MAJESCOR RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE YEARS ENDED FEBRUARY 29, 2016, AND FEBRUARY 28, 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 June 28, 2016, should be read in conjunction with the Company's annual audited consolidated financial statements for the year ended February 29, 2016, statements and related, 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 Québec 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.

Option agreement on Montgagne B Lithium properties

On May 25, 2016, the Company entered into an option agreement with Genius Properties Ltd. and two other vendors to purchase 100% of the Montagne B lithium properties (approximately 708 hectares) in central Quebec.

Majescor issued 2,500,000 common shares to Optionors on receipt of approval from the TSX Venture, and additional 2,500,000 common shares within 6 months of signing. Majescor also made an option payment of $25,000 with an additional $25,000 payable in six months.

The Montagne B properties are subject to a 2% NSR of which 50% can be purchased by Majescor for $1 million.

The Montagne B properties were originally staked by Osisko Exploration (Virginia Gold Mines Inc.) in 2003, at the same time when Osisko acquired the Montagne A property from Inco. Since that time, the Montagne A property has been developed into Nemaska Lithium's World Class Whabouchi lithium deposit (28 million tonnes Measured and Indicated Resources at 1.57 wt.% Li_2O: (see www.nemaskalithium.com). The Whabouchi deposit comprises a granitic pegmatite dike that extends for 1.2 km and is up to 40 m wide at surface. In comparison, the Montagne B properties have at least two untested granitic pegmatite dikes that each extend for over 3 km and 1.6 km in length each. The Montagne B pegmatites are part of a large and highly prospective dike swarm of differentiated pegmatites with lithium, tantalum, niobium, and beryllium that extends over a strike length of 110 km. To management's knowledge, the Montagne B properties have never been explored for these commodities.

C. Tucker Barrie, Majescor's CEO commented: "We plan an initial prospecting program on the two properties in the early summer that will be at least partially supported by a helicopter from the main Nemaska road which comes within 6 km on one of the two properties. Samples will be analyzed for lithium, tantalum, niobium, and beryllium by XRF and by ICP-MS, along with a suite that contains other base and precious metals. Follow-up prospecting and trenching will occur once initial results are in. We are excited to have gained these excellent properties in one of the most favorable locations for Li-Ta pegmatites globally".

Majescor management notes that with: 1) relatively easy access near a Hydro Quebec sub-station, 2) proximity to Nemaska's Whabouchi deposit at feasibility, 3) location within a known world class lithium pegmatite district, and 4) occurrences of very large pegmatite dikes, the Montagne B properties are highly prospective for the discovery and development of significant lithium deposits.

History of SOMINE projects and disposition of investment in SOMINE S.A.

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.

Redemption of common shares of SOMINE

On August 31, 2015, the Company entered into an agreement with the minority shareholders of SOMINE S.A. for the redemption of 740,210 common shares of SOMINE. The SOMINE shares are held by Majescor's wholly owned subsidiary SIMACT Alliance Copper-Gold Inc. ("SACG"). After the redemption of the SOMINE shares, SACG will maintain 40,000 of the 263,274 remaining common shares of SOMINE, which represents approximately 15.5% of the outstanding SOMINE shares.

In compensation for the redemption of the SOMINE shares, the Corporation will receive a 2% royalty on each of the two Mining Exploitation Permits (PEM) held by SOMINE. SOMINE 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. Management has assessed that the redemption of its shares in SOMINE along with a decreased representation on the SOMINE board of directors has resulted in a loss of control of SOMINE for financial reporting purposes. Upon redemption control of SOMINE will be transferred to SOMINE's current minority shareholders which are arms-length from Majescor.

Due to the current exploration stage of the mining permits as well as the past difficulty in raising funds to continue exploration of the projects the royalties and the remaining interest in SOMINE were valued at $Nil.

Starting August 31, 2015, the Company has no power to govern the financial and operating policies of SOMINE due to the loss of power to cast the majority of votes at Shareholder and Board of Directors meetings, the Company derecognized related assets, liabilities and non-controlling interests of SOMINE.

The gain on the deconsolidation of SOMINE recognized in the consolidated statement of operations for the six months ended August 31, 2015, is measured as follows:

Net liabilities as at deconsolidation date	$	3,073,431
Non-controlling interest		(1,816,409)
Gain on deconsolidation of SOMINE		**1,257,022**
Tax effect		-
Gain on deconsolidation of SOMINE, net of tax	**$**	**1,257,022**

The following is an analysis of the assets and liabilities over which the Company lost control upon deconsolidation of SOMINE.

Cash and cash equivalents	$	382
Property and equipment		19,000
Trade payables		(453,912)
Debt obligation		(2,634,031)
Long-term debt		(4,870)
Net liabilities deconsolidated		**(3,073,431)**

The Company retains no current involvement with the operations of SOMINE after it has been deconsolidated.

Going concern assumption

These consolidated financial statements 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 revenues, net income nor cash flows from its operations. The Company has incurred a loss from operations of $75,565 (2015 – $404,713) as well as losses prior periods, excluding the gain recognized on deconsolidation of SOMINE of $1,257,022 (2015 - $Nil) during the year ended February 29, 2016 and has an accumulated deficit of $39,669,728 (February 28, 2015 $40,767,974).

As at February 29, 2016, the Company had working capital deficiency of $22,202 (February 28, 2015 - $3,165,698), including $63,987 (February 28, 2015 - $71,528) in cash and current liabilities totalling $102,833 (February 28, 2015 - $3,264,792). On August 31, 2015, the Company lost control of its subsidiary SOMINE and as a result derecognized a debt of US$ 302,000 ($397,341) to a creditor of SOMINE as well as US$ 1,700,000 ($2,236,690) that SOMINE owed 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 and to fund its ongoing working capital requirements. 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.

The carrying amount of assets, liabilities and expenses presented in the consolidated financial statements 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. As at February 29, 2016, The Company's has refocused its exploration activities to one single geographic regions of interest being Quebec, Canada. Majescor's project portfolio includes:

172 claims in the James Bay, Quebec for $24,974 from a director of the Company. There are no exploration work requirements on the property.

The claims, which cover 2752 ha, are located near new Route 167, 320 km N of Chibougamau. They are within the favorable Opinaca metasedimentary Subprovince, which has numerous gold mines, deposits and occurrences, including Goldcorp's Eleanore Gold Mine (8+M oz Au, in production), Eastmain Resources' Eau Claire gold deposit (0.9M oz Au, at feasibility) and the Eastmain (Resources) Gold Mine (0.25M oz Au, open at depth and along strike).

The Mistassini uranium property (under Joint-Venture: 40% Majescor, 60% Strateco Resources Inc.), located in the James Bay territory of northern Québec.

Exploration expenditures during the year ended February 29, 2016, and the year ended February 28, 2015, are as follows:

	February 29, 2016	February 28, 2015
	$	$
SOMINE		
General field expenses	**1,547**	64,297
MISTASSINI		
Claim renewals	**5,485**	4,431
EASTMAIN		
Claim acqusition	**26,352**	-
Geology/Data	**100,000**	-
	126,352	-
Totals	**133,384**	68,728

As of August 31, 2015, Majescor disposed of a significant portion of its interest in SOMINE and as a result of the deconsolidation in the financial statements the SOMINE exploration expenses have been reclassified on the Condensed Consolidated Interim Statements of Operations. The table above reflects both the exploration expenditures incurred in Majescor and SOMINE prior to the loss of control and deconsolidation. Despite having a minority interest in SOMINE, Majescor no longer intends to fund any of SOMINE's exploration activities in the future.

During the year ended February 29, 2016, 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.

James Bay – Eastmain project

The James Bay claims, which cover 2752 ha, are located near new Route 167, 320 km N of Chibougamau. They are within the favorable Opinaca metasedimentary Subprovince, which has numerous gold mines, deposits and occurrences, including Goldcorp's Eleanore Gold Mine (8+M oz Au, in production), Eastmain Resources' Eau Claire gold deposit (0.9M oz Au, at feasibility) and the Eastmain (Resources) Gold Mine (0.25M oz Au, open at depth and along strike).

The claims were acquired using DIAGNOS' property Computer Aided Resource Detection System (CARDS) to target the gold potential in the James Bay area of Quebec. The CARDS system uses powerful pattern recognition algorithms to analyse digitally compiled exploration data, and identifies areas (targets) with geochemical, geological and geophysical signatures similar to areas of known mineralization. The Eastmain database modelling included: 1) levelled and merged airborne magnetic surveys of the James Bay area; 2) topography; and 3) over 800 compiled assays (356 with Au = 1 g/t Au) from Quebec government-registered drill hole assays and surface samples. Based on analysis, and on known lithology and structural geology in the region, over 12 high priority gold targets have been identified and staked.

Qualified person

The above technical information was prepared, confirmed and/or reviewed by C. Tucker Barrie, Ph.D., 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.

	February 29, 2016	February 28, 2015
	$	$
Operations		
Exploration and evaluation expenditures	**131,837**	4,431
General and administrative	**238,968**	197,042
Loss (gain) on foreign exchange	**2,604**	(10,296)
Gain on sale of royalty	**(279,000)**	(137,902)
Gain on settlement of trade payables	**(159,916)**	(4,132)
Net gain (loss) from continued operations	**65,508**	(43,781)
Loss from operations of SOMINE	**(141,073)**	(360,932)
Gain (loss) on deconsolidation of SOMINE	**1,257,022**	-
attributable to equity holders of the Parent Company	**1,181,457**	(324,406)
attributable to non-controlling interest	**(31,389)**	(80,307)
Basic and diluted gain (loss) per share	**0.09/0.08**	(0.03)

	February 29, 2016	February 28, 2015
	$	$
Statement of Financial Position		
Cash	**63,987**	71,528
Property and equipment	**-**	19,000
Total assets	**80,631**	118,094
Trade payables	**102,833**	761,691
Current debt obligations	**-**	2,503,101
Long term debt	**-**	4,871
Equity attributable to equity holders of the Parent Company	**(22,202)**	(1,366,549)
Non-controlling interest	**-**	(1,785,020)

	February 29, 2016	February 28, 2015
	$	$
Cash Flows		
Cash flows used in operating activities	**(7,159)**	(178,185)
Cash flows used in investing activities	**(382)**	427
Cash flows provided by financing activities	**-**	213,400
Effect of foreign currency translation	**-**	4,772
Net (decrease) increase in cash and cash equivalents	**(7,541)**	40,414

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

Exploration and evaluation expenditures

Exploration and evaluation expenditures, excluding the operations of SOMINE, for the year ended February 29, 2016, compared to February 28, 2015, increased by $127,406. The increase is due to the acquisition of claims in the Eastmain claims in 2016. Last year the Company was on care and maintenance and reduced exploration costs to a minimum. In 2016 the Company divested of its majority interest in SOMINE and refocused on exploration in Canada.

General and administrative expenses

General and administrative costs ("G&A") include only the Company's head office G&A. The G&A related to activity in SOMINE SA prior to deconsolidation is recorded in the loss on operations of SOMINE. G&A are summarized as follows:

	Year Ended February 29, 2016	Year Ended February 28, 2015
Management and consulting fees	**$ 92,626**	$ 62,038
Travel and promotion	**459**	410
Shareholder information	**18,908**	14,495
Professional fees	**53,450**	60,983

Office and general expenses	**73,524**	59,116
	$ 238,968	$ 197,042

Total G&A increased by $41,926 in the year ended February 29, 2016, over the prior-period, mainly due to the following changes:

Management and consulting fees

Management and consulting fees increased by $30,588 over the prior year. The increase was due to the CEO charging consulting fees in 2016. There were no CEO fees charged in 2015 year end.

Office and general expenses

Office and general expenses increased by $14,408 over the prior year. The increase is due to accrued interest and penalties owing to Revenue Quebec of approximately $11,000.

Gain on settlement of payables

During the current year, the Company issue shares for debt settlements with certain creditors, three of whom are former directors and/or officers of the Company as well as the current CEO of the Company. In consideration for settlement of a total combined debt of $201,099 owing to the Creditors by the Company, the Company issued to the Creditors 1,230,000 common shares of the Company at a deemed price of $0.05 per share as well as $22,000 of payables being transferred to long term debt to be paid by September 18, 2017. As a result of the settlement, the Company realized a gain of $121,035 in the condensed consolidated statement of operations.

During the current year, the current and former directors of the Company agreed to waive outstanding directors fees owed to them. The Company recognized a gain of $37,992 as a result of the debt forgiveness.

There were no such transactions for the year ended February 28, 2015.

Gain on sale of royalty

During the year ended February 29, 2016, the Company sold its remaining interest in the Braúna diamond royalty for CAD$279,000. During the year ended February 28, 2015, the Company sold 0.25% of the royalty for US $125,000 (CAD$137,902).

Operations of SOMINE

During the current and prior year, the company reclassified the results of the operations of SOMINE to reflect the loss of control and deconsolidation. During both years, the activities of SOMINE were limited as the company was on care and maintenance. The significant portion of the gain/loss from operations was due to the impact on the change in the exchange rates from US dollars and Haitian Gourdes to Canadian dollars. In 2015 there was a significant devaluation of the Canadian dollar in terms of the US dollar and as a result of $2,295,000 debt in SOMINE being in US dollars the effect of the devaluation had a significant impact on the loss from operations.

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	Gain on deconsolidation	Net (Gain) Loss	Basic and diluted Net (Gain) Loss per common share
	$	$	$	$
2/29/2016	-	-	(30,069)	0.00
11/30/2015	-	(29,342)	5,578	0.00
8/31/2015	-	(1,227,680)	(1,198,327)	-0.09
5/31/2015	26	-	41,361	0.00
2/28/2015	2,056	-	209,752	0.01
11/30/2014	(2,079)	-	163,070	0.01
8/31/2014	4,529	-	116,447	0.01
5/31/2014	23,649	-	(84,556)	(0.01)

Liquidity and Capital Resources

As at February 29, 2016, the Company had working capital deficiency of $22,202 (February 28, 2015 - $3,165,698), including $63,987 (February 28, 2015 - $71,528) in cash and current liabilities totalling $102,833 (February 28, 2015 - $3,264,792). On August 31, 2015, the Company lost control of its subsidiary SOMINE and as a result derecognized a debt of US$ 302,000 ($397,341) to a creditor of SOMINE as well as US$ 1,700,000 ($2,236,690) that SOMINE owed 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.

On May 11, 2016 the Company announced that it completed a private placement by issuing 6,230,000 units of the Company for gross proceeds of $311,500. Each unit consisted of (i) one common share of the Company at a price of $0.05 per common share and (ii) one common share purchase warrant. Each Warrant entitles the holder thereof to acquire one additional common share of the Company at a price of $0.07 per common share until May 11, 2018.

The Company has also issued 4,780,000 flow through common shares at a price of $0.05 per share of the Company for gross proceeds of $239,000.

In connection with the private placement, the Company will paid a finder's fee of $6,200, and issued 124,000 finder's warrants, exercisable at $0.07 until May 11, 2018.

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 February 29, 2016 totaled $22,202 (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:

- minimizing discretionary disbursements;
- focusing financing exploration expenditures on those properties considered to have the best potential; and
- 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 year ended February 29, 2016, and the year ended February 28, 2015. As at February 29, 2016, the Company is not subject to any external capital requirements or restrictions.

Off Balance Sheet Arrangements

As of February 29, 2016, 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:

	Year Ended	
	February 29, 2016	February 28, 2015
Salaries and benefits, including directors fees	**$ -**	$ 13,500
Consulting fees	**88,607**	48,270
Total	**$ 88,607**	$ 61,770

As at February 29, 2016, directors and key management personnel, as well as former officers and directors, were owed $18,235 (February 28, 2015 $251,762), included in trade payables. During the year ended February 29, 2016, current and former directors of the Company agreed to waive outstanding directors fees owed to them. The Company recognized a gain of $37,992 (2015 – $Nil) as a result of the debt forgiveness.

During the quarter the Company negotiated agreements to issue shares for debt settlements with certain creditors, three of whom are former directors and/or officers of the Company as well as the current CEO of the Company. The settlement agreements were approved by the TSX Venture on September 18, 2015. In consideration for settlement of a total combined debt of $223,099 owing to the Creditors by the Company, the Company issued to the Creditors 1,230,000 common shares of the Company at a deemed price of $0.05 per share as well as total payments of $22,000 to be paid by September 18, 2017. The common shares will be escrowed with 1/3 released in 6 months, 1/3 released in 12 months and the balance released in 18 months. In December 2015 the Company paid the $22,000 of long term debt.

Transactions with related companies

Notes		Year Ended February 29, 2016		February 28, 2015
Everton Resources Inc. ("Everton")	**$**	**9,038**	$	9,038

Under an agreement, which was signed on March 25, 2013 between the Company and Everton, the Company reimbursed the cost of shared salaries and benefits, rent and office expenses paid by Everton (which shares common management).

On December 16, 2015, the Company sold its remaining 0.5% Gross Sales Royalty on the Brauna diamond property to a company controlled by a Director of Majescor. Under the Option Agreement, Majescor granted the purchaser until January 31, 2016, the sole and exclusive irrevocable right and option to acquire the royalty for CAD $279,000 (received).

During the year ended February 29, 2016, and February 28, 2015, the following related party transactions were incurred with management and directors of Majescor:

1. A company controlled by Tucker Barrie (CEO) charged the Company $47,787 of consulting fees relating to management of the Company (2015 - $Nil)
2. Sabino Di Paola (CFO) charged the Company $35,800 of consulting fees for work performed in relation to management of the Company (2015 - $43,250);
3. A company controlled by Jean-Guy Lacasse, a former director of the Company, charged Majescor $5,020, of professional fees (2015 - $Nil);
4. The Company accrued director's stipends of $NIL (2015 - $13,500).

Financial Instruments

The Company's financial instruments consist of cash and trade payables. The fair value of these instruments approximates their carrying value, given their short-term nature.

Investor relations activity

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

Changes in Accounting Policies

During the year, the Company changed its accounting policy with respect to acquisition of mineral exploration properties and exploration and evaluation expenditures. The Company now expenses all costs associated with the acquisition of mineral properties as well as exploration and evaluation expenditures incurred. Prior to this change in policy, the Company capitalized all mineral property acquisition costs as well as exploration and evaluation expenditures. Under both policies capitalization of costs would only begin once an economic resource is discovered.

The Company believes the new policy is preferable as it more closely aligns the accounting for these transactions with the current economic conditions in the junior exploration industry.

The impact of this voluntary change in accounting policy on the consolidated financial statements is primarily to reduce exploration and evaluation intangible assets arising on such transactions. This change did not result in a material impact on the current year or any years included within these consolidated financial statements as all prior exploration and evaluation expenses had been fully impaired.

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.

Outstanding Share Data

Common shares and convertible securities outstanding at June 28, 2016, are as follows:

Securities	Expiry date	Exercise price	Securities outstanding
Common shares (*)	-	-	26,661,109
Warrants	Up to August 12, 2018	$0.07 to $0.12	11,130,000
Options	Up to July 27, 2017	$0.05 to $2.50	1,302,500

Events after the reporting date

Stock options

On April 18, 2016, the Company granted 1,225,000 stock options to Officers, Directors, and consultants of the Company for a five-year period. Each stock option entitles the holder to subscribe for one common share of Majescor at a price of $0.05 per share.

On June 18, 2016, 20,000 stock options with an exercise price of $2.50 expired unexercised.

Private placement

On May 11, 2016 the Company announced that it completed a private placement by issuing 6,230,000 units of the Company for gross proceeds of $311,500. Each unit consisted of (i) one common share of the Company at a price of $0.05 per common share and (ii) one common share purchase warrant. Each Warrant entitles the holder thereof to acquire one additional common share of the Company at a price of $0.07 per common share until May 11, 2018.

The Company has also issued 4,780,000 flow through common shares at a price of $0.05 per share of the Company for gross proceeds of $239,000.
In connection with the private placement, the Company will paid a finder's fee of $6,200, and issued

124,000 finder's warrants, exercisable at $0.07 until May 11, 2018.

Property option agreement

On May 25, 2016, the Company entered into an option agreement with Genius Properties Ltd. and two other vendors to purchase 100% of the Montagne B lithium properties (approximately 708 hectares) in central Quebec.

Majescor issued 2,500,000 common shares to Optionors on receipt of approval from the TSX Venture, and additional 2,500,000 common shares within 6 months of signing. Majescor also made an option payment of $25,000 with an additional $25,000 payable within 6 months.

The Montagne B properties are subject to a 2% NSR of which 1% can be purchased by Majescor for $1,000,000.

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.

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. 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.

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 will be able to secure new financing to continue its exploration, development and operational activities;
- there being no significant changes in the ability of the Company to comply with regulatory requirements;
- 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 June 28, 2016. 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) ''Andre Audet''
Andre Audet, Interim Chief Executive Officer

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