

**KENNA RESOURCES CORP.  
MANAGEMENT DISCUSSION AND ANALYSIS  
JUNE 30, 2015**

*The following management discussion and analysis (“MD&A”) of the financial condition and result of operations of Kenna Resources Corp. (the “Company”) should be read in conjunction with the Company’s unaudited condensed interim financial statements and notes thereto for the six months ended June 30, 2015. Additional information about the Company has been filed with applicable Canadian securities regulatory authorities and is available at [www.sedar.com](http://www.sedar.com).*

The discussion and analysis has been prepared as of August 28, 2015. The information provided for herein is given as of June 30, 2015 unless otherwise indicated.

**FORWARD-LOOKING INFORMATION**

This document contains forward-looking statements. When used in this document, words like “anticipate”, “believe”, “estimate” and “expect” and similar expressions are intended to identify forward-looking statements. Such statements are used to describe management's future plans, objectives and goals for the Company and therefore, involve inherent risks and uncertainties. The reader is cautioned that actual results, performance, or achievements may be materially different from those implied or expressed in such statements. The forward-looking statements contained in this document are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

**OVERVIEW OF THE BUSINESS**

The Company was incorporated under *The Business Corporations Act* (Saskatchewan) on September 25, 2009. The Company was initially classified as a capital pool company for the purposes of the TSX Venture Exchange (the “Exchange”).

On April 7, 2010, the Company completed its initial public offering (the “Offering”) of 3,493,500 Class A shares (“Common Shares”) at a price of \$0.20 per share for aggregate gross proceeds of \$698,700.

On March 28, 2012, the Company completed its Qualifying Transaction, involving the acquisition of 100% of all rights, title and interests in the Elizabeth Lake copper, silver and gold project located in northern Saskatchewan (such property and interests are collectively referred to as the "Property").

As consideration for the acquisition of the Property, the Company issued an aggregate of 1,000,000 Common Shares to BEC International Corp. (the "Vendor") at an ascribed price of \$0.12 per share and paid \$50,000 in cash consideration to the Vendor. In addition, the Company granted to the Vendor a two percent (2%) royalty on production from the Property, to a maximum amount payable of \$5,000,000. A finder's fee was paid to an arm's length party through the issuance of 75,000 Common Shares at a deemed price of \$0.12 per share.

On June 8, 2012, the Company changed its name to Kenna Resources Corp.

On September 4, 2014, the Company continued under the provisions of the *Business Corporations Act* (British Columbia).

On September 15, 2014, the Company consolidated its capital on a ten (10) for one (1) basis.

During the year ended December 31, 2014, the Company completed a non-brokered private placement of 4,215,224 units at \$0.115 per unit for gross proceeds of \$484,751. Each unit consists of one common share and one-half share purchase warrant. Each whole warrant is exercisable at \$0.25 per share for a period of 24 months from issuance. The Company incurred share issuance costs of \$9,315 related to

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this private placement.

**OVERALL PERFORMANCE**

During the three and six months ended June 30, 2015, the Company's activity related to exploration and development of the Property as well as business development and evaluation of additional resource prospects.

The Company's only source of revenue is interest income earned from funds on deposit. In order to continue to acquire, explore and develop resource properties, the Company must secure additional financing.

**RESULTS OF OPERATIONS**

Financial results for the three and six months ended June 30, 2015 and 2014 were as follows:

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2015</b>	<b>2014</b>	<b>2015</b>	<b>2014</b>
<b>Revenue</b>				
Interest income	\$ -	\$ 676	\$ -	\$ 1,376
<b>Expenses</b>				
General and administrative expenses	30,145	71,190	94,313	85,127
<b>Net comprehensive loss</b>	\$ (30,145)	\$ (70,514)	\$ (94,313)	\$ (83,751)
<b>Net comprehensive loss per share</b>	\$ (0.01)	\$ (0.08)	\$ (0.02)	\$ (0.10)
<b>Weighted average number of common shares outstanding</b>	5,056,922	841,698	5,056,922	841,698

(Prepared using IFRS)

For the three and six months ended June 30, 2015, general and administrative expenses consisted primarily of consulting, office, accounting and audit fees, and transfer agent and filing fees.

For the three and six months ended June 30, 2014, general and administrative expenses consisted primarily of consulting, office, transfer agent, listing fees, legal, filing fees and accounting and audit expenses.

The major components of general and administrative expenses for the three months ended June 30, 2015 were consulting of \$16,000 (2014: \$35,285), office costs of \$3,055 (2014: \$6,305), accounting and audit fees of \$4,285 (2014: \$4,000), and transfer agent, listing and filing fees of \$4,512 (2014: \$2,365).

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**SUMMARY OF QUARTERLY RESULTS**

	June 30, 2015	March 31, 2015	December 31, 2014	September 30, 2014	June 30, 2014	March 31, 2014	December 31, 2013	September 30, 2013
	\$	\$	\$	\$	\$	\$	\$	\$
Interest income	-	-	207	206	676	700	716	833
G & A	30,145	64,168	70,805	118,915	71,190	13,936	14,998	14,195
Net comprehensive loss	(30,145)	(64,168)	(70,598)	(118,709)	(70,514)	(13,236)	(14,282)	(13,362)
Basic and diluted loss per share	(0.01)	(0.01)	(0.03)	(0.02)	(0.08)	(0.02)	(0.02)	(0.02)
Total assets	693,753	719,012	764,185	369,055	501,150	540,754	555,793	567,941

(Prepared using IFRS)

General and administrative expenses from 2013 to 2015 varied from quarter to quarter based on corporate administrative requirements and business development.

**LIQUIDITY AND SOLVENCY**

As of June 30, 2015, the Company had working capital of \$411,095. At the current rate of expenditure, the Company has sufficient working capital to meet its ongoing administrative costs and modest exploration work on the Elizabeth Lake project. To expand exploration and development activities, the Company will have to seek additional financing.

**CAPITAL RESOURCES**

During the year ended December 31, 2014, the Company completed a non-brokered private placement of 4,215,224 units at \$0.115 per unit for gross proceeds of \$484,751. Each unit consists of one common share and one-half share purchase warrant. Each whole warrant is exercisable at \$0.25 per share for a period of 24 months from issuance. The Company incurred share issuance costs of \$9,315 related to this private placement.

**OFF-BALANCE SHEET ARRANGEMENTS**

The Company does not have any special purpose entities nor is it party to any arrangements that would be excluded from the balance sheet.

**TRANSACTIONS BETWEEN RELATED PARTIES**

**Related party balances**

The following amounts due to related parties are included in accounts payables and accrued liabilities:

	June 30, 2015	December 31, 2014
Companies controlled by directors of (Note 5)	\$ 23,100	\$ 3,150
Directors and officers of the Company (Note 5)	-	685
	\$ 23,100	\$ 3,835

These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

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**Key management compensation**

	<b>Three Months Ended</b>	
	<b>June 30, 2015</b>	<b>June 30, 2014</b>
Accounting fees	\$ 9,000	\$ 1,500
Consulting fees	12,000	4,000
	<b>\$ 21,000</b>	<b>\$ 5,500</b>

**COMMITMENTS**

The Company entered into a management services agreement on June 1, 2014 with a company controlled by a director of the Company, whereby the Company will pay \$2,000 per month for management services for a term of one year.

**FINANCIAL INSTRUMENTS**

The Company's financial instruments consist of cash, accounts receivable and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risk arising from these financial instruments. The carrying amount of current financial assets and current financial liabilities approximate their fair value because of the short-term maturities of these items.

**OUTSTANDING SHARE DATA**

Authorized share capital: An unlimited number of Class A common shares with no par value

Shares issued and outstanding at August 28, 2015: 5,056,922 Class A common shares.

During the year ended December 31, 2014, the Company completed a share consolidation on the basis of 10 old shares for 1 new share. All share references in the financial statements are reflected on a post-consolidation basis.

Options to purchase Class A common shares outstanding at August 28, 2015: 79,502 options – exercise price \$0.20/share, term 5 years, entirely vested.

Share purchase warrants outstanding at August 28, 2015: 2,107,612 warrants – exercise price \$0.25/share, exercisable for a period of 24 months from issuance.

At June 30, 2015, there were no common shares held in escrow.

**NEW ACCOUNTING STANDARDS**

**Accounting standards issued but not yet effective**

***New standard IFRS 9 “Financial Instruments”***

This new standard is a partial replacement of IAS 39 “Financial Instruments: Recognition and Measurement”. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment

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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 has not early adopted this new standard and is currently assessing the impact that this standard will have on its 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 financial statements.

**RISKS AND UNCERTAINTIES**

The Company is subject to the typical risks and uncertainties of a resource development company, including but not limited to: Risks relating to exploration and development, operating hazards, fluctuating commodity prices, regulatory requirements, permits and license approvals, governmental and regulatory approval risks and no assurance of title. Further, the Company is subject to ongoing corporate risks such as limited operating history, competitive industry conditions and access to capital. All of these risks and uncertainties may lead to fluctuations in financial results and the payment of dividends is unlikely.

**MANAGEMENT TEAM**

There were no changes in management during the period.

**SUBSEQUENT EVENTS**

There were no subsequent events.

**APPROVAL**

The Board of Directors of Kenna Resources Corp. has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it and can be obtained along with additional information on the SEDAR website at [www.sedar.com](http://www.sedar.com).