MAJESCOR RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MAY 31, 2015

The following Management Discussion and Analysis ("MD&A") of the operations, results, financial position and future prospects of Majescor Resources Inc. (the "Company" or "Majescor"), current as of July 24, 2015, should be read in conjunction with the Company's condensed interim consolidated financial statements for the period ended May 31, 2015 and the audited consolidated financial statements and related notes for the years ended February 28, 2015 and 2014, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All financial results presented in this MD&A are expressed in Canadian dollars unless otherwise indicated.

Nature of Business

Majescor is a Canadian mineral exploration and development company incorporated under the *Canada Business Corporations Act*. The Company is engaged in the acquisition, exploration and development of mineral properties in Haiti, Québec and Madagascar with the aim of discovering commercially exploitable deposits of minerals (primarily base metals, precious metals and uranium), which can either be placed into production by the Company or disposed of for a profit to companies that wish to place such deposits into commercial production. The Company also continues to evaluate other opportunities outside its current areas of operations. The Company has not yet determined whether its properties contain mineral resources or mineral reserves.

Common shares of the Company are listed for trading on the Toronto Stock Exchange Venture Market (''TSX-V'') under the symbol "MJX". Majescor's head office is located in Ottawa, Ontario.

Letter of intent with Développement Minier Durable Haiti S.A

On March 2, 2015, the Company announced that it had entered into a binding letter of intent with Développement Minier Durable Haiti S.A. ("DDMH"), a private company, for the sale of 100% of Majescor's interest in the SOMINE SA shares held by its wholly owned subsidiary SIMACT Alliance Copper-Gold Inc. ("SACG").

In exchange for Majescor's interest in SOMINE SA, the Company will receive a 2% royalty on each of the two Mining Exploitation Permits (PEM) held by SOMINE. DDMH will retain the right to purchase at any time the royalties in whole or in part in the amount of $1,000,000 for 1% per royalty.

On June 2, 2015, management has assessed that the likelihood of this transaction being completed as tabled is very low. Due to technical requirements in selling assets to a Haitian company, it is very likely that this transaction will have to be significantly altered in order to be completed. It is uncertain as to the timeline in getting the transaction completed. Management is working closely with DDMH to propose a new transaction which will allow the Company to sell its interest in SOMINE to DDMH.

Mistassini uranium property Joint-Venture with Strateco

On April 10, 2014, Majescor advised Strateco Resources Inc., of the Company's decision to suspend payments of its pro-rata share of exploration and exploration-related expenditures on the Mistassini uranium property. The Company's interest in the Mistassini uranium property will be adjusted subsequently, per the terms of the Joint-Venture agreement.

On April 15, 2015, the Joint-venture Management Committee proposed that in the event that Majescor would assume alone the costs of the three upcoming claim renewals on the Mistassini property, Majescor's interest of 40% in the Joint-Venture would not need to be diluted anymore as it had been previously decided by the Management Committee. Majescor owes Strateco its share of the last three years expenses in the Joint-Venture and the combined amount to be paid by Majescor for the three claim renewals represents an equivalent amount of expenses in the Joint-Venture. However, the claims to be renewed should remain property of the Joint-Venture unless Majescor would be willing to reimburse Strateco in cash for Majescor' share of the expenses on the Mistassini property of the last three years. The Committee accepted that the Mistasssini property claims scheduled to be renewed in April, July, and September of 2015 be renewed by the Joint-Venture and that the costs of the renewals be assumed entirely by Majescor in order to pay Majescor' share of the JV expenses of the last 3 years, to the explicit exclusion of the obligation of Strateco to pay these renewals costs. Majescor in paying these renewals will maintain a 40% interest in uranium rights in the JV. In April, The Joint-Venture proceeded with the first claim renewal for a total of 49 claims. As of the reporting date, the Mistassini uranium property is comprised of 98 claims.

On June 16, 2015, Strateco notified Majescor that is was resigning as Operator of the Mistassini Uranium Property Joint-Venture, pursuant to article 7.4 of the Joint-Venture Agreement. Per the terms of the Agreement, Majescor has 30 days following receipt of the notice to notify Strateco in writing that it accepts to assume thereafter the functions of the Operator of the Joint-Venture.

As of the reporting date, the province-wide freeze on uranium exploration permits issued on March 28, 2013 was still in effect and the Québec Office of Public Hearings on the Environment (BAPE) had still not released its report on environmental, economic, social, and human health and security issues relating to uranium exploration and mining.

Princess Mary Lake base camp, Nunavut

On January 23, 2015, Majescor received a notice from the Nunavut Water Board that indicated there were no outstanding reclamation issues associated with the former Princess Mary Lake base camp site as well as no outstanding land issues or administrative matters that required attention. Furthermore the Nunavut Water Board cancelled Majescor's existing water license for the camp.

Going concern assumption

This MD&A, along with the March 31, 2015, condensed consolidated interim financial statements and related notes, have been prepared on the basis of accounting principles applicable to a going concern, which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Given that the Company has not yet determined whether its mineral properties contain mineral deposits that are economically recoverable, the Company has not yet generated income nor cash flows from its operations. The Company has incurred a loss in the current and prior years, with a current net loss of $41,387 during the three months ended May 31, 2015 (May 31, 2014 – gain of $78,881) and has an accumulated deficit of $40,813,444 (February 28, 2015 - $40,767,974).

As at May 31, 2015, the Company had negative working capital of $3,207,058 (February 28, 2015 negative working capital of $3,165,698), including $18,292 (February 28, 2015 - $71,528) in cash and current liabilities totalling $3,246,621 (February 28, 2015 - $3,264,792), which includes a debt of US$ 302,000 (CAD $375,597) to a creditor of SOMINE S.A. ("SOMINE") as well as US$ 1,700,000

(CAD $2,114,290) that the Company's subsidiary SOMINE owes to the Government of Haiti, per the terms of the Mining Convention executed between SOMINE and the State of Haiti on May 5, 2005 and of the two (2) Mining Exploitation Permits granted to SOMINE on December 21, 2012. The Company must secure additional funding to be able to discharge its liabilities, to fund its ongoing working capital requirements and to continue its exploration program on the SOMINE project. Management is evaluating various alternatives to secure the necessary financing so that the Company can continue as a going concern. Nevertheless, there is no assurance that these initiatives will be successful.

As of the reporting date, the SOMINE creditor and the Haitian Government have not issued a demand for payment notice to SOMINE for failure to make the payments per the debt agreements. Should the Haitian Government issue a demand payment notice to SOMINE for the US$ $1,700,000 debt, the Company, by virtue of its majority interest in SOMINE, is at risk of losing its two Mining Exploitation Permits ("PEMs") on the SOMINE project. Therefore, there remains a significant doubt regarding the Company's ability to continue as a going concern.

The carrying amount of assets, liabilities and expenses presented in the condensed consolidated interim financial statements for the three months ended May 31, 2015, and the classification used in the consolidated statement of financial position have not been adjusted as would be required if the going concern assumption was not appropriate. Those adjustments could be material.

Exploration

Majescor is a junior explorer focusing on emerging mineral districts. The Company's exploration activities cover three geographic regions of interest. In addition to the SOMINE project in Haiti (controlled by Majescor's wholly-owned affiliate SIMACT Alliance Copper-Gold Inc. (SACG); SACG owns 77.25% of the outstanding shares of SOMINE, a registered Haitian corporation holding 100% of the mineral rights to the SOMINE project), Majescor's project portfolio includes the Mistassini uranium property (under Joint-Venture: 40% Majescor, 60% Strateco Resources Inc.), located in the James Bay territory of northern Québec. In Madagascar, Majescor owns 100% mineral rights to the Besakoa gold-and-base metal property.

Majescor is currently in the process of divesting of its interest in SOMINE.

Exploration expenditures during the three months ended May 31, 2015 and May 31, 2014 and the year ended February 28, 2015 are as follows:

	May 31, 2015	May 31, 2014	February 28, 2015
	$	$	$
SOMINE			
General field expenses	**1,547**	31,146	64,297
MISTASSINI			
Claim renewals	**5,485**	-	-
Geology	**-**	(6,893)	4,431
Totals	**7,032**	24,253	68,728

During the three months ended May 31, 2015, a limited amount was expended on the SOMINE project chiefly to continue maintaining the Roche-Plate base camp under care and maintenance. The Roche-Plate base camp has been on care and maintenance since September 1, 2012.

SOMINE project, North-East Mineral District of Haiti (Copper-(gold-silver-molybdenum)):

Grant of two Mining Exploitation Permits covering the Douvray deposit and the Faille B prospect

On December 21, 2012, The Company and its wholly owned subsidiary SIMACT Alliance Copper-Gold Inc. (SACG) announced that the Haitian Bureau of Mines and Energy (BME) had awarded two (2) Mining Exploitation Permits ("PEM" or Permis d'Exploitation Minière) to the Company's Haitian subsidiary SOMINE:

- One (1) 25 km^2 PEM covering the Blondin-Douvray-Dos Rada porphyry copper system (the "Douvray Permit"), which contains the Douvray porphyry copper-(gold-silver- molybdenum) prospect, now host to a NI 43-101 Inferred Mineral Resource of 189.5 Mt grading 0.30% Cu, 0.05 g/t Au, 1.12 g/t Ag and 23.05 g/t Mo***** at a base cut-off of 0.1% Cu; and
- One (1) 20 km^2 PEM covering the Faille B vein gold prospect and host shear structure (the "Faille permit").

** Mineral resources are not mineral reserves and do not have demonstrated economic viability*

The Douvray porphyry copper-(gold-silver-molybdenum) project is the first mineral development project to reach the Mining Exploitation permitting ("PEM") stage since the enactment of Haiti's Mining Code in 1976. The Douvray PEM is held within the limits of SOMINE's former 50 km^2 SOMINE Research Permit, the mineral rights and obligations of which were assigned under a Mining Convention executed between SOMINE and the State of Haiti on May 5, 2005 and valid until March 9, 2020. The Research Permit expired on June 22, 2012. On June 21, 2012 SOMINE submitted two independent technical reports (non-NI 43-101 compliant) to the BME. The technical reports were filed pursuant to SOMINE SA's obligations under the Mining Convention and in support of its application to have the 50 km^2 SOMINE Research Permit converted to two (2) Mining Exploitation Permits.

Under Haitian mining law, a Mining Exploitation Permit is valid for five (5) years and is renewable once until the start of commercial mining at which time the permit shall be automatically converted to a Mining Concession (valid for 25 years; renewable). Under the terms of the Mining Convention, the granting of the Mining Exploitation Permits will allow Majescor and SOMINE to carry out all advanced mineral development work, including but not limited to geological, geotechnical, metallurgical, engineering and environmental studies and new drilling to define additional mineral reserves (non-NI 43-101), required to bring the Douvray and Faille B projects to commercial production.

As of the reporting date, the Company was still searching for a buyer for SACG's interest in the SOMINE project.

Mistassini, Otish Mountains, Quebec (Uranium): Uranium rights in joint-venture with Strateco Resources Inc.

The Mistassini property is host to the Lac Mantouchiche uranium prospect where in November 2007, the Company drilled an 18.5 m intersection grading 0.215% U_3O_8 at a vertical depth of 47 m in hole MIST-07-03. The property, optioned by Strateco Resources Inc. ("Strateco") in 2008, is comprised of 171 map-designated claims with a total surface area of 9,115 hectares. The property is located in the Otish Mountains of Quebec, 50 km southwest of Strateco's Matoush uranium property.

All exploration plans for the Mistassini property have been placed on hold by Strateco subsequent to the August 9, 2012 decision by the James Bay Cree Nation to declare a Permanent Moratorium on uranium exploration, uranium mining and uranium waste emplacement in Eeyou Istchee, the James Bay Cree territory, which is host to the Property. The Government of Québec has yet to officially react to the self-declared Cree Moratorium.

On January 17, 2013, Strateco announced that it has filed a motion for mandamus and declaratory judgment with the Quebec Superior Court. Among other things, the motion is intended to ensure that the Québec ministry of sustainable development, environment, wildlife and parks (Ministère du Développement durable, de l'Environnement, de la Faune et des Parcs, or "MDDEFP") comes to a decision on the authorization required for the execution of the Matoush underground uranium exploration program.

On March 28, 2013 the Québec government announced a minimum two-year freeze on all new land use permits and other authorizations for uranium exploration in the province. The freeze will be in effect until the Office of Public Hearings on the Environment (BAPE) had conducted a public review on Quebec's uranium industry and has submitted its report to the Government.

The year-long BAPE inquiry and public hearing on environmental, economic, social, and human health and security issues relating to uranium exploration and mining commenced in May of 2014 and ended in December 2015 The final inquiry report is to be delivered to the Québec government by May 20th, 2015.

Finally, two (2) of the 171 claims making up the Mistassini uranium property were also allowed to lapse in February 2013. The Mistassini uranium property now comprises 169 claims.

On April 10, 2014, Majescor advised Strateco Resources Inc., of the Company's decision to suspend payments of its pro-rata share of exploration and exploration-related expenditures on the Mistassini uranium property. The Company's interest in the Mistassini uranium property will be adjusted subsequently, per the terms of the Joint-Venture agreement.

On January 12, 2015, the Joint-Venture management committee elected to allow 71 of the 169 claims making up the Mistassini property to lapse in February 2015 as a result of Strateco's ongoing inability to carry-out additional uranium exploration work on that property due to the province-wide freeze on the issuance of uranium exploration land-use permits enacted by the Quebec government in March 2013. The remaining 98 claims require renewal fees but no exploration expenditures to remain in good standing for 2015 and remain valid until 2017. The Joint-Venture intends to renew all 98 of these claims.

Majescor Resources Inc. has requested approval from Northern Superior Resources Inc. to sell or option its 49.5% rights to mineral commodities, other than diamonds or uranium, on all of the remaining claims forming the Mistassini property. Northern Superior Resources owns 100 % of the diamond rights on the Mistassini property as well as 50.5% of the rights to mineral commodities other than diamonds and uranium.

On April 15, 2015, the Joint-venture Management Committee proposed that in the event that Majescor would assume alone the costs of the three upcoming claim renewals on the Mistassini property, Majescor's interest of 40% in the Joint-Venture would not need to be diluted anymore as it had been previously decided by the Management Committee. Majescor owes Strateco its share of the last three years expenses in the Joint-Venture and the combined amount to be paid by Majescor for the three claim renewals represents an equivalent amount of expenses in the Joint-Venture. However, the claims to be renewed should remain property of the Joint-Venture unless Majescor would be willing to reimburse Strateco in cash for Majescor' share of the expenses on the Mistassini property of the last three years. The Committee accepted that the Mistasssini property claims scheduled to be renewed in April, July, and September of 2015 be renewed by the Joint-Venture and that the costs of the renewals be assumed entirely by Majescor in order to pay Majescor' share of the JV expenses of the last 3 years, to the explicit exclusion of the obligation of Strateco to pay these renewals costs. Majescor in paying these renewals will maintain a 40% interest in uranium rights in the JV. In April, The Joint-Venture proceeded with the first claim renewal for a total of 49 claims. As of the reporting date, the Mistassini uranium property is comprised of 98 claims.

On June 16, 2015, Strateco notified Majescor that is was resigning as Operator of the Mistassini Uranium Property Joint-Venture, pursuant to article 7.4 of the Joint-Venture Agreement. Per the terms of the Agreement, Majescor has 30 days following receipt of the notice to notify Strateco in writing that it accepts to assume thereafter the functions of the Operator of the Joint-Venture.

As of the reporting date, the province-wide freeze on uranium exploration permits issued on March 28, 2013 was still in effect and the Québec Office of Public Hearings on the Environment (BAPE) had still not released its report on environmental, economic, social, and human health and security issues relating to uranium exploration and mining

Qualified person

The above technical information was prepared, confirmed and/or reviewed by C. Tucker Barrie, PhD., P.Geo. (Ontario and Québec), Majescor Director and Technical Adviser, and a qualified person under NI 43-101.

Financial Information

The following selected financial data is derived from the Company's consolidated financial statements.

	May 31, 2015	May 31, 2014
	$	$
Operations		
Exploration and evaluation expenditures	**7,032**	24,253
General and administrative	**52,948**	87,452
Gain on foreign exchange	**(18,593)**	(47,802)
Gain on sale of royalty	**-**	(125,000)
Net loss (gain)	**41,387**	(78,881)
attributable to equity holders of the Parent Company	**45,470**	(96,307)
attributable to non-controlling interest	**(4,109)**	17,426
Basic and diluted (loss) gain per share	**(0.00)**	0.01

	May 31, 2015	February 28, 2015
	$	$
Statement of Financial Position		
Cash	**18,292**	71,528
Property and equipment	**19,000**	19,000
Total assets	**58,563**	118,094
Trade payables	**756,734**	761,691
Current debt obligations	**2,489,887**	2,503,101
Long term debt	**4,871**	4,871
Equity attributable to equity holders of the Parent Company	**(1,412,018)**	(1,366,549)
Non-controlling interest	**(1,780,911)**	(1,785,020)

	May 31, 2015	May 31, 2014
	$	$
Cash Flows		
Cash flows used in operating activities	**40,049**	8,397
Cash flows provided by investing activities	**-**	427
Cash flows provided by financing activities	**-**	213,400
Effect of foreign currency translation	**13,187**	36,679
Net (decrease) increase in cash and cash equivalents	**(53,236)**	168,324

Since its incorporation, the Company has not paid any cash dividends on its outstanding common shares. Any future dividend payment will depend on the Company's financial needs to fund its exploration programs and its future growth, and any other factor that the board may deem necessary to consider. It is highly unlikely that any dividends will be paid in the near future.

Results of Operations

1) Exploration and evaluation expenditures

Exploration and evaluation expenditures for the three months ended May 31, 2015 compared to 2014 decreased by $17,221. This significant decrease is attributable to a further reduction of amounts expended on the SOMINE project during 2015 to keep the camp under care and maintenance.

2) General and administrative expenses

General and administrative costs ("G&A") include both the Company's head office G&A and local office G&A related to the Company's subsidiary SOMINE SA in Haiti. G&A are summarized as follows:

	Three months Ended May 31, 2015	Three months Ended May 31, 2014
	$	$
Management and consulting fees	**8,260**	18,010
Salaries and benefits	**-**	982
Shareholder information	**625**	52
Professional fees	**26,000**	38,506
Office and general expenses	**18,063**	29,902
Amortization expense	**-**	10,141
	52,948	87,452

Total G&A decreased by $34,504 in the three months ended May 31, 2015, over the prior-period, mainly due to the following changes:

Management and consulting fees

Management and consulting fees decreased by $9,750 over the prior year comparative period. The decrease was due to the CFO reducing his consulting fees in 2015 as well as the Board of Directors cancelling their director's fees for Q1 2016.

Professional fees

Professional fees decreased by $12,506 over the prior comparative period, mainly due to a decrease of approximately $6,000 of audit and accounting fees in 2015 compared to 2014 due to a decrease in legal fees of approximately $6,000 from the prior year.

Office and general expenses

Office and general expenses decreased by $11,839 during the period ended May 31, 2015, over the 2014 comparative, mainly due to a decrease in the Company's activities during this period.

Amortization expenses

Amortization expenses decreased by $10,141 during the period ended May 31, 2015, over the 2014 comparative, as the company had fully amortized all of its property and equipment in Canada in the prior year.

Quarterly information

The following summarized financial data has been prepared in accordance with IFRS and should be read in conjunction with the Company's condensed consolidated interim financial statements and the audited consolidated annual financial statements for the respective periods.

Quarter Ended	Other Income	Net (Gain) Loss	Basic and diluted Net (Gain) Loss per common share
	$	$	$
31/05/2015	26	41,361	0.00
28/02/2015	2,056	209,752	0.01
30/11/2014	(2,079)	163,070	0.01
31/08/2014	4,529	116,447	0.01
31/05/2014	23,649	(78,881)	(0.01)
28/02/2014	16	2,543,189	0.27
30/11/2013	-	223,436	0.01
31/08/2013	2,367	358,819	0.03

Liquidity and Capital Resources

As at May 31, 2015, the Company had negative working capital of $3,207,058 (February 28, 2015 negative working capital of $3,165,698), including $18,292 (February 28, 2015 - $71,528) in cash and current liabilities totaling $3,246,621 (February 28, 2015 - $3,264,792), which includes a debt of US$ 302,000 (CAD $375,597) to a creditor of SOMINE S.A. ("SOMINE") as well as US$ 1,700,000 (CAD $2,114,290) that the Company's subsidiary SOMINE owes to the Government of Haiti, per the terms of the Mining Convention executed between SOMINE and the State of Haiti on May 5, 2005 and of the two (2) Mining Exploitation Permits granted to SOMINE on December 21, 2012. All of the Company's financial liabilities have contractual maturities of less than 30 days, and are subject to normal trade terms. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as liquidity.

The Company generates cash flow primarily from its financing activities.

Capital management

When managing capital, the Company's objective is to ensure the entity continues as a going concern as well as to achieve optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the acquisition, exploration, and development of its mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management team to sustain the future development of the business. The Company considers its capital to be equity attributable to the shareholders of the parent company, which is comprised of share capital, reserves and deficit which at May 31, 2015 totaled ($1,412,018) (February 28, 2015 – ($1,366,549)).

The properties in which the Company currently has an interest are in the exploration stage. As such the Company is dependent on external financing to fund its activities. In order to carry out its planned exploration programs and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts when economic conditions permit it to do so. Management has chosen to mitigate the risk and uncertainty associated with raising additional capital in current economic conditions by:

(i) minimizing discretionary disbursements;
(ii) focusing financing exploration expenditures on those properties considered to have the best potential; and
(iii) exploring alternative sources of liquidity.

In light of the above, the Company will continue to assess new properties and seek to acquire an interest in additional properties if the Company thinks there is sufficient potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate. The Company's capital management objectives, policies, and processes have remained unchanged during the three months ended May 31, 2015 and the year ended February 28, 2015. The Company is not subject to any external capital requirements or restrictions.

Off Balance Sheet Arrangements

As of May 31, 2015, and February 28, 2015, the Company has no off balance sheet arrangements.

Related Party Transactions

Related parties include the Board of Directors and key management personnel, as well as, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Unless otherwise stated, none of the transactions incorporated special terms and conditions and no guarantees were given or received.

Remuneration of directors and key management personnel of the Company was as follows:

	Three Months Ended	
	May 31, 2015	May 31, 2014
	$	$
Salaries and benefits, including directors' fees	**-**	4,500
Consulting fees	**6,000**	11,250
Total	**6,000**	15,750

As at May 31 2015, directors and key management personnel, as well as former officers and directors, were owed $251,762 (February 28, 2015 - $251,762), included in trade and other payables.

During the three months ended May 31, 2015, the following related party transactions were incurred with management and directors of Majescor:

- Sabino Di Paola (CFO) charged the Company $6,000 of consulting fees for work performed in relation to management of the Company. (2014 - $11,250);
- The Company accrued director's stipends of $NIL (2014 - $4,500).

Financial Instruments

The Company's financial instruments consist of cash, marketable securities, Trade payables, debt obligation and long-term debt. Other than marketable securities, the fair value of these instruments approximates their carrying value, given their short-term nature.

Long-term debt was valued at acquisition by performing a present value calculation on the expected cash outflows using a discount rate of 50% and a starting period of 6.5 years in the future.

The Government of Haiti debt was valued at acquisition by performing a present value calculation on the expected cash outflows using a discount rate of 10%. As of May 31, 2015, the fair value approximates the carrying value given that the debt is current.

Investor relations activity

The management of the Company has assumed the investor relations role.

Changes in Accounting Policies

There have been no significant changes in accounting standards during the three months ended May 31, 2015, that would have an impact on the Company's financial reporting.

Critical Accounting Policies and Estimates

The preparation of the Financial Statements requires Management to make estimates and assumptions about the future that affect the amounts recorded in the Financial Statements. These estimates and assumptions are based on the Company's experience and Management's expectations about future events that are believed to be reasonable under the circumstances, and they are continually being evaluated based on the new facts and experience. Actual results may differ from these estimates and assumptions. The effect of a change in accounting estimate is recognized prospectively in the period of change and future periods if the change impacts both periods.

The Company's significant accounting policies and estimates are fully described in note 3 to the annual consolidated financial statements for the years ended February 28, 2015 and 2014.

Outstanding Share Data

Common shares and convertible securities outstanding at July 24, 2015, are as follows:

Securities	Expiry date	Exercise price	Securities outstanding
Common shares	-	-	13,021,107
Warrants	Up to October 17, 2015	$0.10 to $0.12	5,130,000
Options	Up to July 27, 2017	$0.07 to $2.50	347,500
Agents options (1)	October 1, 2015	$0.06	260,000

(1) The agent options have an exercise price of 0.06 per unit, with each unit exercisable into 1 common share and 1 whole warrant with an exercise price of $0.12

Subsequent events

On June 2, 2015, management has assessed that the likelihood of this transaction being completed as tabled with DDMH is very low. Due to technical requirements in selling assets to a Haitian company, it is very likely that this transaction will have to be significantly altered in order to be completed. It is uncertain as to the timeline in getting the transaction completed. Management is working closely with DDMH to propose a new transaction which will allow the Company to sell its interest in SOMINE to DDMH.

On June 16, 2015, Strateco informed the Company that they were resigning as operator of the Mistassini Joint Venture (note 7). Strateco will retain its 60% interest in the Joint Venture as long as it continues to fund its portion of future exploration programs.

On June 25, 2015, 30,000 warrants with an exercise price of $0.10 expired unexercised.

Proposed transactions

In the normal course of business, the Company evaluates property acquisition transactions and, in some cases, makes proposals to acquire such properties. These proposals, which are usually subject to Board and sometimes regulatory and shareholder approvals, may involve future payments, share issuances, and property work commitments. These future obligations are usually contingent in nature and generally the Company is only required to incur the obligation if it wishes to continue with the transaction.

Refer to the section on the LOI with Développement Minier Durable Haiti S.A. for details regarding the proposed disposition of the Company’s SOMINE assets.

Risk and uncertainties

Exploration of minerals and development of mineral properties involve significant risks, many of which are outside of the Company’s control. In addition to the normal and usual risks of exploration and mining, the Company often works in remote locations that lack the benefit of infrastructure and easy access.

Financial risk

The Company is considered to be in the exploration stage, that it is dependent on obtaining regular financing in order to continue exploration. Despite previous success in acquiring this financing, there is no guarantee of obtaining any future financing, or that it will be available on acceptable terms.

The prices of metals fluctuate widely and are affected by many factors outside of the Company’s control. The relative prices of metals and future expectations for such prices have a significant impact on the market sentiment for investment in mining and mining exploration companies.

Foreign exchange risk

Some of the Company’s expenditures are in US dollars or HTG (Haitian Gourdes). Movement in the Canadian dollar against these currencies therefore has a direct impact on the Company’s cost base. The Company does not use derivative instruments to reduce its exposure to foreign exchange risks.

Risk on the uncertainty of title

Although the Company has taken steps to verify title to mining properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title.

Risk on obtaining permits and licenses

The Company’s operations may require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

SOMINE is currently in default on its US$302,000 debt to a creditor as well as its US$1,700,000 payments to the Haitian Government per the terms of the Mining Convention signed in 1997 and two Mining Exploitation Permits issued in December 2012, and should the Government of Haiti issue a demand for payment, there is a risk that the Mining Exploitation Permits may be revoked by the Government of Haiti.

As of the reporting date the Company does not have the funds to pay the Government of Haiti and should the Company be unable to ascertain proper funding to settle the demand for payment status it risks losing its two Mining Exploitation Permits for the SOMINE project in Haiti. The loss of these permits would pose a serious risk to the Company’s ability to remain a going concern.

Environmental risk

The Company is subject to various environmental incidents that can occur during exploration work. The Company maintains an environmental management system including operational plans and practices.

Forward-looking information

This Management's Discussion and Analysis contains “forward-looking statements” within the meaning of Canadian securities legislation. These forward-looking statements are made as of the date of this Management's Discussion and Analysis.

In certain cases, forward-looking statements can be identified by the use of words such as “believe”, “intend”, “may”, “will”, “should”, “plans”, “anticipates”, “believes”, “potential”, “intends”, “expects” and other similar expressions. Forward-looking statements reflect our current expectations and assumptions, and are subject to a number of known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any anticipated future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements, the actual results of exploration activities, the estimation or realization of mineral reserves and resources, capital expenditures, costs and timing of the development of new mineral deposits, requirements for additional capital, future prices of precious and base metals, possible variations in ore grade or recovery rates, failure of plant, equipment or processes to operate as anticipated, accidents, labour disputes, road blocks and other risks of the mining industry, delays in obtaining governmental approvals, permits or financing or in the completion of development or construction activities, currency fluctuations, title disputes or claims limitations on insurance coverage and the timing and possible outcome of pending litigation and the timing or magnitude of such events are inherently risky and uncertain.

Key assumptions upon which the Company’s forward-looking statements are based include the following:

- the Company’s ability to successfully divest of its interest in SOMINE (as defined in this Management's Discussion and Analysis);
- the Company will be able to secure new financing to continue its exploration, development and operational activities;
- there being no significant adverse changes in currency exchange rates;
- there being no significant changes in the ability of the Company to comply with regulatory requirements;
- the absence of any material adverse effects arising as a result of political instability, terrorism, sabotage, natural disasters, equipment failures or adverse changes in government legislation or the socio-economic conditions in the surrounding area to the Company’s Haitian operations;
- the Company’s operating costs will not increase significantly; and

These assumptions should be considered carefully by investors. Investors are cautioned not to place undue reliance on the forward-looking statements or the assumptions on which the Company’s forward-looking statements are based.

Investors are advised to carefully review and consider the risk factors identified in this Management's Discussion and Analysis under the heading “Risk Factors” for a discussion of the factors that could cause the Company’s actual results, performance and achievements to be materially different from any anticipated future results, performance or achievements expressed or implied by the forward-looking statements. Investors are further cautioned that the foregoing list of assumptions is not exhaustive and it is recommended that prospective investors consult the more complete discussion of the Company’s business, financial condition and prospects that is included in this Management's Discussion and Analysis and other documents available under the Company's profile on SEDAR at www.sedar.com. The forward-looking statements contained in this Management's Discussion and Analysis are made as of the date hereof and, accordingly, are subject to change after such date.

Although the Company believes that the assumptions on which the forward-looking statements are made are reasonable, based on the information available to the Company on the date such statements were made, no assurances can be given as to whether these assumptions will prove to be correct. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except as, and to the extent, required by applicable securities laws. The forward-looking statements contained in this Management's

Discussion and Analysis are expressly qualified by this cautionary statement.

Disclaimer

The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company. It should be read in conjunction and in context with all other disclosure documents of the Company. The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. No securities commission or regulatory authority has reviewed the accuracy of the information presented.

Additional information and continuous disclosure

This Management's Discussion and Analysis has been prepared as of July 24, 2015. Additional information on the company is available through regular filings of press releases, financial statements and its annual information form on SEDAR (www.sedar.com).

(s) ''C. Tucker Barrie''
C. Tucker Barrie, President & Acting Chief Executive Officer

(s) ''Sabino Di Paola''
Sabino Di Paola, Chief Financial Officer