FORM 51-102F1

MANAGEMENT'S DISCUSSION & ANALYSIS – SEPTEMBER 30, 2015

LONGACRE RESOURCES INC.

November 30, 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 six months ended September 30, 2015, 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, 2015, 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 2,000,000 common shares at $0.30 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 has abandoned its mineral exploration Project; and is in the process of finalizing a Reverse Take Over arrangement with Golden Leaf Holdings Inc.

The Company consolidated its share capital on a 2 old for 1 new basis on May 14, 2015. All references to share and per share amounts have been adjusted to reflect the share consolidation on a retrospective basis.

On May 22, 2015 the Company issued 75,000 shares in a $3,750 debt settlement arrangement.

The Company completed a business reorganization with Golden Leaf Holdings Inc. ("GLH"). The Company acquired all of the issued and outstanding shares of GLH pursuant to a three-cornered amalgamation, whereby (i) the Company incorporated a new Ontario subsidiary ("Subco") which amalgamated with GLH, to form an amalgamated subsidiary of the Company, and (ii) the Company issued common shares of the Company to the shareholders of GLH on a one-for-one basis. There are, as at September 30, 2015, 775,000 common shares of the Company issued and outstanding. On closing, including completion of a private placement financing, there are 60,448,736 GLH shares outstanding. As a result of the amalgamation, the Company has 61,223,736 issued and outstanding common shares on an undiluted basis. The Company also assumed any obligations GLH has for the future issuance of shares pursuant to warrants of stock options outstanding in the capital of GLH.

GLH completed a private placement raising $8,163,792 USD (net of issuance costs) through the issuance of its common shares at $1.00 USD per share. Upon closing of the amalgamation, all shares of GLH issued in connection with the private placement were exchanged for shares of the Company on the same one-for-one basis.

Management's Responsibility for Financial Statements

The Company's management is responsible for the presentation and preparation of annual and interim 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 six months ended September 30, 2015, the Company incurred a net loss of $42,580 from operations compared to a net loss of $7,485 for the comparable period ended September 30, 2014. These expenses are itemized in the statements of comprehensive loss in the Company's Financial Statements for the six months ended September 30, 2015. The increase in operating expenses is mainly attributable to increased professional fees incurred in reviewing and assisting with the business combination with GLH.

Selected Annual Information

The following table sets out selected annual financial information for the last three financial years ended March 31, 2015, 2014 and 2013. The financial data has been prepared in accordance with IFRS and audited in accordance with Canadian Auditing Standards:

Years Ended	March 31, 2015	March 31, 2014	March 31, 2013
Total Revenue	$ NIL	$ NIL	$ NIL
Operating Loss - per share[(1)]	(45,291) (0.01)	(31,026) (0.01)	(108,307) (0.02)
Loss and comprehensive loss - per share[(1)]	(47,529) (0.02)	(31,026) (0.01)	(108,307) (0.02)
Total Assets	1,301	108,559	144,059
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 six months ended September 30, 2015 were $42,580 compared to $7,485 for the six months ended September 30, 2014. The major contributors to this increase were additional professional fees (lawyers and accountants) incurred with respect to assisting with the GLH business combination.

<u>Summary of Quarterly Results</u>

The following tables sets out selected unaudited quarterly financial information for the most recent eight quarters to June 30, 2015:

Three Months Ended	September 30, 2015	June 30, 2015	March 31, 2015	December 31, 2014
Total Revenue	-	-	-	-
Operating (Loss) Income - per share[(1)]	($24,717) ($0.03)	($17,863) ($0.02)	($34,782) ($0.00)	($3,024) ($0.00)
Loss and comprehensive loss - per share[(1)]	($24,717) ($0.03)	($17,863) ($0.02)	($37,020) ($0.00)	($3,024) ($0.00)

Three Months Ended	September 30, 2014	June 30, 2014	March 31, 2014	December 31, 2013
Total Revenue	-	-	-	-
Operating Loss - per share[(1)]	($4,449) ($0.00)	($3,036) ($0.00)	($16,489) ($0.00)	($3,587) ($0.00)
Loss and comprehensive loss - per share[(1)]	($4,449) ($0.00)	($3,036) ($0.00)	($16,489) ($0.00)	($3,587) ($0.00)

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

The Company's assets decreased to $5,203 as at September 30, 2015 compared to $109,021 as at September 30, 2014. This is due primarily to the write-off of the Project.

Liquidity and Capital Resources

The Company's cash position was $3,376 as at September 30, 2015, compared to $1,301 as at March 31, 2015. The Company had a working capital deficiency of $73,003 as at September 30, 2015 compared to a working capital deficiency of $34,173 as at March 31, 2015. The decrease in the Company's working capital was a result of the legal fees incurred during the period.

Off Balance Sheet Arrangements

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

Transactions with Related Parties

During the six months ended September 30, 2015 and 2014, the Company:

- paid or accrued legal fees of $30,596 (2014 - $684) to a legal firm with whom Jeff Lightfoot (a director of the Company) is a partner; of which at September 30, 2015 $50,589 remains in accounts payable and accrued liabilities.
- paid professional fees of $6,000 (2014 - $6,000) to a company controlled by John Jardine (an officer of the Company); of which at September 30, 2015 $6,300 remains in accounts payable and accrued liabilities.

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

None.

Subsequent Events

See Company overview.

Disclosure of Outstanding Share Data

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

During fiscal 2015 the Company cancelled 2,335,000 common shares, and all outstanding warrants for no consideration.

The amalgamated GLH has issued 10,919,128 common shares during 2015 (excluding the 775,000 Longacre shares), and cancelled 2,997,000 common shares

Shares Issued and Outstanding:

As at the effective date of this MD&A, there were 61,654,292 common shares issued and outstanding in the amalgamated GLH.

	Number of Shares	Price
Issued April 8, 2014 - Founders Shares	13,565,666	$0.02 CAD
Isued May 12, 2014 - consideration for purchase of assets	4,850,000	$0.02 CAD
Issued June 2014 - private placement	1,457,500	$0.20 CAD
Issued July 3, 2014 - financial services	900,000	$0.02 CAD
Issued Jul-Sep 2014 - private placement	19,302,500	$0.20 CAD
Issued Oct-Nov 2014 - private placement	8,884,500	$0.20 CAD
Issued Oct 16, 2014 - legal services	1,000,000	$0.02 CAD
Issued Feb-Mar 2015 - private placement	221,000	$1.00 USD
Issued March 31, 2015 - consideration for purchase of assets	200,000	n/a
Issued April-June 2015 - private placement	6,898,500	$1.00 USD
Issued July 21, 2015 - financial services	199,850	n/a
Issued Aug-Sep 2015 - private placement	1,037,000	$1.00 USD
Issued Jul-Nov 2015 - CEO employment contract (vesting)	277,778	n/a
Issued Jul-Sep 2015 - distribution services	200,000	n/a
Issued Oct 2015 - legal services	500,000	n/a
Issued Oct 2015 - private placement	1,010,000	$1.00 USD
Issued Oct 6, 2015 - Longacre shares (amalgamation)	775,000	n/a
Issued Oct-Nov 2015 - warrant exercises	295,000	$0.50 CAD
Issued Oct-Nov 2015 - warrant exercises	50,000	$0.20 CAD
Issued Oct-Nov 2015 - option exercises	30,000	$0.20 CAD
Balance November 30, 2015	61,654,294	$1.00 USD

Warrants:

As at the effective date of this MD&A, there were 31,289,418 share purchase warrants outstanding in the amalgamated GLH. A summary is presented below.

	Number of Options	Exercise Price	Expiry Date
Private placement investor (Jun-Nov 2014)	13,427,250	$.50 CAD	Jun-Nov 2017
Warrants issued - consulting fees (April 2014)	853,000	$.02 CAD	Apr-19
Warrants issued - legal fees (July 2014)	250,000	$.20 CAD	Jul-17
Warrants issued - consulting fees (Oct 2014)	652,625	$.20 CAD	Oct-17
Warrants issued - legal fees (November 2014)	250,000	$.20 CAD	Nov-17
Warrants issued - brokerage commissions (Nov 2014)	542,400	$.20 CAD	Nov-17
Warrants issued - consulting fees (Jan-Mar 2015)	4,075,000	$.20 CAD	Jan-Mar 2018
Warrants issued - management consulting (Jan 2015)	1,000,000	$.20 CAD	Jan-18
Warrants issued - consulting fees (Nov 2014)	500,000	$.50 CAD	Nov-17
Warrants issued - security services (Jan 2015)	100,000	$.20 CAD	Jan-18
Warrants issued - private placement fees (June 2015)	50,000	$.20 CAD	Jun-18
Warrants issued - debt Financing (March 2015)	50,000	$1.00 USD	Mar-16
Warrants issued - management consulting (June 2015)	1,500,000	$1.00 USD	Jun-16
Warrants issued - private placement fees (June 2015)	365,860	$1.00 USD	Jun-18
Warrants issued - Property Consulting Fees (June 2015)	200,000	$1.00 USD	Jun-18
Warrants issued - Property Consulting Fees (June 2015)	200,000	$5.00 USD	Jun-18
Warrants issued - Loan Interest Expense (July 2015)	26,000	$1.00 USD	Jul-18
Warrants issued - Employees (July-Sept 2015)	1,008,333	$1.00 USD	Jul-Sep 2018
Warrants issued - consulting fees (July 2015)	210,000	$1.00 USD	Jul-18
Warrants issued - private placement fees (Sept 2015)	208,950	$1.00 USD	Sep-18
Warrants issued - debt financing (Sept 2015)	145,000	$1.00 USD	Sep-18
Warrants issued - private placement investor (Oct 2015)	3,000,000	$1.00 USD	Oct-18
Warrants issued - private placement investor (Oct 2015)	1,500,000	$.50 USD	Oct-18
Warrants issued - distribution services (Oct 2015)	1,175,000	$1.00 USD	Oct-18
Balance November 30, 2015	31,289,418		
Fully vested and exercisable	27,238,446		

Stock options:

As at the effective date of this MD&A, there were 5,471,944 options outstanding in the amalgamated GLH of which 1,073,472 are fully vested and exercisable. A summary of the Company's stock options is presented below.

	Number of Options	Exercise Price	Expiry Date
Issued Jan 2015	2,410,278	$0.20 CAD	Dec-24
Issued Jan 2015	33,333	$1.00 USD	Dec-24
Issued Feb 2015	108,333	$1.00 USD	Jan-25
Issued April 2015	170,000	$1.00 USD	Mar-25
Issued May 2015	150,000	$1.00 USD	Apr-25
Issued June 2015	750,000	$1.00 USD	May-25
Issued July 2015	600,000	$1.00 USD	Jun-25
Issued August 2015	900,000	$1.00 USD	Jul-25
Issued September 2015	200,000	$1.00 USD	Aug-25
Issued October 2015	150,000	$1.00 USD	Sep-25
Balance November 30, 2015	5,471,944		
Fully vested and exercisable	1,073,472		

Other:

As of the effective date of this MD&A, there were also outstanding in the amalgamated GLH convertible debentures convertible into 2,190,000 common shares (see below) and 1,722,222 common shares that will vest over 31 months related to an employment contract with the CEO.

	Number of Options	Exercise Price	Expiry Date
Issued March 2015	500,000	$0.20 CAD	Mar-16
Issued September 2015	1,690,000	$1.00 USD	Sep-17
Balance November 30, 2015	2,190,000		
Fully vested and exercisable	2,190,000		

Recent Pronouncements

The following pronouncements and amendments are effective for annual periods beginning on or after January 1, 2016 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.

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 three months ended June 30, 2015.

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 period ended June 30, 2015. 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:

Don Robinson
Rick Miller, Chairman
Andy Hartogh
Philip van den Berg
Sam Pillersdorf
Elijah Cohl

Officers:

Don Robinson, CEO
Brian Gentry, CFO

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