FORM 51-102F1

MANAGEMENT'S DISCUSSION & ANALYSIS – December 31, 2014

LONGACRE RESOURCES INC.

February 25, 2015

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 nine months ended December 31, 2014, which were prepared in accordance with International Financial Reporting 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 was 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 an IPO when market conditions improve, or find alternative means of gaining a listing on a Canadian stock exchange.

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 nine months ended December 31, 2014, the Company incurred a net loss of $10,509 from operations compared to a net loss of $14,536 for the comparable period ended December 31, 2013. These expenses are itemized in the statements of comprehensive loss in the Company's Financial Statements for the nine months ended December 31, 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

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 nine months ended December 31, 2014 were $10,509 compared to $14,536 for nine months ended December 31, 2013. The major contributor to this decrease was that professional fees were $8,936 in 2014 compared to $10,220 in 2013, the decrease due to reduced activity in 2014.

Summary of Quarterly Results

The following tables sets out selected unaudited quarterly financial information for the most recent eight quarters to December 31, 2014:

	Three Months Ended			
	December 31, 2014	**September 30, 2014**	**June 30, 2014**	**March 31, 2014**
Total Revenue	-	-	-	-
Operating Loss - per share(1)	($3,024) ($0.000)	($4,449) ($0.001)	($3,036) ($0.001)	($16,489) ($0.003)
Loss and comprehensive loss - per share(1)	($3,024) ($0.000)	($4,449) ($0.001)	($3,036) ($0.001)	($16,489) ($0.003)

	Three Months Ended			
	December 31, 2013	**September 30, 2013**	**June 30, 2013**	**March 31, 2013**
Total Revenue	-	-	-	-
Operating Loss - per share(1)	($3,586) ($0.001)	($3,428) ($0.000)	($7,522) ($0.001)	($90,398) ($0.015)
Loss and comprehensive loss - per share(1)	($3,586) ($0.001)	($3,428) ($0.000)	($7,522) ($0.001)	($90,398) ($0.015)

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

The Company's assets decreased to $108,275 as at December 31, 2014 compared to $108,559 as at March 31, 2014 due to a decrease in accounts receivable.

Liquidity and Capital Resources

The Company's cash position was $605 as at December 31, 2014, compared to $546 as at March 31, 2014. The Company had a working capital deficiency of $104,516 as at December 31, 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.

Off Balance Sheet Arrangements

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

Transactions with Related Parties

During the nine months ended December 31, 2014 and 2013, the Company:

- Paid or accrued professional fees of $9,000 (2013 - $9,000) 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 and close on an IPO prospectus, or find an alternative means of listing on a Canadian stock exchange, 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 cash and 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 nine months ended December 31, 2014.

Controls and Procedures

For the purposes of National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings, the Company is a Venture Issuer and has made no representations relating to the design and evaluations of the disclosure controls and procedures ("DC&P") and internal controls over financial reporting ("ICFR") and it has not completed such an evaluation. Inherent limitations on the ability of the certifying officers to design and implement on a cost effective basis DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

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:	**Officers:**
Mark Holden	Mark Holden, President
Jeff Lightfoot	John Jardine, CFO and Corporate Secretary
W. D. Bruce Winfield	

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