Fox River Resources Corporation

Management's Discussion and Analysis

For the Three Months Ended January 31, 2019

This Management's Discussion and Analysis ("MD&A") of Fox River Resources Corporation ("Fox River" or the "Company") is dated March 26, 2019 and provides an analysis of the Company's performance and financial condition for the three months ended January 31, 2019, as well as an analysis of future prospects. This MD&A should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the three months ended January 31, 2019 and the audited consolidated financial statements for the year ended October 31, 2018 and the notes thereto, that have been prepared in accordance with International Financial Reporting Standards ("IFRS"). These documents, along with others published by the Company, are available on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com.

All amounts referred to in this MD&A are prepared in accordance with IFRS and presented in Canadian dollars, unless otherwise indicated.

Company Information

Fox River Resources Corporation was incorporated pursuant to the Canada Business Corporations Act (the "CBCA") under the name "9508309 Canada Inc." on November 12, 2015. Articles of amendment were subsequently filed on December 7, 2015 to change the name of the Company to "Fox River Resources Corporation". The registered office of the Company is located at 350 Bay Street, Suite 700, Toronto, Ontario M5H 2S6. The Company has one wholly owned subsidiary: Baltic Resources Inc. ("Baltic").

Overview

Fox River is engaged in the exploration and evaluation of the Martison phosphate project. As at the date of this MD&A, the Company's primary assets are cash and cash equivalents and a 100% interest in the Martison phosphate project.

The Company's strategy is to create shareholder value through the further exploration and evaluation of the Martison Project, either by itself or in conjunction with a strategic partner, and through the potential acquisition, exploration, advancement and development of other mineral properties.

Recent Activity

On February 2, 2016, Fox River became a standalone entity by way of an arrangement (the "Arrangement") entered into among PhosCan Chemical Corp. ("PhosCan"), Petrus Resources Ltd. ("Petrus"), Petrus Acquisition Corp. ("New Petrus") and the Company.

On April 1, 2016, the Company issued 2,200,000 share purchase options exercisable at $0.05 per share for a period of five years to officers and directors of the Company.

On April 6, 2016, the Company issued 1,331,250 common shares, with an aggregate value of $53,249, to extinguish a liability relating to the payment of fair value to a dissenting PhosCan shareholder under the Arrangement.

On April 11, 2016, the Company re-issued the NI 43-101 Technical Report on the Martison Phosphate Project.

On April 20, 2016, the Company closed a non-brokered private placement of 6,000,000 common shares at a price of $0.035 per share for gross proceeds of $210,000.

On February 6, 2018, the Company entered into a binding agreement with an arm's length third party to sell the 71 acres of land the Company owned in the City of Brandon, Manitoba for gross proceeds of $1,000,000 before transaction costs.

On March 20, 2018, the Company closed the aforementioned sale of land in the City of Brandon, Manitoba.

Summary of Quarterly Results

The following is a summary of the Company's financial results for the previous four quarters:

($)	Nov. 1, 2018 to Jan. 31, 2019	Aug. 1, 2018 to Oct. 31, 2018	May 1, 2018 to Jul. 31, 2018	Feb. 1, 2018 to Apr. 30, 2018
Total revenues	-	-	-	-
Net income (loss)	(46,109)	(66,512)	(43,238)	441,462
Net income (loss) per share	(0.00)	(0.00)	(0.00)	0.01
Total assets	1,092,211	1,152,140	1,194,454	1,247,187
Long-term debt	-	-	-	-
Shareholder's equity	1,080,078	1,126,187	1,192,699	1,235,937
Cash dividends declared per common share	-	-	-	-

Results of Operations

For the three months ended January 31, 2019, the Company incurred a loss of $46,109, or a basic and diluted loss of $0.001 per share. During the three months ended January 31, 2018, the Company incurred a loss of $34,431, or a basic and diluted loss of $0.001 per share.

The Company successfully kept operating costs to a minimum during the period. Administration expenses of $12,388 (2018 - $9,084) were in line with management's expectation and included rent, utilities, bank charges, corporate secretarial and insurance. The year over year increase was primarily attributable to corporate development initiatives in the current period. Consulting fees of $25,500 (2018 - $10,500) consisted of remuneration to the Company's CEO and CFO, and were higher relative to the previous period because the Company began paying the CEO monthly consulting fees of $5,000 effective March 1, 2018. Professional fees of $936 consisted of legal fees, and were in line with expectations (2018 - $1,651). Exploration and evaluation expenditures for the period totaled $8,915, which was in line with expectation (2018 - $10,394). Property taxes, which are included under exploration expenditures, were lower following the sale of the Company's land holding in Brandon, MB. Shareholder information expense of $3,724 consisted primarily of CSE listing fees, annual shareholder meeting costs, transfer agent fees, and filing fees. These costs were similar to the $2,985 incurred in the prior year. During the three months ended January 31, 2019, the Company earned $5,354 in interest income, up from $183 in the comparative period.

Liquidity and Financial Position

As at January 31, 2019, Fox River had $1,075,078 in working capital (October 31, 2018 - $1,121,187), including cash and cash equivalents of $1,080,129 (October 31, 2018 - $1,136,298) and no debt. The Company estimates that its corporate and general costs to maintain the Martison Project and the requirements of a reporting issuer for the next twelve months will total approximately $260,000. The Company currently has sufficient working capital to fund its corporate and general costs over the next twelve months. The Company may seek to monetize its interest in its asset or raise additional capital in the next year.

In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company's ability to continue operations and fund its mining interest expenditures is dependent on management's ability to secure additional financing. Management is actively pursuing such additional sources of financing, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern. Accordingly, the Company's financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the financial statements.

Share Capital

During the three months ended January 31, 2019, no additional common shares of the Company were issued.

On November 12, 2015, 1 common share was issued on incorporation.

On February 2, 2016, 33,947,276 common shares were issued pursuant to the closing of the Arrangement.

On April 1, 2016, the Company granted 2,200,000 incentive stock options, exercisable at $0.05 per share for a period of five years, to officers and directors of the Company.

On April 6, 2016, the Company issued 1,331,250 common shares, with an aggregate value of $53,249, to extinguish a liability relating to the Arrangement.

On April 20, 2016, the Company closed a non-brokered private placement of 6,000,000 common shares at a price of $0.035 per share or gross proceeds of $210,000. In connection with the private placement, the Company incurred legal fees of $10,026.

As at March 26, 2019, the Company's share capital consisted of:

Common shares outstanding:	41,278,527
Stock options outstanding:	2,200,000

Exploration and Evaluation Expenditures

During the three months ended January 31, 2019, the Company incurred a total of $8,915 in exploration and evaluation expenditures relating to the Martison Phosphate Project.

A breakdown of the exploration expenditures by category for the previous four quarters is provided below:

($)	Nov. 1, 2018 to Jan. 31, 2019	Aug. 1, 2018 to Oct. 31, 2018	May 1, 2018 to Jul. 31, 2018	Feb. 1, 2018 to Apr. 30, 2018
Leases and property taxes	2,704	3,022	3,701	6,754
Storage and rent	5,400	5,400	5,400	5,400
Travel and transportation	-	-	-	-
Technical and consulting	811	-	-	-
Consultation	-	-	-	-
Total expenditures	**8,915**	**8,422**	**9,101**	**12,154**

Martison Phosphate Project

The Martison phosphate project (the "Project") is located about 70 kilometers northeast of the town of Hearst, in north-central Ontario and is close to rail, power, highway, and other infrastructure. The Project contains a major carbonatite (igneous carbonate-rich) pipe capped by a residual deposit (residuum) enriched in phosphate and niobium minerals. The Project mining leases and claims cover a contiguous area of approximately 8,256 ha. Additional information can be found under Fox River's profile on SEDAR, including the NI 43-101 Technical Report dated April 11, 2016.

Regional Geology

The Martison phosphate deposit lies in a geological province referred to as Precambrian volcanic and metamorphic rock sequences, which are over one billion years in age. The occurrence of carbonatite deposits is the result of late magmatic injections of carbon dioxide gases, calcium and magnesium carbonate solutions, including associated crystalline apatite, magnetite and mica minerals, through conduits into volcanic vents. The subsequent exposure of the carbonatite rock for long periods of time to erosion and chemical weathering has resulted in the thick accumulation of a palaeo-soil residue called a "residuum" which has concentrations of relatively insoluble minerals such as phosphate bearing apatite, lying on top of the competent and largely unweathered surface of the carbonatite.

The Martison carbonatite is one of 50 known locations of the Central Ontario Carbonatite Complex found on the Kapuskasing structural high (located 110 km east of the Martison Project) to the Albany Forks structural high, (located 260 km west of the Martison Project). Almost all of the carbonatite bodies occur along recognisable major tectonic features.

A number of complexes have been examined for their mineral potential. They all contain apatite in the carbonatite phase between 5% to 25%, and some contain significant enrichments of apatite through leaching out of carbonates. Such enrichment occurs on the Cargill Limited complex, located on a branch structure off the Kapuskasing structural high and at the Martison phosphate deposit.

Property Geology

Differential weathering of the Martison Carbonatite Complex has resulted in an irregular weathered 'karst' type surface of carbonatite, the depth of which varies greatly over short distances. Depressions in this carbonate rich surface are filled with the weathered breakdown product of the carbonatite, the 'Residuum'. This apatite rich Residuum represents the bulk of the phosphatic material of economic interest. Above the residuum lies a less consistent layer of lateritic material containing niobium mineralisation also at levels of economic interest. More recent glacial deposits, typical of the James Bay Lowlands, form a blanket of glacial till over the residuum / laterite sub-outcrop reaching up to 80 m in depth.

Mineralization

Apatite is the principal phosphate bearing mineral of economic interest within the residuum. The laterite is enriched in niobium, typically found in the form of pyrochlore, its occurrence is also of economic interest. Both the phosphate and the niobium have been the subject of significant drilling and metallurgical test work to establish if they may be extracted economically.

Capital Management

In managing its capital, the Company's primary objective is to ensure the entity can continue as a going concern as well as to provide optimal returns to its shareholders, in the long term. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of properties for the mining of minerals that are economically recoverable. The Board of Directors does not establish quantitative returns on capital criteria for management due to the nature of the industry, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company considers its capital to be equity, which is comprised of share capital, reserves and accumulated deficit, which at January 31, 2019 totaled $1,080,078 (October 31, 2018 - $1,126,187).

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the Company's relative size, is reasonable. The Company is not subject to externally imposed capital requirements.

Outlook, Risks and Uncertainties

There are a number of risks that may have a material and adverse impact on the future operating and financial performance of Fox River and could cause Fox River's operating and financial performance to differ materially from the estimates described in forward looking statements related to Fox River. These include widespread risks associated with any form of business and specific risks associated with Fox River's business and its involvement in the mineral exploration and development industry. An investment in the Fox River Shares, as well as Fox River's prospects, are highly speculative due to the high risk nature of its business and the present stage of its operations. Fox River Shareholders may lose their entire investment. The risks described below are not the only ones facing Fox River. Additional risks not currently known to Fox River, or that Fox River currently deems immaterial, may also impair Fox River's business or operations. If any of the following risks actually occur, Fox River's business, financial condition, operating results and prospects could be adversely affected.

Martison Phosphate Project

The Company believes it is prudent to continue to preserve its cash until it has reasonable confidence that it can secure suitable financing to proceed with the exploration and evaluation of the Project and develop it to commercial production. However, there can be no assurance that the Company will proceed with exploration, evaluation and development of the Project, that the Company will be able to obtain adequate debt and equity financing to explore, evaluate and develop the Project, or that the terms of such financing will be favourable. Failure to obtain additional financing could result in the delay or indefinite postponement of further advancement of the Project.

No History of Profitability

The Company is an exploration and evaluation stage company with no history of revenues or profitability. There can be no assurance that the operations of Fox River will be profitable in the future. The Company will require additional financing to further explore, develop, acquire, and achieve commercial production on its property interests and, if financing is unavailable for any reason, Fox River may become unable to acquire and retain its property interests and carry out its business plan.

Nature of Mineral Exploration and Development

Fox River is engaged in the business of exploring and evaluating the Martison Project, which is a highly speculative endeavour. Fox River's viability and potential success lie in its ability to explore and evaluate, develop, exploit and generate revenue out of the Martison Project. The exploration and evaluation and development of mineral deposits involve significant financial risks over a significant period of time which even a combination of careful analyses, experience and knowledge may not eliminate. While discovery of a mine may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a site. It is impossible to ensure that the current or any future programs on the Martison Project will result in a profitable commercial mining operation.

Fluctuating Prices

Factors beyond the control of Fox River may affect the marketability of any products produced. The prices for phosphate concentrate, phosphoric acid and phosphate fertilizers have fluctuated widely and are affected by numerous factors beyond Fox River's control. The effect of these factors cannot be accurately predicted.

Competition

The chemical and fertilizer business is competitive in all of its phases. Fox River competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than Fox River, in the development of the Martison Project, and in the search for markets for any products which may be produced. There is no assurance that Fox River will continue to be able to compete successfully with its competitors in developing the Martison Project or finding markets for the products which may be produced.

Indemnified Liability Risk

Pursuant to the Arrangement Agreement, Fox River has covenanted and agreed that, following the completion of the Arrangement, it will indemnify PhosCan, Petrus, New Petrus and their subsidiaries, affiliates, directors, officers, partners, employees, advisors, shareholders and agents (each an “Indemnified Party”) from any and all direct or indirect liabilities, claims, demands, taxes, losses, costs, damages, penalties and expenses (including legal fees and expenses but excluding loss of profits and consequential damages) to which an Indemnified Party may be subject or may suffer, whether under the provisions of any court action, statute or otherwise, in any way caused by, or arising, directly or indirectly, from or in consequence of the certain items.

Fox River will remain liable under this indemnity for five years following the completion of the Arrangement. Because of Fox River’s limited financial resources, any requirement to indemnify under these provisions could have a material adverse effect on the ability of Fox River to carry out its business plan.

Conflicts of Interest

Certain of the directors and officers of Fox River also serve as directors and/or officers of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving Fox River should be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of Fox River and its shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the CBCA and other applicable laws.

Related Party Transactions

Through the normal course of business, the following related party transactions occurred during the three months ended January 31, 2019:

- The Company paid consulting fees of $3,500 per month to Fraser Laschinger, the Chief Financial Officer, for a total of $10,500.

- The Company paid consulting fees of $5,000 per month to Stephen Case, the Chief Executive Officer and a Director, for a total of $15,000.

- The Company paid rent of $1,800 per month for the storage of drill core, supplies and equipment to D&S McKinnon Holdings Limited, a corporation controlled by a relative of Gordon McKinnon, a Director of the Company, for a total of $5,400.

Financial Instruments

As at January 31, 2019, Fox River’s financial instruments primarily consisted of cash and Canadian dollar-denominated short-term fixed-income instruments such as GICs and high-interest savings accounts.

Due to the short-term nature and high liquidity of the fixed-income instruments, the Company estimates that the fair values are equal to their carrying values and classifies these financial instruments as cash and cash equivalents within current assets.

The material risk associated with the Company's financial instruments is counterparty risk. The Company manages its counterparty risk by monitoring the credit worthiness of its Canadian financial institution counterparts to ensure they meet the minimum investment-grade criteria.

Off-Balance Sheet Transactions

The Company has not entered into any off-balance sheet arrangements.

Proposed Transactions

The Company is not a party to any proposed transactions.

Critical Accounting Policies and Estimates

Mineral Properties and Exploration Expenditures

The Company expenses all costs relating to the acquisition of, exploration for and development of mineral claims and credits all revenues received against the exploration expenditures. Such costs include, but are not limited to geological, geophysical studies, exploratory drilling and sampling.

Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized; this includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

Share Based Payments

The share option plan allows the Company's employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as a share based payment expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. The fair value is measured at grant date and each tranche is recognized on a graded-vesting basis over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Use of Estimates

The preparation of consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

The areas involving accounting estimates for the Company are as follows: share based payments and accrued liabilities.

Changes in Accounting Policies

The Company adopted the following standard during the three months ended January 31, 2019.

IFRS 9 Financial Instruments uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. The effective date for the application of IFRS 9 is November 1, 2018. The Company's adoption of IFRS 9 did not have a material impact upon the condensed interim consolidated financial statements.

Future Accounting Changes

IFRS 16 Leases is described in the Company's financial statements and related notes for the three months ended January 31, 2019.

Disclosure Controls and Internal Controls Over Financial Reporting

The Company's management is responsible for the preparation and fair presentation of the consolidated financial statements and MD&A. Accordingly, the Company's management has established systems, controls and procedures to collect, record, process, summarise and report necessary financial data in its financial statements and MD&A on a timely basis.

The Company's Chief Executive Officer and Chief Financial Officer (the "Officers") are responsible for establishing and maintaining disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"). The Officers have:

- Designed DC&P, or caused it to be designed under their supervision, to provide reasonable assurance that material information relating to the Company is made known and information required to be disclosed in its consolidated financial statements and MD&A are filed under securities legislation and recorded, processed, summarized and reported within the time periods specified in securities legislation; and

- Designed ICFR, or caused it to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The Officers evaluate the Company's internal controls on a regular basis.

Forward-looking Statements

This MD&A contains "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performances of Fox River; the Project; the future supply, demand, inventory, production and price of phosphate and other commodities; the estimation of mineral reserves and resources; the realization of mineral reserve estimates; the timing and amount of estimated future production, costs of production, capital, operating and exploration expenditures; requirements for additional capital for the Project; government regulation, including permitting, of mining and chemical operations; environmental risks, reclamation and rehabilitation expenses; title disputes, claims and First Nations agreements; limitations of insurance coverage and the timing and possible outcome of litigation and regulatory matters; the ability to attract and retain personnel; labour relations; the ability to engage and retain outside contractors, experts and other advisors and their efforts and abilities; and currency exchange rates, in particular the Canadian dollar relative to the U.S. dollar. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might", or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Fox River to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, those factors discussed in the section entitled "*Outlook, Risks and Uncertainties*" in this MD&A. Although Fox River has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this MD&A based on the opinions and estimates of management, and Fox River disclaims any obligation to update any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, potential investors should not place undue reliance on forward-looking statements.