Musgrove Minerals Corp.

Management Discussion and Analysis
Year Ended November 30, 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 operation of Musgrove Minerals Corp. ("Musgrove" or the "Company") for the year ended November 30, 2015. This MD&A is presented in Canadian Dollars and has been prepared effective as of March 28, 2016.

This MD&A should be read in conjunction with the Company's audited consolidated financial statements for the same year 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 adjusted 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 considers 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 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.

As at 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 property.

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.

Selected Annual Information

	2015 $	2014 $	2013 $
Total assets	15,699	177,132	840,178
Total long term debt	-	-	-
Total revenue	-	-	-
Loss from continued operation	(169,309)	(790,391)	(2,812,248)
Impairment on exploration and assets	(Nil)	(226,297)	(2,455,444)
Loss per share, basic and diluted	(0.10)	(0.63)	(2.70)

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. It is management's assessment that raising money from the current depressed capital market will be difficult. As a result management started to curtail the Company's activities in order to minimize expenditures and conserve cash. Management intends to continue its efforts to minimize the Company's activities and also the exploration expenditures until the Canadian capital market improves and the Company is able to obtain further equity or debt financing to finance its long term business objectives.

The Company's losses were comprised of administrative expenditures and gain/loss from non-recurring events. The net loss in 2013 was high as the Company wrote down its mineral properties in fiscal 2013 and recorded an impairment charge of $2,455,444 (2014 - $226,297; 2015 - $Nil).

Summary of Quarterly Results

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

	2015				**2014**			
	Nov 30	**August 31**	**May 31**	**Feb 28**	**Nov 30**	**August 31**	**May 31**	**Feb 28**
	$	$	$	$	$	$	$	$
Revenues	-	-	-	-	-	-	-	-
Loss	(58,397)	(43,453)	(13,500)	(53,959)	(456,872)	(221,259)	(83,618)	(28,642)
Loss per share, basic and diluted (ii)	(0.03)	(0.02)	(0.01)	(0.03)	(0.33)	(0.18)	(0.09)	(0.03)

(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 quarter ending November 30, 2014 was high because an impairment charge of $2,455,444 was taken during this quarter.

Results of Operations

Year ended November 30, 2015 ("Fiscal 2015")

The Company's loss in Fiscal 2015 169,309 (Fiscal 2014– loss of $790,391), an improvement of $621,082. The improvement was mainly a combined result of $138,650 decrease in operating expenses (Fiscal 2015 - $202,855;

Fiscal 2014 - $341,505), decrease of loss from disposition of marketable securities of $112,500 (Fiscal 2015 - $30,000; Fiscal 2014- $142,500), decrease of impairment (marketable securities) of $72.200 (Fiscal 2015 - $17,800; 2014 - $90,000), decrease of impairment on exploration and evaluation assets of $226,297 (Fiscal 2015 - $Nil; Fiscal 2014 - $226,297) which were partially offset by an increase of income of $80,000 from the option payment in connection with the Empire Mine (Fiscal 2015 - $80,000; Fiscal 2014 - $Nil)

Major operating expenses in Fiscal 2015 were $18,893 in property exploration (Fiscal 2014 – $Nil), $20,681 in professional fees (Fiscal 2014 - $27,847), $134,730 in consulting fees (Fiscal 2014 -$223,296). In Fiscal 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 property exploration expenditure increased as the same payments incurred in prior years were capitalized as 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. 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 November 30, 2015, the Company had $7,035 cash (November 30, 2014 - $139,442), $116,344 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 $182,049 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 November 30, 2015 ("2015 Q4")

The Company's loss in 2015 Q4 was $58,397 (2014 Q4– loss of $456,872), an improvement of $398,475. The improvement was mainly a result of $72,749 decrease in operating expenses (2015 Q4 - $37,737; 2014 Q4- $110,486), a decrease of loss from disposition of marketable securities of $40,000 (2015 Q4 - $Nil; 2014 Q4- $40000), a decrease of impairment of marketable securities of $72,200 (2015 Q4 - $17,800; 2014 Q4 - $90,000). and a decrease of impairment of exploration and evaluation assets of $226,297 (2015Q4 - $Nil; 2014 Q4 - $226,297). Impairment charges have been incurred as needed and depended on metal price, the Company's ability to finance and complete the exploration program, and the fair value of the marketable securities. All of these factors are beyond the control of the Company.

Major operating expenses in 2015 Q4 were $Nil in directors' fees (2014 Q4 – $30,000l), $4,831 in professional fees (2014 Q4 - $13,178), $31,500 in consulting fees (2014 Q4 -$39,471). Operating expenses in 2015 Q4 were generally lower/similar to 2014 Q4.

Share Data

As at the date of this MD&A, the Company has 14,075,366 common shares outstanding, Nil 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 November 30, 2015, the Company had a cash balance of $7,035 and a working capital deficiency of $106,650. 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. On February 16, 2016, the Company completed a private placement of 11,310,000 shares at $0.05 per share for total proceeds of $565,500 and issued 987,000 shares as finder's fees. The Company intends to use the proceeds as its working capital.

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.

Transactions Between Related Parties

Transactions with related parties are as follows:

	Year ended November 30, 2015	**Year ended November 30, 2014**
	$	$
Directors' fees	-	33,000

Key personnel compensation:

	Year ended November 30, 2015	**Year ended November 30, 2014**
	$	$
Consulting fees (CEO)	120,000	127,725

As at November 30, 2015, $42,000 (2014 - $10,000) was owing to the Chief Executive Officer of the Company and $3,000 (2014 - $2,500) was owing to the Chief Financial Officer of the Company. The amounts owing 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.

Accounting standards issued but not yet effective

IFRS 9 Financial Instruments – This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 introduces new requirements for the classification and measurement of financial assets, additional changes relating to financial liabilities, a new general hedge accounting standard which will align hedge accounting more closely with risk management. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. The Company is currently evaluating the impact IFRS 9 will have on its consolidated financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

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