FORM 51-102F1

MANAGEMENT'S DISCUSSION & ANALYSIS – June 30, 2014

LONGACRE RESOURCES INC.

August 27, 2014

The following management discussion and analysis ("MD&A") is a review of the operations, current financial position and outlook for Longacre Resources Inc. ("the Company" or "Longacre") and should be read in conjunction with the Company's unaudited condensed interim financial statements and notes for the three months ended June 30, 2014, which were prepared in accordance with International Financial Accounting Standards ("IFRS") and are filed under the Company's profile on the SEDAR website: www.sedar.com.

The reader should also refer to the Company's audited financial statements and the accompanying notes for the year ended March 31, 2014, which were prepared in accordance with IFRS.

All dollar figures included herein and in the following discussion and analysis are quoted in Canadian dollars unless otherwise noted.

Forward-Looking Statements

Certain statements contained in this document constitute "forward-looking statements". When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", "forecast", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the Company's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments.

Overview

The Company is a company incorporated under the laws of British Columbia on April 13, 2011. The Company is a reporting issuer in British Columbia and Alberta, however its shares are not listed and quoted for trading on any stock exchange.

On July 1, 2011, the Company acquired a 100% interest in certain mining claims comprising the Christa-Aura Property situated in south western British Columbia (the "Project"), by staking the claims at a cost of $17,153. The Company has expended $90,210 on exploration and evaluation of the Project to date.

Pursuant to an Engagement Letter dated March 9, 2012, amended July 24, 2012, the Company engaged Wolverton Securities Ltd. to act as its agent to assist with the Company's initial public offering ("IPO") of its securities by way of prospectus and the Company's listing on the TSX Venture Exchange. The Company received regulatory approval for its IPO prospectus from the British Columbia and Alberta Securities Commissions on January 21, 2013. Pursuant to the prospectus, the Company was to raise $600,000 by the issuance of 4,000,000 common shares at $0.15 per common share. The IPO expired on April 21, 2013 without having been sold; and management determined that, given the then current market conditions, not to seek to extend the offering.

The Company intends to complete the IPO when market conditions improve.

Management's Responsibility for Financial Statements

The Company's management is responsible for the presentation and preparation of annual financial statements and the MD&A. The financial statements have been prepared in accordance with IFRS. The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

Overall Performance and Results of Operations

During the three months ended June 30, 2014, the Company incurred a net loss of $3,026 from operations compared to a net loss of $7,521 for the comparable period ended June 30, 2013. These expenses are itemized in the statements of comprehensive loss in the Company's Financial Statements for the three months ended June 30, 2014. The decrease in operating expenses is mainly attributable to the reductions in professional fees and financing costs.

Selected Annual Information

The following table sets out selected annual financial information for the last three financial years ended March 31, 2014, 2013 and 2012. The financial data has been prepared in accordance with IFRS and audited in accordance with Canadian Auditing Standards:

Years Ended	**March 31, 2014**	**March 31, 2013**	**March 31, 2012**
Total Revenue	$ NIL	$ NIL	$ NIL
Operating Loss - per share[1]	(31,026) (0.01)	(108,307) (0.02)	(149,811) (0.04)
Loss and comprehensive loss - per share[1]	(31,026) (0.01)	(108,307) (0.02)	(149,811) (0.04)
Total Assets	108,559	144,059	155,189
Total Long Term Financial Liabilities	NIL	NIL	NIL
Cash Dividends Declared - per common share	NIL	NIL	NIL

Note:

1. Fully diluted loss per share was not calculated as the effect was anti-dilutive.

General and Administrative Expenses

General and administrative expenses for the three months ended June 30, 2014 were $3,026 compared to $7,521 for three months ended June 30, 2013. The major contributors to this decrease are:

- Financing costs were $nil in 2014 compared to $7,561 in 2013, the decrease due to the decision not to proceed with the Initial Public Offering in 2013.

Summary of Quarterly Results

The following tables sets out selected unaudited quarterly financial information for the most recent eight quarters to June 30, 2014:

Three Months Ended	June 30, 2014	March 31, 2014	December 31, 2013	September 30, 2013
Total Revenue	-	-	-	-
Operating Loss - per share[1]	(3,036) (0.001)	(16,489) (0.003)	(3,587) (0.001)	(3,428) (0.000)
Loss and comprehensive loss - per share[1]	(3,036) (0.001)	(16,489) (0.003)	(3,587) (0.001)	(3,428) (0.000)

Three Months Ended	June 30, 2013	March 31, 2013	December 31, 2012	September 30, 2012
Total Revenue	-	-	-	-
Operating (Loss) Income - per share[1]	(7,522) (0.001)	(90,398) (0.015)	2,875 (0.000)	(8,949) (0.001)
Income (loss) and comprehensive income (loss) - per share[1]	(7,522) (0.001)	(90,398) (0.015)	2,875 (0.000)	(8,949) (0.001)

Note:

1. Fully diluted loss per share was not calculated as the effect was anti-dilutive.

The Company's assets increased to $108,673 as at June 30, 2014 compared to $108,559 as at March 31, 2014.

Liquidity and Capital Resources

The Company's cash position was $510 as at June 30, 2014, compared to $546 as at March 31, 2014. The Company had a working capital deficiency of $97,043 as at June 30, 2014 compared to a working capital deficiency of $94,007 as at March 31, 2014. The decrease in the Company's cash position and working capital was a direct result of its operating expenses, and costs associated with the terminated IPO.

Off Balance Sheet Arrangements

The Company is not a party to any off-balance sheet arrangements or transactions.

Transactions with Related Parties

During the three months ended June 30, 2014 and 2013, the Company:

- paid professional fees of $3,000 (2013 - $3,000) to a company controlled by an officer of the Company

These transactions were agreed upon by the board of directors and were measured at the exchange amount which is the amount of consideration established and agreed to by related parties.

Legal Proceedings

None.

Proposed Transactions

The Company will seek to refile its IPO prospectus, raise the proceeds thereunder, and list on the TSXV once the market for junior mineral exploration companies improves. There is no assurance this will happen in the short term, or at all.

Subsequent Events

None.

Disclosure of Outstanding Share Data

The authorized capital of the Company consists of an unlimited number of common shares without par value.

Shares Issued and Outstanding:

As at the effective date of this MD&A, there were 6,070,000 common shares issued and outstanding.

Warrants:

As at the effective date of this MD&A, there were 4,570,000 share purchase warrants outstanding. Each of the warrants entitles the holder thereof to acquire one additional common share of the Company at $0.10 per share at any time until 24 months following the date the Company's shares are first listed for trading on a stock exchange in North America.

Stock options:

As at the effective date of this MD&A, the Company had no stock options outstanding.

Recent Pronouncements

The following pronouncements and amendments are effective for annual periods beginning on or after January 1, 2014 unless otherwise stated. Adopting these standards is expected to have minimal or no impact on the consolidated financial statements.

(a) IFRS 9 – Financial Instruments: Classification and Measurement applies to classification and measurement of financial assets and liabilities as defined in IAS 39. It is tentatively effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

(b) IAS 32 – Financial Instruments: Presentation amendment provides clarification on the application of offsetting rules. The amendments are effective for annual periods beginning on or after January 1, 2014.

Financial Risk Management

The Board of Directors has overall responsibility for the establishment and oversight of the Company’s risk management framework. The Company’s financial instruments consist of cashand accounts payable and accrued liabilities.

The Company classified its cash as loans and receivables; and accounts payable and accrued liabilities as other financial liabilities. The fair value of cash is measured on the statement of financial position using level one of the fair value hierarchy. The fair values of cash, and accounts payable and accrued liabilities approximate their book values because of the short-term nature of these instruments.

Financial Risk Management

The Company's financial instruments consist of cash, 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 risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

The Company’s risk exposures and the impact on the Company’s financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with counterparty’s inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

Liquidity risk

The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company’s holdings of cash. The Company’s cash is maintained in a business account and are available on demand. The Company has only current trade payables.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

The Company has cash balances. The interest earned on cash approximates fair value rates, and the Company is not at a significant risk to fluctuating interest rates.

b) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and copper, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Critical accounting estimates

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

i. the carrying value and the recoverability of the carrying value of the exploration and evaluation assets included in the statements of financial position; and
ii. the composition of the deferred income tax asset and recognition of deferred income tax asset.

Management of Capital

The Company manages its common shares, stock options and share purchase warrants as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk. The Company is not subject to any externally imposed capital requirements.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash treasury invested in certificates of deposit and on deposit with major financial institutions.

There have been no changes to the Company's approach to capital management during the three months ended June 30, 2014.

Disclosure Controls and Procedures

The Company has disclosure controls and procedures in place to provide reasonable assurance that any information required to be disclosed by the Company under securities legislation is recorded, processed, summarized and reported within the applicable time periods and to ensure that required information is gathered and communicated to the Company's management so that decisions can be made about timely disclosure of that information. The Company's Chief Executive Officer and Chief Financial Officer evaluated the Company's disclosure controls and procedures for the three months ended June 30, 2014. Management and the Board have found that those disclosure controls and procedures to be adequate for the above purposes.

Internal Control over Financial Reporting

The Chief Executive Officer, the Chief Financial Officer and the Audit Committee of the Company are responsible for designing a system of internal controls over financial reporting, or designing a system of internal controls over financial reporting, or causing them to be designed under their supervision, in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with IFRS. The Chief Executive Officer, the Chief Financial Officer and the Audit Committee have designed and implemented a system of internal controls over financial reporting which they believe is effective for the Company.

During the review of the design of the Company's control system over financial reporting it was noted that due to the limited number of staff, there is an inherent weakness in the system of internal controls due to the Company's inability to achieve appropriate segregation of duties. The limited number of staff may also result in identifying weaknesses with respect to accounting for complex and not-routine transactions due to a lack of technical resources, and a lack of controls governing the Company's computer systems and applications within the Company.

The Company will continue to use outside professionals to mitigate the risk of material misstatement in the Company's financial reporting, it is not possible to provide absolute assurance that this risk can be eliminated.

Additional Information

Additional information relating to the Company is available on SEDAR, located on the internet at www.sedar.com.

Directors and Officers

The Company's directors and officers as at the effective date of this MD&A are:

Directors:

Mark Holden
Jeff Lightfoot
Robert W. Falls
W. D. Bruce Winfield
Brian Lueck

Officers:

Mark Holden, President
John Jardine, CFO and Corporate Secretary

Board Approval

The contents of this management's discussion and analysis have been approved and its mailing has been authorized by the Board of Directors of the Company.

ON BEHALF OF THE BOARD OF DIRECTORS

"Jeff Lightfoot"

Jeff Lightfoot, Director