BRIGADE RESOURCE CORP.

FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE PERIOD ENDED JUNE 30, 2016

Introduction

This management's discussion and analysis (MD&A) of Brigade Resource Corp. is the responsibility of management and covers the three month period ended June 30, 2016. The MD&A takes into account information available up to and including August 25, 2015 and should be read together with the condensed consolidated interim financial statements and accompanying notes for the period ended June 30, 2016.

Throughout this document the terms *we, us, our, the Company* and *Brigade* refer to Brigade Resource Corp. The condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The accounting policies applied in these condensed consolidated interim financial statements are based on IFRS issued and outstanding as of August 29, 2016, the date the Board of Directors approved the consolidated financial statements. All amounts are expressed in Canadian dollars unless otherwise noted. Readers are encouraged to read the Company's public information filings on SEDAR at www.sedar.com

Effectively on June 21, 2016, the Company consolidated its common share capital, whereby each five old shares are equal to one new share without par value. On the effective date, the Company's 21,660,000 issued and outstanding common shares were consolidated on a new-for-five-old basis, yielding 4,332,000 post-consolidation common shares issued and outstanding. The number of issued and outstanding shares, options, warrants and per share amounts has been retrospectively restated for all periods presented unless otherwise stated.

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.

Exploration Summary

During the year ended March 31, 2016, 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.

During the year ended March 31, 2016, the Company wrote down exploration and evaluation asset of $30,000 relating to the impairment in the Boyer Lake Property.

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 460,000 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 340,000 common shares upon the execution of the option agreement. On March 14, 2016, Voltaire returned the 400,000 common shares to the Company with 60,000 common shares as settlement for the cash of $12,500 paid. The Company cancelled and returned the common shares to treasury.

Selected Financial Information

The financial information as at and for the period ended June 30, 2016 has been prepared in accordance with IFRS.

Period ended		**June 30, 2016**		**June 30, 2015**
Total income	$	-	$	-
Comprehensive loss for the period		56,566		7,375
Basic and diluted loss per share		0.02		0.74
Total assets		175,052		610
Working capital (deficiency)		(67,047)		(11,990)

Results of Operations

During the three month period ended June 30, 2016, the Company incurred a comprehensive loss of $56,566 (2015 - $7,375) Significant individual items contributing to the comprehensive loss are as follows:

- Management fees increased to $23,250 (2015 - $2,000) relating to fees for the CEO, CFO, Corporate Secretary and director.

- Office and administrative fees increased to $17,043 (2015 - $Nil) primarily relating to fees for the Annual General Meeting.

- Professional fees decreased to $2,631 (2015 - $5,375) as the Company accrued audit fees in the prior year period.

- Rent expense increased to $13,642 (2015 - $Nil) as the Company moved offices and signed a 12 month lease for $4,500 per month.

Summary of Quarterly Results

	June 30, 2016	March 31, 2016
Total assets	$ 175,052	$ 186,664
Working capital (deficiency)	(67,047)	(20,581)
Shareholder's equity	2,953	49,419
Comprehensive loss	56,566	139,366
Loss per share	0.02	0.03

	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)
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 June 30, 2016 was $28,899.

Financing activities: Net cash provided by investing activities during the period ended June 30, 2016 was $15,100 primarily due to the loans received and subscriptions received in advance.

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

On February 1, 2016, the Company entered into a lease agreement with Brian Boyle for a monthly rent of $4,500. The term of the lease is 12 months.

Off Statement of Financial Position Arrangements

At June 30, 2016, 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 4,332,000 common shares issued and outstanding.

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

Number Of shares	Exercise Price	Weighted Average remaining contractual life (years)	Expiry Date
160,000	$1.00	3.92	May 31, 2020
100,000	$1.00	4.33	October 28, 2020
260,000			

Related Party Transactions

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

During the period ended June 30, 2016, the Company entered into transactions with related parties comprised of directors, officers and companies with common directors as follows:

Related party	Nature of transaction
Brandenburg Financial Corp. ("BFC")	Management fees for services provided by the former CEO and new CEO.
Red Fern Consulting Ltd. ("RFC")	Management fees for services provided by the CFO and supporting staff.

Due to related parties at June 30, 2016 is $86,843 (2015 - $60,901) owing to directors of the Company or companies controlled by related parties.

During the period ended June 30, 2016, the Company:

a) Paid or accrued management fees of $15,000 (2015 - $Nil) to the CEO and Director of the Company.

b) Paid or accrued management fees of $6,750 (2015 - $Nil) to RFC for CFO of the Company.

c) Paid or accrued management fees of $1,500 (2015 - $Nil) to a director of the Company.

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 June 30, 2016, the Company had a cash balance of $943 (March 2016 - $14,742) to settle current liabilities of $170,099 (March 2016 - $137,245).

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 June 30, 2016, 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 June 30, 2016:

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 Notes 2 of its condensed consolidated interim financial statements for the period ended June 30, 2016. 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.