AFFINITY METALS CORP.
(formerly ACME RESOURCES INC.)

Amended Management Discussion and Analysis

For the Year Ended June 30, 2017

INTRODUCTION

The following management discussion and analysis (MD&A) of the financial position of Affinity Metals Corp. (formerly Acme Resources Inc.) ("Company") and results of operations should be read in conjunction with the audited condensed financial statements and accompanying notes for the year ended June 30, 2017. The audited condensed financial statements together with the following management discussion and analysis are intended to provide readers with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to potential future performance. All statements, other than those of historical fact, included in this MD&A, including without limitation, statements regarding potential mineralization and reserves, exploration results and future plans and objectives of the Company, are forward-looking statements that involve various risks and uncertainties. There can be no assurance such statements will prove accurate and actual results and future events could differ materially from those anticipated in such statements.

DATE

This MD&A includes material occurring up to and including November 3, 2017.

FORWARD LOOKING STATEMENTS

This MD&A contains certain statements that may constitute "forward looking statements". Forward looking statements include, but are not limited to, statements regarding future anticipated property acquisitions, the content, cost, timing and results of future anticipated exploration programs, the anticipated discovery and delineation of mineral resources/reserves, proposed business and financing plans (including private placements of equity securities), anticipated business trends and potential future operating revenues. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions or are those which, by their nature, refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward-looking statements as a result of various factors, including, but not limited to, the Company's inability to negotiate successfully for the acquisition of interests in mineral properties, the Company's inability to identify one or more economic deposits on its properties, variations in the nature, quality and quantity of any mineral deposits that may be located, the Company's inability to obtain any necessary permits, consents or authorizations required for its activities, to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies.

Historical results of operations and trends that may be inferred from this MD&A may not necessarily indicate future results from operations. In particular, the current state of the global securities markets may cause significant reductions in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedar.com under Affinity Metals Corp. and readers are urged to review these materials, including the technical reports filed with respect to the Company's mineral properties.

DESCRIPTION OF BUSINESS

Affinity Metals Corp. (formerly Acme Resources Inc.) is incorporated in the Province of British Columbia. The Company is a reporting issuer in British Columbia and its shares trade on the TSX Venture Exchange. The Company changed its name on March 1, 2017 and now trades under the symbol AFF. The Company is engaged in the acquisition, exploration and developing of mineral properties in British Columbia, Saskatchewan and the Yukon Territory. The Company is currently focusing on identifying exploration new opportunities and joint ventures for its properties.

OVERALL PERFORMANCE

At this time, the Company does not own any operating mines and has no operating income/sales from mineral production. Funding for operations is raised primarily through public and private share offerings. Future operations and the Company's ability to meet mineral property option commitments are dependent on the Company's ability to raise sufficient funding through share offerings or operations to support current and future expenditures. At June 30, 2017, the Company had working capital of $63,014.

Realization of the carrying value of mineral interests is dependent upon funding, the ability of the Company and third parties to bring mineral interests into profitable production, or recovery from sale.

The unaudited condensed interim financial statements have been prepared on a going concern assumption which contemplates the Company will continue in operation and realize its assets and discharge its liabilities in the normal course of operations. Should the going concern assumption not continue to be appropriate, further adjustments to carrying values may be required.

RESULTS OF OPERATIONS – MINERAL PROPERTIES

There were no expenditures on mineral interests during the year ended June 30, 2017.

EXPLORATION EXPENDITURES

Nor Property, Yukon

The Nor IOCG (iron oxide-copper-gold) property is located on the east flank of the Richardson Mountains, about 65 km east of the Dempster Highway and 395 km north of Dawson City. During fiscal 2009 the Company earned a 100% interest in the property. The Company paid $207,500 cash and issued 66,667 shares.

Certain claims are subject to a 2% NSR royalty. The Company has the right to purchase 50% of the NSR royalty retained by the Optionor for a purchase price of $2,000,000 and the right of first refusal on the remaining 50%.

The Company completed no exploration on the Nor property during the current or prior year.

Bear River Property, BC

The Company's Bear River property is located in the Skeena Mining Division, BC, in the historic Stewart Gold Camp. After expiry of the Old John claim during the fiscal year ended May 31, 2010, the Company owns 100% interest in only one (and a fraction) mineral claims, covering an approximate area of 475 hectares (1,175 acres), with the one claim being subject to a 3.5% NSR.

The Company incurred no exploration expenditures on the Bear River property during the fiscal year.

On November 9, 2016 the Company announced that it had sold the Bear River property for a total price of 800,000 shares of the purchaser for a price of $0.065 per share.

M***iddle Lake Property, Saskatchewan***

The Middle Lake uranium property is located in the uranium-rich Athabasca Basin. During October, 2004, the Company staked 1 claim, consisting of 5,990 acres in the Athabasca Basin area of Saskatchewan. The Company's claim, in the Cluff Lake Structure, also known as the Carswell Dome, is located on the west side by the mining licenses of the past producing Cluff Lake Mine. The claim covers 2,416 hectares (5,970 acres). The Company granted an option to Alpha Minerals Inc. ("Alpha") (previously ESO Uranium Corp.) to acquire a 50% interest in the property in return for $25,000 cash consideration, 200,000 shares and a $100,000 work commitment. During the fiscal 2009, Alpha met the terms of the option agreement and has a 50% interest in the property.
Pursuant to a Joint Venture Agreement dated July 24, 2008, the Company granted Alpha a further 30% interest in the claim, resulting in the third party having a 80% undivided interest in the property, subject to the delivery of a bankable feasibility study. The Company will retain a carried interest until the feasibility study is delivered, at which time the Company will have the choice to take on a 20% participating interest in a new company to operate the production facility or take on a 2% gross overriding royalty for all uranium mineral products and a 2% net smelter returns royalty for all other metals.

Alpha completed and released the results of a 3,287 meter drill program in 31 holes in the Donna zone at the Middle Lake property during the 2014 fiscal year. It was also announced that ten holes showed elevated radioactivity and strong alteration. The Alpha team considers the first phase of drilling to have been an encouraging first step towards locating shallow mineralization that may be associated with a source area of the historical Donna boulder field located down-ice to the southwest. Further information regarding the results of the winter drill program can be found in the Company's press release dated April 1, 2014.

Alpha announced a winter program at Middle Lake during the current quarter. Alpha commenced the 17 hole program in February 2015. A total of 1,850 meters were drilled in total. No significant radioactivity was intersected during the drill program.

Alpha will return all the Company's interest in any of the claims upon a decision by Alpha to terminate work thereon. The 2008 Joint Venture Agreement remains in good standing.

FINANCIAL SUMMARY

During the year ended June 30, 2017, the Company closed a private placement for total proceeds of $200,000 issuing 4,000,000 common shares and 2,000,000 warrants to purchase common shares at $0.075 for a period of 24 months from the closing date. The Company also entered into three loan agreements with a relative of a former director of the Company for a total of $39,604. The notes are evidenced by term promissory notes in the amounts of $6,064 due September 16, 2017, $17,000 due October 31, 2017 and $16,000 due December 20, 2017 or earlier upon default by the Company. The term promissory notes bear interest at the rate of 10% per annum payable at the end of each respective term. As of June 30, 2017, all notes were repaid including the interest accrued to April 30, 2017 in the amount of $1,826.

The Company spent $Nil on its mineral interests or exploration expenditures during the year ended June 30, 2017. Other components of the Company's expenses for the year ended June 30, 2017 included office and miscellaneous expenses of $18,619, consulting fees of $67,500, professional fees of $42,404, transfer agent and filing fees of $26,188, interest expense of $1,937 and share-based compensation expense of $82,579 for options granted. The Company received proceeds from the sale of marketable securities in the amount of $7,212 and there was a net increase in cash and cash equivalents of $22,965 for the year ended June 30, 2017.

SELECTED ANNUAL INFORMATION

	June 30, 2017	June 30, 2016	June 30, 2015
Total Revenues	NIL	NIL	NIL
Net loss	($64,966)	($114,671)	($92,928)
Net loss per share (basic and diluted)	($0.00)	($0.01)	($0.01)
Total assets	$453,843	$436,190	$435,639
Total long term financial liabilities	NIL	NIL	NIL

As the Company has no revenues, increased exploration activity and operations causes an increase in losses. Other losses can be caused by write-downs or write-offs of carrying value of impaired mineral assets.

RESULTS OF OPERATIONS

The net loss for the year ended June 30, 2017 was $64,966 compared to a net loss of $114,671 for the prior year, reflecting an overall net increase in income of $49,705. Consulting fees increased during the year by $52,500 due to the transition of officers and a new board of directors as they have been actively revitalizing the Company including raising capital and developing plans for acquisition of new exploration properties. Interest costs also decreased by $17,758 due to the settlement of previously outstanding promissory notes made possible by the private placement carried out during the year. Office and miscellaneous decreased by $23,614 as a result of lower office rent expenditures and professional fees increased as a result of the issuance of an in specie dividend and transitioning the Company's officers and board of directors. Transfer agent and filing fees increased due to the costs associated with an annual general meeting held during the year and the in specie dividend paid out during the year. Share-based compensation in the form of incentive options that were valued at $82,579 were also issued during the year. Other income items contributed to the largest variation in income through a gain on the disposal of marketable securities, a gain on the sale of the Bear River exploration property, and the recovery of investment realized as a dividend in specie of Golden Harp Resources shares was declared to existing shareholders and a gain on the settlement of debt to prior management.

SUMMARY OF QUARTERLY RESULTS

The following table sets forth a comparison of revenues and earnings for the previous eight quarters ending with June 30, 2017. Financial information is presented in Canadian dollars and is prepared in accordance with IFRS.

	Jun 30, 2017	Mar 31, 2017	Dec 31, 2016	Sept 30, 2016	Jun 30, 2016	Mar 31, 2016	Dec 31, 2015	Sept 30, 2015
Net income (loss)	(64,966)	4,913	104,202	(21,561)	(34,645)	(32,511)	(24,410)	(23,105)
Net income (loss) per share (Basic and diluted)	0.004	0.000	0.007	(0.001)	(0.003)	(0.003)	(0.002)	(0.002)

Discussion

The Company is an exploration company without revenues

The operating results of junior exploration companies are capable of demonstrating wide variations from period to period due to variances in exploration expenditures and write-downs of mineral properties. Other than the descriptions regarding administrative costs already discussed, management of Affinity Metals does not believe that meaningful information about the Company’s operations can be derived from an analysis of quarterly fluctuations in any more detail than presented herein.

The Company's significant accounting policies are set out in Note 2 of the audited condensed financial statements for the year ended June 30, 2017. All financial amounts are in Canadian dollars.

The condensed audited financial statements for the year ending June 30, 2017 have been prepared on a going concern assumption which contemplates the Company will continue in operation and realize its assets and discharge its liabilities in the normal course of operations as disclosed in Note 1 of the audited interim financial statements.

LIQUIDITY AND CAPITAL RESOURCES

At June 30, 2017, the Company held cash in the amount of $29,389 compared to $6,424 at June 30, 2016. Accounts payable and accrued liabilities of $10,910 (2016 - $41,870) are comprised of normal trade payables for ongoing operations and accrued liabilities.

The Company has insufficient cash to continue funding its current property maintenance and administrative costs for the remainder of the next two fiscal quarters. The Company will need to raise further funds should it decide to undertake future exploration programs and/or acquire additional exploration assets.

The Company periodically seeks additional financing through the issuance of equity. While the Company has been successful in raising capital in the past, there can be no assurance it will be able to do so in the future.

The Company has no material debt obligations, other than short-term liabilities incurred in normal activities. The Company has no long-term debt.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements that would potentially affect current or future operations, or the financial condition of the Company.

TRANSACTIONS WITH RELATED PARTIES

The Company incurred the following related party transactions with companies that are controlled by a relative of a director of the Company.

	Year Ended	
	June 30, 2017	**June 30, 2016**
Interest expense – relative of a director of the Company	$ 1,826	$ 19,695

Key management personnel compensation

	Year Ended	
	June 30, 2017	**June 30, 2016**
Consulting fees - payments made to officers	$ 67,500	$ 15,000

Related party balances

Included in trade payables and accrued liabilities at June 30, 2017 is $Nil (June 30, 2016 – $31,500) owed to a former officer of the Company for accrued consulting fees.

FOURTH QUARTER

	Three Months Ended		Year Ended	
	June 30, 2016 -$-	June 30, 2015 -$-	June 30, 2016 -$-	June 30, 2015 -$-
Amortization	51	80	203	319
Business development and property investigation	14,433	-	15,031	-
Consulting fees	30,000	3,750	67,500	15,000
Interest	437	5,167	1,937	19,695
Office and miscellaneous	820	10,238	18,619	42,233
Professional fees	3,679	2,613	42,404	10,665
Transfer agent and filing fees	4,524	2,510	26,188	16,472
Stock-based compensation	-	-	82,579	-
(Gain) Write down of marketable securities	-	10,287	(6,859)	10,287
Gain on disposal of exploration and evaluation assets	-	-	(12,184)	-
Recovery of investment	-	-	(152,000)	-
Gain on debt settlement	-	-	(18,452)	-
Net Loss	53,944	34,645	64,966	114,671

For the three months ended June 30, 2017 total expenses totalled $53,944 compared with $34,645 in the fourth quarter of 2016, representing an increase in net loss of $19,299. Significant line item changes during the quarter were as follows:

- Business development and property investigation expenses increased to $14,433 from $Nil during the fourth quarter of 2017. The increase of $14,433 is a result of more activity investigating potential new properties and developing the business subsequent to the change of management during the year.

- Consulting fees increased to $30,000 from $3,750 during the fourth quarter of 2017. The increase of $26,250 is due to management taking a more active role in promoting the company's interests and finding potential new exploration properties to develop the Company's exploration property portfolio.

- Interest expense decreased in the fourth quarter of 2017 by $4,730 from $5,167 to $437. The main reason for this decrease is that the promissory notes were paid out during the previous quarters.

- Office and miscellaneous decreased in the fourth quarter of 2017 by $9,418 from $10,238 to $820. The main reason for this decrease is that Company rented low cost pay by use office space for the last half of the year. The Company will rent more permanent space in the coming year.

- Write down of marketable securities decreased in the fourth quarter of 2017 from $10,287 to gain of $6,859. This decrease was a result of marketable securities significantly decreasing in value in 2016 which management believed to be permanent and some recovery of that value when sold in 2017.

- Gain on disposal of exploration and evaluation assets of $12,184 in 2017 (2016 - $Nil) resulted from the sale of the Bear River property in 2017.

- Recovery of investment of $152,000 in 2017 (2016 - $Nil) resulted from the disposition of shares in Golden Harp through a dividend in specie to shareholders during 2017.

- Gain on debt settlement of $18,452 in 2017 (2016 - $Nil) resulted from the settlement of an amount owing to previous management.

SUBSEQUENT EVENTS

The Company does not have any subsequent events to the date of this report.

PROPOSED TRANSACTIONS

The Company does not currently have any proposed transactions approved by the Board of Directors. All current transactions are fully disclosed in the audited financial statements for the year ended June 30, 2017.

ACCOUNTING POLICIES

Basis of preparation

A complete list of significant accounting policies can be found in Note 2 of the audited annual financial statements for the year ended June 30, 2017. The condensed financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The condensed financial statements are presented in Canadian dollars unless otherwise noted.

RISKS AND UNCERTAINTIES

Resource exploration is a speculative business and involves a high degree of risk. There is no certainty that the expenditures made by the Company in the exploration of properties will result in discoveries of commercial quantities of minerals. Exploration for mineral deposits involves risks which even a combination of professional evaluation and management experience may not eliminate. Significant expenditures are required to locate and estimate ore reserves, and further the development of a property. Capital expenditures to bring a property to a commercial production stage are also significant. There is no assurance the Company has, or will have, commercially viable ore bodies. There is no assurance that the Company will be able to arrange sufficient financing to bring ore bodies into production. The following are some of the risks to the Company, recognizing that it may be exposed to other additional risks from time to time

- Limited business history of the Company, including lack of revenues and no assurance of profitability
- Dependence on key management personnel
- Reliance on availability and performance of independent contractors
- Challenges by other unknown parties to property title
- Environmental issues

- Federal and provincial political risk
- Commodity price risk
- Financial markets

The Company is diligent in minimizing exposure to business risk, but by the nature of its activities and size, will always have some risk. These risks are not always quantifiable due to their uncertain nature. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described on forward-looking statements.

OUTSTANDING SHARE CAPITAL

At October 30, 2017, the Company had the following number of securities outstanding:

Securities	Number	Exercise Price	Expiry Date
Common shares issued and outstanding	20,776,435	N/A	N/A
Warrants	2,000,000	0.075	April 26, 2019
Share purchase options	1,670,000	0.05	March 6, 2027
Fully diluted share Capital	24,446,435	N/A	N/A

ADDITIONAL INFORMATION

Additional information relating to the Company's news releases and filings can be found on the SEDAR website: www.sedar.com.

DISCLOSURE BY VENTURE ISSUER WITHOUT SIGNIFICANT REVENUE

An analysis of the material components of the Company's general and administrative expenses is disclosed in the audited condensed financial statements for the year ended June 30, 2017 to which this MD&A relates. An analysis of the material components of the acquisition and deferred exploration costs of the Company's mineral property is disclosed in Note 8 to the audited condensed financial statements for the year ended June 30, 2017 to which this MD&A relates.

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR (www.SEDAR.com) No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.