

EXPEDITION MINING INC.
MANAGEMENT DISCUSSION & ANALYSIS
For the Three Months Ended December 31, 2014

Directors and Officers as at February 25, 2015

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EXPEDITION MINING INC.

MANAGEMENT DISCUSSION & ANALYSIS

For the Three Months Ended December 31, 2014

1.1 Date of This Report

February 25, 2015

This Management's Discussion & Analysis ("MD&A") of Expedition Mining Inc., ("Expedition" or the "Company") for the three months ended December 31, 2014 has been prepared based on information available to us as of February 25, 2015. This discussion should be read in conjunction with the Audited Consolidated Financial Statements of the Company and notes attached thereto for the three months ended December 31, 2014 included herewith, all of which are available at the SEDAR website at www.sedar.com.

This MD&A includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical facts, that address exploration drilling, exploitation activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Reported currency is stated in Canadian dollars.

1.2 Overall Performance

Description of Business

Expedition Mining Inc. is involved in the acquisition, exploration and development of mineral properties. The Company has an interest in mineral properties known as the Mt. Mervyn located in the Yukon Territory, which is in the exploration and development stage. During fiscal year 2014, due to market conditions, which led to the inability to finance the properties, the Company wrote-down the property to a nominal amount of \$1 each.

During the three months ended December 31, 2014, the Company continued to actively review and assess alternative mineral properties and other businesses in North America for possible acquisitions with a view of enhancing shareholder value. In addition, the Company is currently seeking out opportunities in the medical and recreational cannabis field, as well as possible projects in the hemp industry in both Canada and the United States.

During fiscal year 2014, the TSX Venture Exchange approved the consolidation of the Company's share capital on the basis of every five (5) shares of the Company being consolidated to one share to be effective June 23, 2014. The Company currently has 11,667,367 shares issued and outstanding.

1.3 Selected Annual Information

The highlights of financial data for the Company for the three most recently completed financial years are as follows:

	<u>Sept. 30, 2014</u>	<u>Sept. 30, 2013</u>	<u>Sept. 30, 2012</u>
(a) Loss before other items			
(i) Total loss	\$550,597	\$502,940	\$525,184
(ii) Loss per share – basic	\$0.05	\$0.04	\$0.05
(iii) Loss per share – diluted	\$0.05	\$0.04	\$0.05
(b) Net loss			
(i) Total loss	\$2,014,360	\$493,373	\$1,892,940
(ii) Loss per share – basic	\$0.17	\$0.04	\$0.17
(iii) Loss per share – diluted	\$0.17	\$0.04	\$0.17
(c) Total assets	\$300,934	\$2,286,866	\$2,722,082

1.4 Results of Operations

Discussion of Acquisitions, Operations and Financial Condition

The following should be read in conjunction with the unaudited condensed consolidated financial statements for the three months ended December 31, 2014 of the Company and notes attached hereto.

Results of Operations

During the three months ended December 31, 2014, the Company reported a net loss of \$105,910 as compared to net loss of \$90,475 for the comparative three months ended December 31, 2013. The two most significant increases were related to the following:

- i. Corporate & administration fees increase of \$2,573 and legal fees increase of \$6,815 – During the period, the Company incurred additional corporate & administration fees and legal fees related to a change of business and the listing application with the Canadian Stock Exchange (CSE).
- ii. Travel, meals & entertainment increase of \$3,950 – During the period, the Company continued to review potential business alternatives.

The Company reported decreases in consulting fees, corporate & admin fees, regulatory fees, legal and accounting fees, office expenses, shareholder communication and travel expenses. The general and administrative expenses reported an insignificant increase of \$47,657. Below is a breakdown of the expenses:

<u>Expenses Category</u>	<u>31-Dec-14</u>	<u>31-Dec-13</u>	<u>Increase (Decrease)</u>
- Bank charges & interest	287	256	31
- Corporate & admin	3,598	1,025	2,573
- Directors' fees	3,000	6,000	(3,000)
- Filing fees & transfer agent fees	2,143	893	1,250
- Legal & accounting	22,325	15,510	6,815
- Management fees	54,582	51,779	2,803
- Office rent, services & supplies	11,701	11,219	482
- Property storage fees	546	-	546
- Shareholders' information	2,809	3,545	(736)
- Travel, meals & entertainment	5,195	1,245	3,950
Total	106,186	91,472	14,714

Shareholders Communication and Travel

The Company reported shareholders communication and travel expenses totaling \$8,004 (2013 - \$4,790) and broken down as follows:

	31-Dec-14	31-Dec-13
Communication & information	\$ 838	\$ 464
Press releases	-	480
Telephone & website	1,970	2,602
Travel & entertainment	5,195	1,244
	\$ 8,004	\$ 4,790

Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	<u>Q4 31-Dec-14</u>	<u>Q4 30-Sep-14</u>	<u>Q3 30-Jun-14</u>	<u>Q2 31-Mar-14</u>
	IFRS	IFRS	IFRS	IFRS
Net loss	(105,910)	(1,418,150)	(406,765)	(98,970)
Per Share	(0.01)	(0.17)	(0.03)	(0.00)
	<u>Q1 31-Dec-13</u>	<u>Q4 30-Sep-13</u>	<u>Q3 30-Jun-13</u>	<u>Q2 31-Mar-13</u>
	IFRS	IFRS	IFRS	IFRS
Net loss	(90,475)	(64,903)	(165,316)	(126,891)
Per Share	(0.00)	(0.00)	(0.01)	(0.000)

Discussion

Three months ended December 31, 2014:

For the three months ended December 31, 2014, please refer to Section 1.4 Results of Operations.

EXPLORATION AND EVALUATION ASSETS

Yukon Property

Mt. Mervyn

On April 12, 2011, the Company entered into an option agreement pursuant to which it can acquire a 100% interest in the Mt. Mervyn gold property from Paul Dadwal. The Mt. Mervyn property is located in the Mayo Mining District of central Yukon and is comprised of 314 mining claims, approximately 6,564 hectares (65.64 sq kilometres). The agreement was approved by the TSX Venture Exchange on April 18, 2011.

In order to exercise its option under the option agreement, the Company must make payments and issue shares as set below.

Cash:

\$75,000 within five business days after Exchange Acceptance Date (paid)

\$75,000 on or before June 1, 2011 (paid)

Common Shares:

50,000 (post-consolidation) within business days after Exchange Acceptance Date (issued)

50,000 (post-consolidation) on or before June 1, 2011 (issued)

50,000 (post-consolidation) on or before October 1, 2011 (issued)

50,000 (post-consolidation) on or before March 31, 2012 (issued)

The Company committed to make the initial payment of \$75,000 (paid) and the initial issuance of 50,000 (post-consolidation) common shares (issued) once the title to the claims comprising the Mt. Mervyn property were recorded in the Company's name.

Net Smelter Returns Royalty (NSR):

The optionor has a 2-per-cent net smelter royalty on the property. The NSR may be reduced to 1-per-cent by the payment of \$1-million to the optionor.

The Company has no immediate work program for the Mt. Mervyn property and due to inability to fund the project, wrote-down to property to a nominal amount of \$1.

EXPENDITURES:

Details of deferred exploration costs for the property are as follows:

	Balance 30-Sep-14	Additions during the period	Write- down/off during the period	Balance 30-Sep-14
Mt. Mervyn Property, Yukon				
Acquisition costs	1	-	-	1
Deferred Expenses				
- Camp costs	-	-	-	-
- Consulting (Geology)	-	-	-	-
- Data acquisition	-	-	-	-
- Field work & supplies	-	-	-	-
- Geochem & Geophysics	-	-	-	-
- Helicopter	-	-	-	-
- Legal	-	-	-	-
- Mobilization	-	-	-	-
- Soil sampling & trenching	-	-	-	-
Total Mt. Mervyn	1	-	-	1

1.5 Liquidity

Expedition Mining Inc. is a mining exploration and development company with no producing resource properties, and consequently, no current operating income or cash flow.

In management's view, given the nature of the Company's operations, the most relevant financial information relates primarily to current liquidity, solvency and planned expenditures. The Company's financial success will be dependent upon the acquisition of a viable property and the discovery of economically recoverable reserves. Such development may take years to complete and the amount of resulting income, if any, is difficult to determine.

At December 31, 2014, the Company had \$187,860 in cash, \$5,750 in security deposits and \$7,275 in accounts receivable. The Company has no revenue generating projects at this time. The Company's

historical capital needs have been met by equity subscriptions. On December 31, 2014, the Company had working capital of \$119,400 (September 30, 2013 - \$225,192).

Cash and cash equivalents

		31-Dec-14	30-Sep-14
Cash deposits	\$	40,675	\$ 25,769
Investments GIC		147,185	246,607
Total cash and cash equivalents	\$	187,860	\$ 272,376

Credit Risk

Credit risk arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash is held with two large Canadian banks.

Currency Risk

Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company faces certain foreign exchange risks related to expenses and deferred exploration costs incurred in U.S. dollars, a currency which may appreciate against the Canadian dollar, the Company's reporting currency. Additionally, net working capital balances denominated in non-reporting currencies are also subject to fluctuations in value. The Company mitigates these threats by limiting its exposure to such balances where their expenditure in the same non-reporting currency is not imminent.

Commitments

The Company has no commitments on their mineral property interests as discussed in Section 1.4 and Notes 6 and 9 of the Financial Statements.

1.6 Capital Resources

The Company's capital resources are its exploration and evaluation assets, with a historical cost of \$1 (\$1 – September 30, 2014) and its fixed assets (computers & office equipment) with a book value of \$1,456 (\$1,574 – September 30, 2014).

1.7 Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

1.8 First Quarter

The first quarter results do not differ significantly from other quarters.

1.9 Transactions with Related Parties

During the three months ended December 31, 2014 and 2013, the Company was charged the following amounts by directors and officers or by companies controlled by the director or officers:

		Three months ended	
		31-Dec-14	31-Dec-13
Management fees	\$	54,582	51,780
Accounting fees		15,000	15,510
Directors fees		3,000	6,000
Geological fees		-	3,700
Total	\$	72,582	76,990

Included in accounts payable is \$69,927 of directors fees and expenses payable (\$37,986 – September 30, 2014).

1.10 Proposed Transactions

N/A

1.11 Critical Accounting Estimates

In preparing financial statements, management has to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Based on historical experience, current conditions and expert advice, management makes assumptions that are believed to be reasonable under the circumstances. These estimates and assumptions form the basis for judgments about the carrying value of assets and liabilities and reported amounts for revenues and expenses. Different assumptions would result in different estimates and actual results may differ from results based on these estimates. These estimates and assumptions are also affected by management's application of accounting policies. Critical accounting estimates are those that affect the consolidated financial statements materially and involve a significant level of judgment by management.

1.12 Financial and Other Instruments

The carrying value of cash and cash equivalents, marketable securities, accounts receivable, accounts payable and due from (to) related parties approximate their fair values due to the short maturity of those instruments.

1.13 Other

Disclosure of Outstanding Share Capital: February 25, 2015

	Number
Common Shares	11,667,367

Disclosure of Outstanding Stock Options: February 25, 2015

	Number
Incentive Stock Options	1,051,000

Disclosure of Outstanding Share Purchase Warrants: February 25, 2015

	Number
Share Purchase Warrants	Nil
Fully diluted	12,718,367

Disclosure Controls and Procedures

It should be noted that pursuant to Multilateral Instrument 52-511 (adopted by the British Columbia Securities Commission on November 23, 2007), that the officers of the Company are no longer required to certify the effectiveness of disclosure controls and procedures used by the Company, as was required in previous filings under National Instrument 52-109. Accordingly, the new forms of certificate to be signed by the Company's Chief Executive Officer and Chief Financial Officer contain the following Note to Reader:

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Filings (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular,

the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of and annual filings and other reports provided under securities legislation.

Additional information

Additional information relating to the company is on SEDAR at www.sedar.com.