Musgrove Minerals Corp.

Management Discussion and Analysis
Three and Nine Months Ended August 31, 2015

Date and Subject of the Report

The following Management's Discussion & Analysis ("MD&A") is intended to assist in the understanding of the trends and significant changes in the financial condition and results of the operations of Musgrove Minerals Corp. ("Musgrove" or the "Company") for three and nine months ended August 31, 2015 and is presented in Canadian Dollars. This MD&A has been prepared effective as of October 27, 2015.

This MD&A should be read in conjunction with the Company's audited consolidated financial statements for the recent year ended November 30, 2014 and the unaudited condensed consolidated interim financial statements for the same periods which have been prepared in accordance with International Financial Reporting Standards ("IFRS") and presented in Canadian Dollars.

The Company consolidated its common shares on a three to one basis on June 15, 2015. All share and per share amounts in this MD&A have been restated to reflect this stock consolidation.

Additional information relating to the Company is available *on the SEDAR website at www.sedar.com*

FORWARD LOOKING STATEMENTS

Except for statements of historical fact relating to the Company, certain information contained herein constitutes forward-looking statements. Forward-looking statements are generally, but not always, identified by the use of forward-looking terminology such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "projects", "potential", "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will be taken", "occur" or "be achieved".

Forward-looking statements are based on the opinions and estimates of management on the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. These factors include the inherent risks involved in the exploration and acquisition of resources properties, the uncertainties involved in interpreting drilling results and other geological data, fluctuating metal prices, the possibility of project cost overruns or unanticipated costs and expenses, changes in and the effect of government policies, the ability to obtain required permits, delays in exploration projects and the possibility of adverse development in the financial markets, uncertainties relating to the availability and costs of financing needed in the future, and other factors described in this report. Although the Company believes the expectations expressed in its forward-looking statements are based on reasonable assumptions, there can be no assurance that such forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on such statements.

The Company reviews its forward-looking statements on an ongoing basis and updates this information when circumstances require it.

The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward looking statements.

Forwarding looking statements	*Assumptions*	*Risk factors*
Management is considering to raise more cash from equity financing in the next twelve months in order to eliminate the working capital deficiency and to finance the Company's operations.	*Based on the past history of the Company, the Company was able to raise funds when needed through either private placement or debt financing*	*Change in interest rate, support by related parties, change in condition of capital market*

Overall Performance

The Company was incorporated under the laws of British Columbia, Canada on March 29, 2000. The Company's office is located at Suite 2600-1066 West Hasting St., Vancouver, V6E 3X1. The Company's common shares are traded on the TSX Venture Exchange under the symbol MGS and on the OTC market (Symbol: MGSGF) and Frankfurt (Symbol JL4M).

The Company is an exploration stage company with its principal business being the acquisition, exploration, and development of mineral properties. The Company has interests in various mineral properties in the USA.

The Company is an exploration stage company, has had recurring losses since inception, and has been financing the Company's operations through debt and equity financing in the past. Management realizes that current resources on hand are not adequate for the Company neither to meet its long term business objective nor to conduct any significant exploration activities on the existing mineral properties. It is management's assessment that raising money from the current depressed capital market will be difficult. In order to preserve the cash on hand, management had decided to curtail the Company's operations and will not conduct significant exploration activities until the Company has resources to finance such exploration activities.

Discussion of Operations

The Company is an exploration stage company which does not have mineral properties in production. As a result, the Company has not earned revenue from its operation since inception, and does not expect to earn revenue from its operation in the near future.

Musgrove Creek Gold Property, U.S.A.
Located in a historic gold mining district, Musgrove Creek is an advanced gold exploration project covering nearly 1,500 acres in Lemhi County, Idaho, approximately 15 miles (24 km) southwest of the Beartrack gold deposit.

The Company is required to pay annual lease payments to the underlying lessor of US$50,000 per year for the remaining life of the lease. On December 10, 2014, the annual lease was amended as follows:

Annual lease payments	US$
June 12, 2013 (paid)	10,000
December 12, 2013 (paid)	10,000
June 12, 2014 (paid)	10,000
December 12, 2014 (paid)	10,000
June 12, 2015 (paid)	5,000
December 12, 2015	5,000
June 12, 2016 and	10,000
December 12, 2016, and each succeeding anniversary of such dates	10,000

These claims are subject to an underlying 2% production royalty and a lump sum payment of US$350,000 upon completion of a feasibility study. The Company is also required to incur minimum annual exploration expenditures of US$100,000 ("Annual Requirement") during the term of the lease. The minimum annual exploration expenditures were also waived for the period of May 1, 2013 to April 30, 2019.

During the year ended November 30, 2013, management assessed that the property was impaired and recorded a $1,740,000 impairment charge on the property. During the year ended November 30, 2014, management fully impaired the property as they did not have any plans to explore the property in the near future. However, the Company continues making annual lease payments in accordance with the above schedule in order to keep the properties.

Empire Mine Property, U.S.A.

The Empire mine project ("Empire Mine Property"), which consists of 26 patented mining claims, six mill-site claims and 21 unpatented mining claims, is a polymetallic skarn deposit containing copper, zinc, gold and silver. The project is located in the Alder Creek mining district in Custer County, Idaho, approximately three miles west of Mackay, Idaho.

The Company entered into option agreement with Konnex Resources Inc. ("Konnex"), a subsidiary of ExGen Resources Inc., formerly Boxxer Gold Corp. ("ExGen or Boxxer"), to grant Konnex the option to acquire 100% of the Company's interest in its Empire Mine Property (the "Konnex Agreement"). Under the Konnex Agreement dated April 23, 2012, and as amended on February 7, 2013 and March 5, 2014, Konnex assumed all the property payments and commitments under the Underlying Agreements and is also required to make the following payments:

Cash payments	$
April 6, 2012 (received)	40,000
May 10, 2012 (received)	200,000
July 10, 2012 (received)	50,000
April 1, 2013 (received)	25,000
September 10, 2013 (received)	10,000
October 1, 2013 (received)	10,000
January 1, 2014 (received)	10,000
April 1, 2014 (received)	10,000
July 1, 2014 (received)	10,000
October 1, 2014 (received)	10,000
January 1, 2015 (received)	10,000
Payments from April 1, 2014 to January 1, 2017 totaling(i)	60,000
Total	445,000

Share issuances	Number of ExGen Shares	Number of Konnex Shares
November 9, 2012 (received, with a fair value of $Nil)	-	150,000
April 1, 2013 (received, with a fair value of $Nil)	-	1,000,000
October 30, 2013 (received, with a fair value of $40,000)	2,000,000	-
April 30, 2014 (received, with a fair value of $180,000)	6,000,000	-
April 19, 2015 (received with a fair value of $50,000) (i)	2,000,000	
Total	10,000,000	1,150,000

(i)On April 11, 2015, the Company received a notice from ExGen to exercise its option to fully acquire the Empire Mine Property by paying $30,000 cash and issuance of 2,000,000 common shares of ExGen with a fair value of $50,000 (totalling $80,000 option payment were received). The remaining obligations arising from Empire Mine Property have been passed to ExGen when the Company received these $80,000 option payments.

Summary of Quarterly Results

Following is a summary of the Company's quarterly results in the last eight recent quarters:

	2015			2014				2013
	August 31	**May 31**	**Feb 28**	**Nov 30**	**August 31**	**May 31**	**Feb 28**	**Nov30**
	$	$	$	$	$	$	$	**$**
Revenues		-	-	-	-	-	-	-
Loss	(43,453)	(13,500)	(53,959)	(456,872)	(221,259)	(83,618)	(28,642)	(2,595,683)
Loss per share, basic and diluted (ii)	(0.02)	(0.01)	(0.03)	(0.33)	(0.18)	(0.09)	(0.03)	(2.49)

(ii)loss per shares have been restated throughout these eight quarters to account for the 3-1 shares consolidation completed in June 2015

The Company is in the business of acquisition and exploration of mineral properties and its operating results are not subject to seasonal variations. Losses in the last eight quarters are mainly due to incurring administrative expenses to support the Company's operation. Other factors that affect the losses among these eight quarters are losses from the disposition and impairment write down of mineral properties/subsidiaries, and gain from settlement with creditors for various payables. Management expects these incidental events may affect the Company's results in the future. The loss in the quarters ending November 30, 2013 and November 30, 2014 were higher than the other quarters because the Company took impairment charges of $2,455,444 and $226,297 during 2013 and 2014 fourth quarter respectively.

Results of Operations

Nine months ended August 31, 2015 ("2015 Nine Months")

The Company's loss in 2015 Nine Months was $110,912 (2014 Nine Months– loss of $333,519), an improvement of $222,607. The improvement was mainly a combined result of $65,901 decrease in operating expenses (2015 Nine Months - $165,118; 2014 Nine Months- $231,019), decrease of loss from disposition of marketable securities of $72,500 (2015 Nine Months - $30,000; 2014 Nine Months- $102,500) which was partially offset by an increase of income of $80,000 from the option payment in connection with the Empire Mine (2015 Nine Months - $80,000; 2014 Nine Months- $Nil)

Major operating expenses in 2015 Nine Months were $17,000 in mineral property expense (lease payment) (2014 Nine Months – $Nil), $15,850 in professional fees (2014 Nine Months - $14,669), $103,230 in consulting fees (2014 Nine Months -$183,825). In 2015, the Company expensed the mineral property annual lease payments (vs capitalizing it during 2014) for the underlying mineral property option as all the exploration and evaluation assets have been fully impaired in prior years. As a result mineral property lease increased as the same payments incurred in prior years were recorded to the Company's exploration and evaluation assets instead.

During the quarter ended May 31, 2015, the Company received a notice from Ex-Gen to exercise its option to fully acquire the Empire Mine Property by paying $30,000 cash and issuance of 2,000,000 common shares of ExGen (at fair value of $50,000), totalling $80,000. The Company disposed these 2,000,000 ExGen shares at $20,000 (incurred a loss of $30,000) subsequently. These option payment and capital loss are one-time events and non-recurring in nature. As a result, both the loss from disposition of marketable securities and income from option payment increased from the same period in the last year.

As at August 31, 2015, the Company had $6,088 cash (November 30, 2014 - $139,442), $79,423 accounts payable and accrued liabilities (November 30, 2014 - $110,416), and $16,513,350 share capital (November 30, 2014 - $16,513,350).

The decrease of cash is mainly a combined result of using $183,354 in operating activities which was partly offset by the receipt of $30,000 for option (Empire Mine) payment and disposition of marketable securities of $20,000.

Three months ended August 31, 2015 ("2015 Q3")

The Company's loss in 2015 Q3 was $43,453 (2014 Q3– loss of $221,259), an improvement of $177,806. The improvement was mainly a result of $74,757 decrease in operating expenses (2015 Q3 - $44,402; 2014 Q3- $118,759), and a decrease of loss from disposition of marketable securities of $102,500 (2015 Q3 - $Nil; 2014 Q3- $102,500).

Major operating expenses in 2015 Q3 were $5,000 in mineral property lease (2014 Q3 – $Nil), $3,041 in professional fees (2014 Q3 - $4,429), $33,730 in consulting fees (2014 Q3 -$103,450). Operating expenses in 2015 Q3 were generally lower/similar to 2014 Q3. The increase in mineral property lease has been discussed in the above.

Share Data

As at the date of this MD&A, the Company has 1,778,366 common shares outstanding, 3,333 stock options and 740,740 share purchase warrants that are convertible to the Company's common shares on a one-to-one basis.

Liquidity and Capital Resources

Financing of operations has been achieved primarily by equity and debt financing. On August 31, 2015, the Company had a cash balance of $6,088 and a working capital deficiency of $58,456. The Company is not subject to external working capital requirements. Management is considering to raise more cash from equity financing in the next twelve months in order to eliminate the working capital deficiency and to finance the Company's operations.

Management realizes the capital resources on hand are not adequate to support the Company in meeting its business objective on a long term basis. Management may be required to finance the Company's operation by additional equity or debt financing or new farm-out/joint venture arrangement. While the Company was able to raise financing when needed in the past, there is no guarantee that the Company can do so in the future.

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. Management plans to raise more funding through debt or equity financing in the future to improve its liquidity.

Commitments

The following is a summary of the Company's commitment in connection with the Company's mineral properties. The Company does not have other commitments.

Musgrove Creek Property
Refer to the section "Musgrove Creek Gold Property, U.S.A." in the above

Transactions Between Related Parties

During 2015 Nine Months, the Company's CEO and CFO has charged the Company $90,000 and $5,230 respectively (2014 Nine Months - $90,000 and $4,075 respectively). There was no transactions with directors and other related parties during 2015 Nine Months.

As at August 31, 2015, $10,500 (2014/11/30 - $10,000) was owing to the Chief Executive Officer, $1,500 (2014/11/30 - $2,500) was owing to the Chief Financial Officer and $Nil (2014/11/30 - $Nil) was owing to directors of the Company. The amounts owing to related parties do not bear interest, are unsecured and are due on demand.

Off-Balance Sheet Arrangements

The Company does not have off-balance sheet arrangements.

Proposed Transactions

The Company does not have proposed transactions that may have material impacts to the Company.

Changes in Accounting Policies including Initial Adoption

The Company has not adopted new accounting standards since its recent year ended November 30, 2014.

The following new standards, amendments and interpretations that have not been early adopted in these consolidated financial statements, is not expected to have a material effect on the Company's future results and financial position: IFRS 9 Financial Instruments (new; to replace IAS 39 and IFRIC 9); and Amendments to IAS 32 Financial Instruments: Presentation.

Financial Instruments

The Company's financial instruments have not significantly changed since its recent year ended November 30, 2014.

Details of the Company's financial instruments and its approach to manage the risks arising from its financial instruments are discussed in the Note 14 to the Company's consolidated financial statements for the year ended November 30, 2014 and Note 14 to the Company's condensed interim consolidated financial statements for the three and nine months ended August 31, 2015.

Risk and Uncertainties

The exploration for mineral deposits is highly speculative activities and is subject to significant risks. The Company's ability to realize its investments in exploration projects is dependent upon the discovery or acquisition of mineral resources and mineral reserves, and the economic viability of developing its properties. The market price of minerals and/or metals is volatile and cannot be controlled. There is no assurance that the Company's mineral exploration activities will be successful. The exploration of mineral resources and mineral reserves involves many risks in which even a combination of experience, knowledge and careful evaluation may not be able to overcome.

Financial Disclosure Controls and Procedures

Venture issuers are not required to include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52- 109"). In particular, the Company's certifying officers are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's generally accepted accounting principles.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company are certifying officers to design and implement on a cost effective basis.

Officers and Directors

Rana Vig, President, CEO and Director
Larry Tsang, CFO
Martin Bernholtz, Director
Norman Brewster, Director