ARMOR MINERALS INC.

(Formerly Rio Cristal Resources Corporation)

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Three Months Ended June 30, 2015

EXPRESSED IN CANADIAN DOLLARS

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Introduction

This management's discussion and analysis ("MD&A") of Armor Minerals Inc. ("Armor" or the "Company") for the three months ended June 30, 2015, takes into account information available up to and including August 28, 2015. This MD&A should be read in conjunction with the condensed consolidated interim financial statements (unaudited) for the three months ended June 30, 2015 and the audited consolidated financial statements for the year ended March 31, 2015 (the "Financial Statements"). The Company has prepared the condensed consolidated interim financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements including IAS 34, *Interim Financial Reporting*. The Financial Statements are available on the Company's website and on the SEDAR website at www.sedar.com. The information provided herein supplements, but does not form part of, the Financial Statements. This discussion covers the three months ended June 30, 2015, and the subsequent period up to the date of this MD&A.

Throughout this document the terms we, us, our, the Company and Armor refer to Armor Minerals Inc. and its former subsidiaries.

All financial information in this document is presented in Canadian dollars unless otherwise indicated.

Forward-Looking Information

The information contained herein contains "forward-looking statements" within the meaning of applicable Canadian securities legislation. Forward-looking statements relate to information that is based on assumptions of management, forecasts of future results, and estimates of amounts not yet determinable. Any statements that express predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be "forward-looking statements". Statements concerning reserves and mineral resource estimates may also be deemed to constitute forward-looking statements to the extent that they involve estimates of the mineralization that will be encountered as a property is developed, and in the case of mineral reserves, such statements reflect the conclusion based on certain assumptions that the mineral deposit can be economically exploited.

Forward-looking statements include, but are not limited to, statements with respect to the Company's assessment of going concern described herein. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to the completion and integration of acquisitions and actual effects of the acquisitions; risks related to joint venture operations; results of exploration activities; results of reclamation activities; conclusions of future economic evaluations; changes in project parameters; future prices of precious and base metals; possible variations in ore resources, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed elsewhere in this MD&A. Forward-looking information is information about the future and is inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, such as business and economic risks and uncertainties. The forward-looking information is based on a number of assumptions, including assumptions regarding the

Company's assessment of going concern, general market conditions, the availability of financing for proposed transactions and programs on reasonable terms, the ability of outside service providers to deliver services in a satisfactory and timely manner, prevailing commodity prices and exchange rates and prevailing regulatory, tax and environmental laws and regulations. The Company's forward-looking information is based on the beliefs, expectations and opinions of management of the Company on the date the information is provided. For the reasons set forth above, investors should not place undue reliance on forward-looking information. Although the Company 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 not to be as anticipated, estimated or intended. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Investors are cautioned against attributing undue certainty to forward-looking statements. The Company does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.

The Company undertakes no obligation to reissue or update any forward-looking statements or information as a result of new information or events after the date hereof except as may be required by law. All forward-looking statements and information herein are qualified by this cautionary statement.

Overview

Armor Minerals Inc. (formerly Rio Cristal Resources Corporation) ("Armor" or the "Company") was incorporated on November 24, 2006 under the name "Rio Cristal Zinc Corporation" and is organized under the laws of British Columbia, Canada. In May 2015, the Company changed its name to "Armor Minerals Inc." from "Rio Cristal Resources Corporation" which it had changed its name to in June 2009. The Company's head office is located at Suite 555, 999 Canada Place, Vancouver, BC V6C 3E1 and the registered and records office is located at Suite 1200 Waterfront Centre, 200 Burrard St, P.O. Box 48600, Vancouver, BC, Canada, V7X 1T2. The Company is publicly traded with shares listed on the TSX Venture Exchange (TSX-V) and the Bolsa de Valores de Lima ("BVL") in Peru.

The Company has no subsidiaries. The Financial Statements consist of the Company and its three former wholly owned subsidiaries: Cerro La Mina S.A., Cerro La Mina Cayman Ltd. and Rio Cristal Zinc Cayman Ltd. On April 7, 2014 Cerro La Mina S.A., Armor's wholly owned subsidiary in Peru, was dissolved. On January 13, 2015 an application was filed in the Cayman Islands for the voluntary dissolution of Cerro La Mina Cayman Ltd. and Rio Cristal Zinc Cayman Ltd. On February 3, 2015 an officer of the Registrar of Companies for the Cayman Islands certified that the Cayman Subsidiaries will be struck off the Register of Companies on March 31, 2015.

The Company is in the business of acquiring and exploring mineral properties. Armor does not currently have any mineral producing properties or any revenues from any mineral properties.

The Company consolidated its share capital on a one new for ten old (1:10) basis on September 29, 2014. In addition, the Company consolidated its share capital on a one new for ten old (1:10) basis on July 31, 2013. Accordingly, all common share, stock option, warrant, and per share awards have been retroactively restated to reflect these consolidations.

The Company focused much of its resources in the past on the Bongará zinc project but divested itself of the Bongará project at the end of the prior fiscal year. Any future acquisitions are dependent upon obtaining prospects on reasonable acquisition terms and also subject to financing of the Company.

Going Concern

The Financial Statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its commitments, continue operations and realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. Several adverse conditions cast significant doubt on the validity of this assumption. Several adverse conditions cast significant doubt on the validity of this assumption. The Company has incurred losses since inception and has an accumulated deficit of $30,082,930 at June 30, 2015. The Company has limited resources, has no source of operating cash flow, has a working capital at June 30, 2015 of $46,199 and has no assurances that sufficient funding will be available to meet its administrative overhead and conduct further exploration and development on new properties, should any new properties be acquired.

The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its requirements. Effective April 29, 2015 the Company completed the Transaction as described below which included the conversion of debt into shares and a private placement for $200,000. However, the Company's budget indicates it will need funding to support its costs in the last quarter of 2015. Furthermore, as the Company does not have a source of revenue, it will require ongoing financing in the future for working capital, general and administrative purposes and in order to conduct any future exploration programs. Ongoing general and administrative and regulatory expenses will necessitate additional financing in the future. Factors that could affect the availability of financing include fluctuations in the Company's share price, the state of international debt and equity markets, investor perceptions and expectations, and global financial and metals markets. The Company believes it will be able to obtain the necessary financing to meet its requirements on an ongoing basis; however, there can be no assurance that the necessary financing will be obtained, and such financing, if available, may be very dilutive to the Company's shares and shareholders. As it has in the past, the Company plans to obtain additional financing through, but not limited to, the issuance of additional equity. There can be no assurance that a financing will be completed on a timely basis.

The Financial Statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

The Transaction

In August 2014, the 25022011 Ltd. (formerly Augusta Investments Inc.)("Augusta") and Iris Consulting Limited ("Iris") (together the "Debt Purchasers"), independent third-parties of the Company at the time, purchased equally substantially all of the liabilities of the Company at June 30, 2014 directly from each of the creditors totaling $429,683 and US$1,073,824. The amounts purchased by the Debt Purchasers included the accounts payable and loans to related parties at the date of purchase and former related parties. In addition, during the period to December 24, 2014, the Debt Purchasers provided working capital to Armor as follows: (a) $77,771 as promissory notes; and (b) $20,000 as accounts payable for working capital. The aggregate amount owed to the Debt Purchasers at March 31, 2015 was $527,454 and US$1,073,824 (the "Total Debt").

At the annual general and special meeting held on February 26, 2015 (the "AGM"), the disinterested shareholders of the Company approved the units for debt ("Debt Units") to satisfy the Total Debt, private placement of 4,000,000 units ("Private Placement") and new board nominees (the "Transaction") as further described below.

Units for Debt

On April 29, 2015, following the approval of the TSX-V, a total of 25,618,106 Debt Units were issued at a price of $0.05 per Debt Unit. Each Debt Unit comprised of one common share and one common share purchase warrant (a "Debt Warrant"). The Debt Warrants have an exercise price of $0.05 per common share and will be exerciseable for a five year term commencing April 29, 2015. On April 29, 2015 the Total Debt settled was $1,775,560 of which $1,280,905 was attributed to the common shares issued and of that amount $627,197 was allocated to the fair value of the warrants issued estimated using the Black-Scholes option-pricing model. The remaining amount of the Total Debt $494,655 was recorded as a gain on forgiveness of debt.

Private Placement

As part and parcel of the units for debt transaction, the Company also completed the Private Placement of $200,000 under which the Company issued 4,000,000 units ("Private Placement Units") at a price of $0.05 per Private Placement Unit. Each Private Placement Unit comprised one common share and one common share purchase warrant (a "Private Placement Warrant"). The Private Placement Warrants have an exercise price of $0.08 per common share and are exerciseable for a three year term commencing April 29, 2015. The proceeds from the Private Placement will be used by the Company for general corporate purposes. Augusta, Hemisphere Holdings Limited, and Purni Parikh participated in the Private Placement.

The Debt Purchasers are both private companies which were at arm's length to the Company prior to the Transaction. Augusta is indirectly 100% owned by Mr. Richard W. Warke. Iris is beneficially owned or controlled by Mr. Robert Pirooz, Q.C. Hemisphere Holdings Limited is owned by Shimmer Trust, of which Mr. Robert Pirooz, Q.C. is a beneficiary. Following the Transaction, the Debt Purchasers became control persons of Armor each holding approximately 46.85% of the outstanding common shares on a fully-diluted basis.

Effective April 29, 2015 the Transaction completed.

Name Change

In May 2015, the Company changed its name from Rio Cristal Resources Corporation to Armor Minerals Inc. and its trading symbol on the TSX-V to 'A'.

FINANCIAL REVIEW AND RESULTS OF OPERATIONS

		Three months ended June 30,		
		2015		2014
Operating Expenses				
Professional fees	**$**	**17,476**	$	39,567
Salaries and consulting		**12,155**		8,179
General office expenses		**6,523**		839
Listing and filing fees		**5,912**		2,375
Investor relations		**1,160**		-
Share-based compensation expense		**-**		137
Loss before other items	**$**	**(43,226)**	**$**	**51,097**
Change in fair market value of warrants		**-**		1,448
Finance expense		**(117)**		(7,642)
Gain on forgiveness of debt		**494,655**		-
Foreign exchange gain (loss)		**113,870**		(14,518)
Net income (loss) for the period	**$**	**565,182**	$	(71,809)
Items that may be reclassified to profit or loss:				
Foreign currency translation loss (note 4 b of the Financial Statements)		**-**		54,228
Comprehensive income (loss) for the period		**565,182**		(17,581)
Income (Loss) per Share – Basic and Diluted	**$**	**0.03**	$	(0.04)
Weighted Average Number of Shares Outstanding		**21,905,278**		1,700,916

The three months ended June 30, 2015 compared to the three months ended June 30, 2014

The Company's net income for the three months ended June 30, 2015 was $565,182 (income of $0.03 per share) compared to a net loss of $71,809 (loss of $0.04 per share) for the three months ended June 30, 2015. The gain on forgiveness of debt of $494,655 and foreign exchange gain of $113,870 both resulted from the settlement of debt for shares arising in the Transaction. Excluding the impact of the Transaction, in the first three months of fiscal 2016, consistent with 2015, the Company had very limited activity other than ordinary corporate matters associated with its listing on the TSX-V and BVL and those costs incurred in order to prepare for the Transaction.

Summary of Quarterly Results

The following table sets out selected unaudited quarterly financial information of Armor and is derived from the condensed consolidated interim financial statements (unaudited) and the annual consolidated financial statements (audited) prepared by management.

	Net income (loss) For the period ending March 31,			**Income (Loss) per share For the period ending March 31,**		
	2016 (C$)	2015 (US$)	2014 (US$)	**2016 (C$)**	2015 (US$)	2014 (US$)
Q1	**$ 565,182**	$ (65,849)	$ (280,430)	**$ 0.03**	$ (0.04)	$ (0.18)
Q2	**NA**	(40,544)	(44,055)	**NA**	(0.02)	(0.01)
Q3	**NA**	(40,041)	(97,459)	**NA**	(0.02)	(0.06)
Q4	**NA**	4,877	(73,590)	**NA**	(0.01)	(0.04)
Total	**$ 565,182**	$ (141,557)	$ (495,534)	**$ 0.03**	$ (0.08)	$ (0.29)

Quarterly results will vary in accordance with the Company's exploration, corporate and financing activities. The Company had no revenue in the periods shown in the table.

Liquidity and Capital Resources

The Company had working capital of $46,199 as at June 30, 2015 as compared to a net working capital deficit of $1,952,888 as at March 31, 2015. The cash balance at June 30, 2015 was $117,908 as compared to $6,560 at March 31, 2015. Refer 'Going Concern' above for further information.

Operating Activity: During the three months ended June 30, 2015 Armor used cash in operating activities of $41,652 as compared to $9,035 during the three months ended June 30, 2014. This increase in cash use was for the payment of accounts payable subsequent to the Transaction. There were few payments in the same period in fiscal 2015 as Armor had limited funds.

Financing Activity: During the three months ended June 30, 2015 the Company completed the Transaction which included the settlement of debt and a private placement for $200,000. Refer 'The Transaction above for further information.

Investing Activity: During the three months ended June 30, 2015 the Company had no investing activity.

Outstanding Share Data

The Company is authorized to issue an unlimited number of common shares, all without nominal or par value. The Company completed a 10:1 share consolidation on September 29, 2014. In addition, the Company completed a 10:1 share consolidation on July 31, 2013 which was approved by the shareholders at the AGM on September 12, 2012. The information contained in this MD&A takes into account the effect of both share consolidations.

The Company's authorized capital consists of an unlimited number of common shares without par value. As at August 28, 2015, the following common shares, stock options and warrants are outstanding:

	Number of units	Exercise Price
Common shares – unlimited and without par value	31,344,015	
Warrants		
Expiring – April 29, 2020	25,618,106	$0.05
Expiring – April 29, 2018	4,000,000	$0.08

Contractual Obligations

As at June 30, 2015, the Company's contractual obligations were as follows:

	< 1 Year	1-3 Years	3-5 Years	> 5 Years	Total
Operating leases obligations and other commitments	$ 36,000	$ 72,100	$ 2,900	$ -	$ 111,000
Accounts payable and accrued liabilities	84,455	-	-	-	84,455
	$ 120,455	$ 72,100	$ 2,900	$ -	$ 195,455

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Related Party Transactions

Trading transactions

Commencing March 1, 2015, the Company shares office space, equipment, personnel and various administrative services with other companies related by virtue of certain common directors and management. These services have been mainly provided through a management company. Costs incurred by the management company are allocated between the related companies based on time incurred and use of services and are charged at cost. For the three months ended June 30, 2015, the Company was charged $19,113 with respect to these arrangements. At June 30, 2015, prepaid expenses includes $10,919 (March 31, 2015 – $nil) with respect to these arrangements.

Critical Accounting Policies

The details of Armor's accounting policies are presented in Note 3 of the Financial Statements.

Change in functional currency

IAS 21 describes functional currency as 'the currency of the primary economic environment in which an entity operates'. With the dissolution of subsidiaries in Peru and the Cayman Islands in the year to ended March 31, 2015, and the approval of the Canadian dollar Transaction by the shareholders in February 2015 and by the TSX-V in April 2015, the directors have considered the aggregate effect of all relevant factors on the Company's functional currency. As a result, the directors determined that the functional currency of Armor has changed to Canadian dollars from US dollars effective from April 1, 2015. In accordance with IAS 21, the change in functional currency has been accounted for prospectively from the date of change, and the consolidated balance sheets have been translated using the exchange rate at that date.

Change in presentation currency

For reasons similar to those necessitating the functional currency, the Company changed its reporting currency from US dollars to Canadian dollars effective April 1, 2015. For comparative purposes, the financial statements for the periods before the year ended March 31, 2015 were translated into the new reporting currency of Canadian dollars whereby assets and liabilities were translated at the closing rate in effect at the end of the comparative periods; expenses and cash flows were translated at the average rate in effect for the comparative periods; and the opening equity balances were translated at historical rates. In translation of the equity balance, the Company has taken as a practical measure the April 1, 2014 closing exchange rate. The foreign exchange impact of the change in presentation currency for the statement of changes in shareholders' equity (deficit) are adjusted at April 1, 2015 as a result of using the exchange rate at the date of the change in functional currency.

Critical Accounting Estimates

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

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods affected.

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

Financial instruments and financial risk

Categories of financial instruments

		June 30, 2015		March 31, 2015
Financial assets				
Loans and receivables				
Cash	**$**	**117,908**	$	5,173
Amounts receivables		**1,827**		3,262
	$	**119,735**	$	8,435
Financial liabilities				
Financial liabilities at amortized cost				
Accounts payable and accrued liabilities	**$**	**84,455**	$	982,114
Due to related parties		**-**		3,188
Loans payable to related parties		**-**		563,812
	$	**84,455**	$	1,549,114

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 Unadjusted quoted prices in active markets for identical assets and liabilities;
Level 2 Inputs other than quoted prices that are directly or indirectly observable for the asset or liability; and
Level 3 Inputs that are not based on observable market data.

The carrying values of cash, amounts receivable, accounts payable and accrued liabilities, due to related parties and loans payable to related parties approximate their fair value because of the short-term nature of these instruments.

a) Management of capital risk

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 acquisition and development of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes the components of shareholders' equity.

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, acquire or dispose of assets or obtain debt financing. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. In order to maximize ongoing development efforts, the Company does not pay out dividends.

The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with maturities 90 days or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

b) Management of financial risk

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

Currency risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada and a portion of its expenses are incurred in US dollars. A significant change in the currency exchange rates between the Canadian dollar relative to the US dollar could have an effect on the Company's results of operations, financial position and cash flows. The Company has not hedged its exposure to currency fluctuations. At June 30, 2015, the Company is exposed to currency risk through the following assets and liabilities denominated in US dollars:

	US Dollars June 30, 2015
Cash and cash equivalents	**$ 1,910**
Accounts payable and accrued liabilities	**(148)**
	$ 1,763

Based on the above net exposures as at June 30, 2015 and assuming that all other variables remain constant, a 10% depreciation or appreciation of the US dollar against the Canadian dollar would result in a change of $139 in the Company's loss for the period (March 31, 2015 – US$46,475).

At March 31, 2015, with a US dollar functional currency, the Company was exposed to currency risk through the following assets and liabilities denominated in Canadian dollars:

	Canadian dollars March 31, 2015
Cash and cash equivalents	$ 3,424
Amounts receivables	4,137
Accounts payable and accrued liabilities	(471,551)
Loans payable to related parties and due to related parties	(121,405)
	$ (585,395)

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The maximum credit risk the Company is exposed to 100% of cash and receivables.

The Company's cash is held through large Canadian financial institutions. Amounts receivable consist of GST receivable from the government of Canada.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a loss as a result of a decline in the fair value of the investments included in cash is limited. Based on the amount of cash invested as at June 30, 2015 and assuming that all other variables remain constant, a 0.5% change in the applicable interest rate would result in an insignificant impact in the interest earned by the Company per annum.

Liquidity risk

Liquidity risk arises through excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company seeks to achieve this by maintaining sufficient cash (refer to discussion on going concern in note).

RISKS AND UNCERTAINTIES

An investment in the Company's common shares is highly speculative and subject to a number of risks and uncertainties. Only those persons who can bear the risk of the entire loss of their investment should participate. An investor should carefully consider the risks described in the Company's Management's Discussion and Analysis for the year ended March 31, 2015, and the other information filed with the Canadian securities regulators before investing in the Company's common shares. Armor's business is subject to a number of risks and uncertainties including those described in the Company's Management's Discussion and Analysis for the year ended March 31, 2015, which is available on the Company's website and SEDAR at www.sedar.com. Any of the risks and uncertainties described in the above-noted document could have a material adverse effect on the Company's business and financial condition and accordingly, should be carefully considered in evaluating the Company's business.

ARMOR RESOURCES INC.

Head Office	#555 – 999 Canada Place Vancouver, BC, Canada V6C 3E1
Records & Registered Office	1200 Waterfront Centre 200 Burrard Street P.O. Box 48600 Vancouver, British Columbia V7X 1T2
Telephone Facsimile:	(604) 687-1717 (604) 687-1715
Directors	Lenard Boggio Purni Parikh Robert Pirooz Richard Warke
Officers	Matthew Watson – CEO & President Margaret Brodie – CFO Amber Shaefer – Corporate Secretary
Registrar and Transfer Agent	Computershare Investors Services Inc. #401 - 510 Burrard Street Vancouver, BC, Canada V6C 3B9
Auditor	Davidson & Company LLP 609 Granville St Vancouver, BC V7Y 1G6
Solicitors	Borden, Ladner, Gervais LLP 1200 Waterfront Centre 200 Burrard Street P.O. Box 48600 Vancouver, British Columbia V7X 1T2
Shares Listed	TSX Venture Exchange Trading symbol ~ A Bolsa de Valores de Lima Trading Symbol ~ RCZ
Investor Relations	info@armorminerals.com