contrast to the Full Certificate under NI 52-109 the Venture Issuer Basic Certification includes a "Note to Reader" stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal controls over financial reporting as defined in NI 52-109

The CEO and CFO are each responsible for certifying that based on their individual knowledge, having exercised reasonable diligence, the Company's filings do not contain any untrue statement of a material factor, omit to state a material fact required to be stated or that is necessary to make a statement in light of the circumstances under which it was made, for the period covered by the filings and that having exercised reasonable diligence the interim statements together with the other financial information included in the filings fairly represents in all material respects the financial condition, financial performance and cash flows of the Issuer, as of the date of and for the periods presented in the annual filings.

PROPOSED TRANSACTIONS

There are currently no proposed transactions involving asset acquisitions or disposals that have been approved by the Company or its Board of Directors.

SUBSEQUENT EVENTS

There are no subsequent events.