BRIGADE RESOURCE CORP.

FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE PERIOD ENDED DECEMBER 31, 2015

Introduction

This management's discussion and analysis (MD&A) of Brigade Resource Corp. is the responsibility of management and covers the nine month period ended December 31, 2015. The MD&A takes into account information available up to and including February 29, 2015 and should be read together with the condensed consolidated interim financial statements and accompanying notes for the period ended December 31, 2015.

Throughout this document the terms *we, us, our, the Company* and *Brigade* refer to Brigade Resource Corp. All financial information in this document is prepared in accordance with International Financial Reporting Standards ("IFRS") and presented in Canadian dollars unless otherwise indicated.

Forward-Looking Statements

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

Forward-looking information includes disclosure regarding possible or anticipated events, conditions or results of operations which are based on assumptions about future economic conditions and courses of action, and includes future oriented financial information with respect to prospective results of operations or financial position or cash flow that is presented either as a forecast or a projection. Forward-looking information is often, but not always, identified by the use of words such as seek, anticipate, believe, plan, estimate, expect and intend; statements that an event or result is due on or may, will, should, could, or might occur or be achieved; and other similar expressions.

Reserves and Resources

National Instrument 43-101 ("43-101") of the Canadian Securities Administrators – Standards of Disclosure for Mineral Projects – requires that each category of mineral reserves and mineral resources be reported separately.

Description of Business

The Company is a natural resource company engaged in the acquisition and exploration of resource properties. The Company is actively searching for new projects.

Period Highlights

On October 21, 2015, the Company appointed Brian Thurston to the board of directors and appointed Glenn Little as the Chief Executive Officer to replace Karl Antonius who resigned as director and Chief Executive Officer. The Company also announced a private placement of up to 3,333,333 units ("Units") at a price of $0.15 per Unit for aggregate gross proceeds of up to $500,000. Each Unit will consist of one common share (the "Shares") and one share purchase warrant exercisable to purchase one Share at a price of $0.40 per Share for the first 12 months from the date of issue, followed by $0.50 per Share for the subsequent 12 months, with an expiry date of 24 months from the date of issue.

On October 21, 2015, and as amended on January 19, 2016, the Company entered into a First Right of Refusal Agreement ("Agreement") with West Port Energy, LLC ("WPE"). The Agreement gives the Company the right to acquire up to 70% interest in a gold property located in the southern La Paz County, Arizona (the "Property") owned by WPE. In consideration, the Company paid US$75,000 (the "Payment") to WPE included in prepaids and deposits as at December 31, 2015. The Company has until May 18, 2016 ("Closing Date") to complete Company's due diligence investigations on WPE and the Property. If the Company proceeds with the Agreement, WPE and the Company will work to complete a definitive agreement and the Payment will be applied towards the final agreed consideration. If the Company decides not to proceed with the Agreement, WPE will refund the Company US$50,000 and retain the balance of US$25,000.

On November 20, 2014, the Company entered into an Arrangement Agreement (the "Arrangement") with Voltaire Services Corp. ("Voltaire"), the shareholders of the Company and Brigadier Exploration Corp. ("Brigadier"). Voltaire is a reporting issuer in the provinces of Alberta and British Columbia.

On July 6, 2015, the shareholders of the Company, Brigade and Voltaire executed the Arrangement whereby the Company acquired all of the issued and outstanding capital stock of Brigadier from Voltaire in consideration for securities of the Company on a one-for-one basis.

The estimated fair value of 30,660,000 common shares issued by the Company to Brigadier shareholders for the acquisition was $6,132,000. The transaction was accounted for as an asset acquisition of exploration and evaluation assets and related assets and liabilities using the purchase method, rather than as a business combination, as the net assets acquired did not represent a separate business. The total purchase price of $6,132,000 was allocated to the fair value of the net assets of Brigadier as follows:

Cash	334,155
Receivables	3,000
Due from related parties	12,500
Exploration and evaluation assets	60,000
Accounts payable and accrued liabilities	(17,850)
Merger expense	5,740,185
Return of capital	10
	6,132,000

Exploration Summary

During the period, the Company entered into option agreements to acquire the Brooks Lake, Surprise Lake and Boyer Lake properties located in Kenora, Ontario, and the Joyce Lake property located in Red Lake, Ontario. The Company has not yet commenced exploration activities on these properties

The Company previously entered into a purchase option agreement with Voltaire to acquire the Paterson Property located in the District of Kenora, Ontario, for a total consideration of $150,000 and the issuance of 2,300,000 common shares payable in five installment payments. The purchase option agreement was terminated by mutual agreement of the parties. The Company had paid 12,500 and issued 1,700,000 common shares upon the execution of the option agreement. Voltaire has agreed to repay the $12,500 and return the 1,700,000 common shares to the Company. As of December 31, 2015, the balance owing from Voltaire is $10,400.

Selected Financial Information

The financial information as at and for the period ended December 31, 2015 has been prepared in accordance with IFRS.

	Period ended December 31, 2015
Total income	$ -
Comprehensive loss for the period	6,174,995
Basic and diluted loss per share	0.31
Total assets	257,477
Working capital (deficiency)	149,185

Results of Operations

The Company incurred a comprehensive loss of $6,174,995 for the nine month period ended December 31, 2015. Significant individual items contributing to the comprehensive loss are as follows:

- Exploration and evaluation expenditures of $7,353 relating to consulting fees on mineral properties.
- Professional fees of $51,677 relating to preparation of prospectus for listing on the Canadian Securities Exchange and review of financial statements.
- Management fees of $88,000 relating to CEO and CFO fees
- Share-based payments of $281,160 corresponding to the Black-Scholes valuation of 1,900,000 stock options issued to Directors, Officers and consultants.
- Merger expense of $5,740,185 relating to the acquisition of Brigadier Exploration Corp.

Summary of Quarterly Results

	December 31, 2015	September 30, 2015	June 30, 2015	From incorporation on October 9, 2014 to March 31, 2015
Total assets	$ 257,477	$ 334,167	$ 610	$ 10
Working capital (deficiency)	149,185	218,080	(11,990)	(4,615)
Shareholder's equity	249,185	318,080	(11,990)	(4,615)
Interest revenue	-	-	-	-
Comprehensive loss	83,895	6,017,455	7,375	4,625
Loss per share	0.00	0.74	0.74	0.46

The increase in comprehensive loss in the quarter ended September 30, 2015 is primarily due to the merger expense with Brigadier Exploration Corp.

Liquidity and Capital Resources

Brigade's exploration and evaluation asset activities do not provide a source of income and the Company therefore has a history of losses and an accumulated deficit. However, given the nature of our business, the results of operations as reflected in the net losses and losses per share do not provide meaningful interpretation of our valuation.

The Company has financed its operations to date primarily through the issuance of common shares. The Company will continue to seek capital through the issuance of common shares.

Operating activities: The Company does not generate any revenues and generally does not receive any cash from operating activities. Net cash used in operating activities during the period ended December 31, 2015 was $299,127.

Investing activities: Net cash provided by investing activities during the period ended December 31, 2015 was $294,155 primarily due to the cash available in Brigadier upon acquisition.

Financing activities: Net cash provided by financing activities during the period ended December 31, 2015 was $15,000 which was subscriptions received in advance for the announced private placement.

The condensed consolidated interim financial statements do not reflect adjustments, which could be material, to the carrying value of assets and liabilities, which may be required should the Company be unable to continue as a going concern.

Contractual Obligations

Except as described herein or in the Company's condensed consolidated interim financial statements as at December 31, 2015, the Company had no material financial commitments.

Subsequent Events

On January 19, 2016, the Company and WPE had not yet entered into a definitive agreement in connection with the First Right of Refusal on the La Paz Property. The parties mutually agreed in writing to amend the Agreement by extending the Closing Date to May 18, 2016.

Off Statement of Financial Position Arrangements

At December 31, 2015, the Company had no material off statement of financial position arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

Capital Resources

The Company will continue to seek capital through public markets by issuing common shares pursuant to private placements. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements.

Outstanding Share Data

As at the date of the report the Company had 30,660,000 common shares issued and outstanding.

The following incentive stock options were outstanding at the date of this report:

Number of Shares		Exercise Price	Expiry Date
800,000	$	0.20	May 21, 2020
500,000		0.20	October 28, 2020
1,300,000			

Related Party Transactions

These consolidated financial statements include the financial statements of the Company and its 100% owned subsidiary Brigadier Exploration Corp.

Key management personnel comprise of the Chief Executive Officer, Chief Financial Officer, Directors of the Company, and Voltaire Service Corp., a Company with a common former Chief Executive Officer and Director. The remuneration of the key management personnel is as follows:

a) Management fees of $30,000 to the former CEO and Director of the Company.

b) Management fees of $45,000 to the CEO and Director of the Company.

c) Management fees of $8,000 to the CFO of the Company.

d) Recorded share-based compensation of $222,749 for stock options granted and vested to directors and officers of the Company.

As at December 31, 2015, the balances due to related parties included in accounts payable and accrued liabilities were $1,050. These amounts are unsecured, non-interest bearing and payable on demand.

Proposed Transactions

The Company has no planned or proposed transactions as of the date of this report.

Financial Risk Factors

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

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2015, the Company had a cash balance of $10,038 to settle current liabilities of $8,292.

There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipated it will need additional capital in the future to finance on-going exploration of its properties, such capital to be derived from the exercise of outstanding warrants and the completion of other equity financings.

The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for future exploration and development of its projects, although the Company has been successful in the past in financing its activities through the previously mentioned financing activities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success. In recent years, the securities markets have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

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. The Company does not have a practice of trading derivatives.

a) Interest rate risk

The Company's financial assets exposed to interest rate risk consist of cash and restricted cash. The Company's current policy will be to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As at December 31, 2015, the Company did not have any investments in investment-grade short-term deposit certificates.

b) Price risk

The resource industry is heavily dependent upon the market price of the resources being extracted. There is no assurance that, even if commercial quantities of resources are discovered, a profitable market will exist for their sale. There can be no assurance that mineral prices will be such that the Company's properties can be extracted at a profit. Factors beyond control of the Company may affect the marketability of any resources discovered. The price of oil has experienced volatile and significant price movements over short periods of time, and is affected by numerous factors beyond the Company's control. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Risk Factors

Companies in the exploration stage face a variety of risks and, while unable to eliminate all of them, the Company aims at managing and reducing such risks as much as possible. The Company faces a variety of risk factors such as project feasibility and practically, risks related to determining the validity of mineral property title claims, commodities prices and environmental laws and regulations. Management monitors its activities and those factors that could impact them in order to manage risk and make timely decisions.

New standards, interpretations and amendments adopted

New standard not yet adopted

The following new standards, amendments to standards and interpretations have been issued but are not effective during the period ended December 31, 2015:

IFRS 9	New financial instruments standard that replaces IAS 39 for classification and measurement of financial assets. (i)
IFRS11 (Amendment)	Amendment to provide specific guidance on accounting for the acquisition of an interest in a joint operation that is a business. (ii)

(i) Effective for annual periods beginning on or after January 1, 2018
(ii) Effective for annual periods beginning on or after January 1, 2016

The Company anticipates that the application of these standards, amendments and interpretations will not have a material impact on the results and financial position of the Company.

Critical Accounting Policies and Estimates

The Company's accounting policies are described in Note 2 of its condensed consolidated interim financial statements for the period ended December 31, 2015. Management considers the following policies to be the most critical in understanding the judgments that are involved in the preparation of our condensed consolidated interim financial statements and the uncertainties that could impact its results of operations, financial condition and cash flows:

Use of estimates and significant judgments

The preparation of these condensed consolidated interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Critical Accounting Estimates

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

Critical Accounting Judgments

The carrying value and recoverability of exploration and evaluation assets requires management to make certain estimates, judgments and assumptions about each project. Management considers the economics of the project, including the latest resources prices and the long-term forecasts, and the overall economic viability of the project.

From time to time, certain claims, suits, and complaints may arise in the ordinary course of operations against the Company which require management to make certain estimates, judgments, and assumptions about the suit. In the opinion of management, any provisions related to such claims, if any, will be accrued when the claims meet the recognition criteria for contingent liabilities. Management is not aware of any material contingent liabilities which require recording in the condensed consolidated interim financial statements.