ARMOR MINERALS INC.

(Formerly Rio Cristal Resources Corporation)

Management's Discussion and Analysis

For the Year Ended March 31, 2015

EXPRESSED IN US DOLLARS

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(Formerly Rio Cristal Resources Corporation)
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Introduction

This management's discussion and analysis ("MD&A") of Armor Minerals Inc. ("Armor" or the "Company") for the year ended March 31, 2015, takes into account information available up to and including July 24, 2015. This MD&A should be read in conjunction with the consolidated financial statements for the year ended March 31, 2015 (the "Financial Statements") prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC", together "IFRS") 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 year ended March 31, 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 subsidiaries in the year.

All financial information in this document is presented in United States 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. The Company has incurred losses since inception and has an accumulated deficit of $24,166,035 at March 31, 2015. The Company has limited resources, has no source of operating cash flow, has a working capital deficit at March 31, 2015 of $1,539,851 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 C$200,000. However, the Company's budget indicates it will need funding to support its costs in late 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 C$429,683 and $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 as described in notes 8 and 11 of the Financial Statements. In addition, during the period to December 24, 2014 the Debt Purchasers provided working capital to Armor as follows: (a) C$77,771 as promissory notes (note 8 of the Financial Statements); and (b) C$20,000 as accounts payable for working capital. The aggregate amount owed to the Debt Purchasers at March 31, 2015 was C$527,454 and $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 C$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 C$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 C$1,811,103 of which C$1,280,905 was attributed to the common shares issued and of that amount C$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 C$530,198 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 C$200,000 under which the Company issued 4,000,000 units ("Private Placement Units") at a price of C$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 C$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.

Board Appointments

At the AGM, the following four new directors were elected to the Company’s board – Richard W. Warke, Robert Pirooz Q.C., Lenard Boggio and Purni Parikh. Following the AGM the board of directors comprised Richard W. Warke, Robert Pirooz Q.C., Lenard Boggio, and Purni Parikh.

Other Corporate Developments in the Year to March 31, 2015

Effective April 7, 2014, the subsidiary, Cerro La Mina S.A., was dissolved.

Effective August 28, 2014, Matthew Watson (appointed Chairman), Daniel Kriznic and Palu Philips were elected to the Board of Directors. At the same date, Tony Hines, Thomas Findley, Miguel Cardozo, Andre Gauthier and Hans Flury resigned from the Board of Directors of the Company. Thomas Findley also resigned as the Company’s President and CEO.

Effective September 22, 2014, Matthew Watson was appointed President and Palu Philips was appointed Corporate Secretary of the Company.

Effective September 29, 2014, the Company consolidated its share capital on a ten for one basis. The consolidation was done in order to provide the Company with greater flexibility for junior exploration and financing.

Effective November 30, 2014, Matthew Watson was appointed Chief Executive Officer and Chief Financial Officer of the Company.

On December 24, 2014 the Company announced the Transaction.

On January 13, 2015 an application was filed in the Cayman Islands for the voluntary dissolution of the Cayman Subsidiaries. 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.

On February 26, 2015 the Transaction described above was approved. In addition, Matthew Watson was reappointed as President and Chief Executive Officer, Margaret Brodie was appointed Chief Financial Officer, and Amber Schaefer was appointed Corporate Secretary.

Developments since March 31, 2014

Effective April 29, 2015 the Transaction, as contemplated above, completed.

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

	2015	2014
Operating Expenses		
Amortization	$ -	$ 5,108
Exploration and evaluation costs	-	74,370
General office expenses	46,925	113,804
Listing and filing fees	17,922	103,563
Investor relations	5,508	2,145
Professional fees	121,692	143,177
Salaries and consulting	7,500	87,332
Share-based compensation expense	126	14,418
Loss before other items	$ 199,673	$ 543,917
Impairment of equipment	-	23,662
Change in fair market value of warrants	(1,328)	(69,743)
Finance expense	7,015	23,704
Foreign exchange gain	(63,803)	(26,006)
Loss and Comprehensive Loss for the Year	$ 141,557	$ 495,534
Loss per Share – Basic and Diluted	$ 0.08	$ 0.29
Weighted Average Number of Shares Outstanding	1,725,909	1,681,526

The year ended March 31, 2015 compared to the year ended March 31, 2014

The Company's net loss for the year ended March 31, 2015 was $141,557 (loss of $0.08 per share) compared to a net loss of $495,534 (loss of $0.29 per share) for the March 31, 2014 year. In fiscal 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. In the same periods in fiscal 2014 the Company was in a cost reduction plan to decrease general office expenses, exploration expenses and salaries and consulting costs while divesting itself of the Bongara property, closing the office in Lima, Peru and decreasing staff.

Fourth Quarter 2015

In the fourth quarter of fiscal 2015 there was limited activity in the Company and thus costs were $78,467 less than had been in the same period in 2014. This was made more pronounced by an unrealized foreign exchange gain in the fourth quarter of 2015 of $43,586 resulting in net income for the quarter ending March 31, 2015 of $4,877 as compared to a net loss of $73,590 in the same quarter of 2014.

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 loss For the period ending March 31,			Loss per share For the period ending March 31,		
	2015	2014	2013	**2015**	2014	2013
Q1	**$ (65,849)**	$ (280,430)	$ (747,064)	**$ (0.04)**	$ (0.18)	$ (0.50)
Q2	**(40,544)**	(44,055)	(503,444)	**(0.02)**	(0.01)	(0.34)
Q3	**(40,041)**	(97,459)	(436,573)	**(0.02)**	(0.06)	(0.29)
Q4	**4,877**	(73,590)	(1,945,981)	**0.01**	(0.04)	(1.21)
Total	**$ (141,557)**	$ (495,534)	$ (3,633,062)	**$ (0.08)**	$ (0.29)	$ (2.31)

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.

The costs have declined in the four most recent quarters as a result of a reduction of overhead costs and reduced activity of the Company. In the quarter ended March 31, 2015 a foreign exchange gain was recorded of $43,586 which was greater than costs incurred in the quarter resulting in a net income in the quarter of $4,877. This foreign exchange gain was due to loss in the Canada dollar relative to the US dollar on assets and liabilities denominated in Canadian dollars.

Selected Annual Information

	March 31, 2015	March 31, 2014	March 31, 2013
Loss and Comprehensive Loss for the Year ended…	**$ (141,557)**	$ (495,534)	$ (3,633,062)
Total Assets	**9,263**	7,340	79,839
Total Non-Current Liabilities	**-**	1,328	71,071

Liquidity and Capital Resources

The Company had a net working capital deficit of $1,539,851 as at March 31, 2015 compared to a net working capital deficit of $1,397,092 as at March 31, 2014. The cash balance at March 31, 2015 was $5,173 compared to $6,613 as at March 31, 2014. As at March 31, 2015 current liabilities were $1,549,114 compared to $1,404,432 as at March 31, 2014. Refer to information under 'Going Concern' above for further information.

Investing Activity

During the year ended March 31, 2014 the Company had no investing activity.

Financing Activity

During the year ended March 31, 2015, the Company received total loans of $70,319 of which $9,000 was received from a former director and C$77,771 was received from the Debt Purchasers. Refer to further information on these loans and those received in the comparative period in note 8 of the Financial Statements.

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 July 24, 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 March 31, 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	$ 29,500	$ 59,000	$ 9,800	$ -	$ 98,300
Accounts payable and accrued liabilities	982,114	-	-	-	982,114
Due to related parties	3,188	-	-	-	3,188
Loans payable to related parties	563,812	-	-	-	563,812
	$ 1,578,614	$ 59,000	$ 9,800	$ -	$ 1,647,414

Refer to notes 7, 13, and 16 of the Financial Statements for information pertaining to three promissory notes payable totalling C$92,972 of which C$77,771 was settled as part of the Transaction. The promissory note that is remaining at the date of this MD&A has been issued to an accounts payable vendor, whereby the amount of C$15,200 is due at the earlier of September 30, 2015 or when a financing or equivalent transaction of greater than C$500,000 is completed.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Related Party Transactions

Refer to the Transaction as described above.

Loans payable to related parties

	March 31, 2015	March 31, 2014
Demand Promissory Notes from Debt Purchasers[1]	**$ 61,322**	$ -
Loans originally issued by former related parties [2]	**502,490**	354,437
	$ 563,812	$ 354,437

[1] *Demand Promissory Notes from Debt Purchasers:* The Debt Purchasers each provided C$38,886 to Armor in December 2014 by way of demand promissory note. Under the terms of the demand promissory notes, until the demand is made on the note, no interest shall accrue on the principal amount of the note. Following demand, interest on the balance will accrue at a rate equal to prime plus 2%. These notes were included in the Total Debt for Transaction.

[2] *Loans originally issued by former related parties:* In August 2014, the Debt Purchasers purchased loans payable to existing and former related parties totaling $502,490. These loans payable are unsecured and bear annual interest of 6%. After June 30, 2014, no further interest accrued on the loans. As at March 31, 2015 interest totaling $44,526 had been accrued on these loans. None of the persons whose debt was purchased remain related parties of the Company.

Purchase of related party debt

In August 2014, the Debt Purchasers purchased $611,141 due to related parties and owing to individuals or companies whose officers, directors or partners were also officers or directors of the Company (March 31, 2014 - $604,439). The amount purchased included $109,051 of loans from directors and officers of the Company and $491,926 of deferred salaries and services payable to the former President of the Company which was unsecured, non-interest bearing and due on demand.

Trading transactions

Historically, certain of the Company's officers and directors render services to the Company as sole proprietors or through companies in which they are an officer, director or partner. The Company incurred the following fees and expenses in the normal course of operations in connection with related parties.

	Nature of transactions	**Year ended March 31, 2015**	Year ended March 31, 2014
DuMoulin Black (ended December 30, 2013)	Legal fees	**$ -**	$ 75,394
Avisar Chartered Accountants (ended September 18, 2013)	Accounting fees	**-**	$ 29,108

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 year ended March 31, 2015, the Company was charged C$8,889 with respect to these arrangements and has balances owed to related companies totaling $3,188.

Compensation of key management personnel

There was a change in key management personnel effective August 28, 2014. In the year ended March 31, 2014 and the period from April 1, 2014 to August 28, 2014, no salaries to key management personnel were paid. All of these salaries were accrued and included as amounts due to related parties at June 30, 2014 and subsequently formed part of the amounts purchased by the Debt Purchasers. All former key management personnel resigned on August 28, 2014.

The remuneration of the former directors, chief executive officer, and president and chief financial officer (collectively the key management personnel) during the year ended March 31, 2015 and 2014 were as follows:

	Year ended March 31,	
	2015	2014
Salaries	**$ 7,500**	$ 87,333
Share-based compensation	**126**	14,049
	$ 7,626	$ 101,382

For the current officers and directors from the period from August 28, 2014, the remuneration to key management personnel was as follows:

	Year ended March 31,	
	2015	2014
Salaries	**$ 4,702**	$ -
Share-based compensation	**-**	-
	$ 4,702	$ -

Subsequent event

Refer to the Transaction as described above and in the Subsequent Event note to the Financial Statements.

Critical Accounting Policies

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

Critical Accounting Estimates

The preparation of the consolidated 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 consolidated 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. In particular, information about significant areas of estimation uncertainty considered by management in preparing the Financial Statements is described below.

a) Going concern

Significant judgments are disclosed in Note 2 of the Financial Statements.

b) Functional currency

The Company and its subsidiaries have to determine their functional currencies based on the primary economic environment in which each entity operates. In order to do that management has to analyse several factors, including which currency mainly influences the main expenses of providing services, in which currency the entity has received financing, and in which currency it keeps its receipts from operating activities. Management uses its judgment to determine which factors are most important, when the above indicators are mixed and the functional currency is not obvious.

c) Options and warrants

The fair value of options and warrants is determined on the grant date. In order to compute the fair value, the Company uses the Black-Scholes option pricing model which requires management to make certain estimates, judgements, and assumptions in relation to the expected life, expected volatility, expected dividend yield and the risk-free interest rate, as well as the number of options or warrants expected to be exercised.

Financial instruments and financial risk

Categories of financial instruments

		March 31, 2015		March 31, 2014
Financial assets				
Loans and receivables				
Cash	$	5,173	$	6,613
Amounts receivables		3,262		727
	$	8,435	$	7,340
Financial liabilities				
Financial liabilities at amortized cost				
Accounts payable and accrued liabilities	$	982,114	$	425,503
Due to related parties		3,188		604,439
Loans payable to related parties		563,812		374,490
Fair value through profit or loss				
Derivative liability - warrants		-		1,328
	$	1,549,114	$	1,405,760

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.

		March 31, 2015		March 31, 2014
Level 2				
Derivative liability - warrants	$	-	$	1,328

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 Canadian dollars. Formerly the Company operated in Peru and incurred a portion of its expenses in Peruvian Soles. 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 March 31, 2015, the Company is exposed to currency risk through the following assets and liabilities denominated in Canadian dollars:

	Canadian Dollars	
	March 31, 2015	**March 31, 2014**
Cash and cash equivalents	**$ 3,424**	$ 2,673
Amounts receivables	**4,137**	803
Accounts payable and accrued liabilities	**(471,551)**	(343,871)
Loans payable to related parties and due to related parties	**(121,405)**	(43,009)

Based on the above net exposures as at March 31, 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 $46,475 in the Company's loss for the year (March 31, 2014: $38,000 change in the Company's loss for the year).

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 March 31, 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 & 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 below and the other information filed with the Canadian securities regulators before investing in the Company’s common shares. The risks described below are not the only ones faced. Additional risks that the Company currently believes are immaterial may become important factors that affect the Company’s business. If any of the following risks occur, or if other occur, the Company’s business, operating results and financial condition could be seriously harmed and investors may lost part of all of their investment.

Business Strategy

As part of Armor's business strategy, it has sought and will continue to seek new exploration, development and mining opportunities in the resource industry. In pursuit of such opportunities, Armor may fail to select appropriate acquisition candidates or negotiate acceptable arrangements, including arrangements to finance acquisitions or integrate the acquired businesses and their personnel into Armor. Armor cannot assure that it can complete any acquisition or business arrangement that it pursues, or is pursuing, on favourable terms, or that any acquisitions or business arrangements completed will ultimately benefit Armor.

Exploration and Development

Resource exploration and development is a speculative business and involves a high degree of risk. As at the date of this MD&A, Armor has no mineral properties and therefore no known body of commercial ore. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration programs planned by Armor or any future development programs will result in a profitable commercial mining operation. There is no certainty that the expenditures to be made by Armor in the exploration of the mineral properties or otherwise will result in discoveries of commercial quantities of minerals. The marketability of natural resources which may be acquired or discovered by Armor will be affected by numerous factors beyond the control of Armor. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in Armor not receiving an adequate return on invested capital.

No Operating History

Armor was incorporated on November 24, 2006, and has no history of operating revenues.

Armor currently has no exploration projects and has no operating history upon which to base estimates of future cash flows. Substantial expenditures are required to develop mineral projects. It is possible that, in future, actual costs and future economic returns may differ materially from Armor’s estimates. There can be no assurance that the underlying assumed levels of expenses for any project will prove to be accurate. Further, it is not unusual in the mining industry for new mining operations to experience unexpected problems during start-up, resulting in delays and requiring more capital than anticipated. There can be no assurance that any projects Armor takes interest in will move beyond the exploration stage and be put into production, achieve commercial production or that Armor will produce revenue, operate profitably or provide a return on investment in the future. Mineral exploration involves considerable financial and technical risk. There can be no assurance that the funds required for exploration and future development can be obtained on a timely basis. There can be no assurance that Armor will not suffer significant losses in the near future or that Armor will ever be profitable.

Mineral exploration and development activities are speculative in nature.

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital.

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities and grades to justify commercial operations or that funds required for development can be obtained on a timely basis. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated by drilling results. Short term factors relating to reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. Material changes in ore reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

Dependence on Management

Armor is dependent upon the personal efforts and commitments of the directors and officers, particularly Richard W. Warke, Director and Robert Pirooz, Director. If one or both of Armor's directors becomes unavailable for any reason, a significant disruption of the business and operations of Armor could result and Armor may not be able to replace them readily, if at all.

Significant Competition for Attractive Mineral Properties

Significant and increasing competition exists for the limited number of mineral acquisition opportunities available. Armor expects to selectively seek strategic acquisitions in the future, however, there can be no assurance that suitable acquisition opportunities will be identified. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than Armor, Armor may be unable to acquire additional attractive mineral properties on terms it considers acceptable. In addition, Armor's ability to consummate and to integrate effectively any future acquisitions on terms that are favourable to Armor may be limited by the number of attractive acquisition targets, internal demands on resources, competition from other mining companies and, to the extent necessary, Armor's ability to obtain financing on satisfactory terms, if at all.

Financing Risks

Additional funding may be required in future to conduct the exploration programs on mineral properties. If the exploration programs are successful, further additional funds will be required for the development of an economic mineral body and to place it in commercial production. The only sources of future funds presently available to Armor are the sale of equity capital, or the offering by Armor of an interest in its properties to be earned by another party or parties carrying out exploration or development thereof. There is no assurance that any such funds will be available for operations and issuing equity capital will result in the dilution of existing shareholders. Failure to obtain additional financing on a timely basis could cause Armor to reduce or terminate its proposed operations.

Conflicts of Interest

Certain directors and officers of Armor are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of Armor. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of Armor. Directors and officers of Armor with conflicts of interest will be subject to the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

Commodity Prices
The price of the Common Shares and Armor's financial results may be significantly adversely affected by a decline in the price of gold and other mineral commodities. Metal prices fluctuate widely and are affected by numerous factors beyond Armor's control. The level of interest rates, rate of inflation, global supply of mineral commodities, global and regional consumption patterns, speculative trading activities, the value of the U.S. dollar and stability of exchange rates can all cause significant fluctuations in prices, and such external economic factors are in turn influenced by changes in international investment patterns and monetary systems, political systems and political and economic developments. The price of mineral commodities has fluctuated widely in recent years and future serious price declines could cause potential commercial production to be uneconomic. A severe decline in the price of a mineral to be produced by us would have a material adverse effect on Armor.

Insurance
Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, ground or slope failures, fires, environmental occurrences and natural phenomena such as prolonged periods of inclement weather conditions, floods and earthquakes. It is not always possible to obtain insurance against all such risks and Armor may decide not to insure against certain risks because of high premiums or other reasons. Such occurrences could result in damage to, or destruction of, mineral properties or production facilities, personal injury or death, environmental damage to Armor's properties or the properties of others, delays in exploration, development or mining operations, monetary losses and possible legal liability. Should such liabilities arise, they could reduce or eliminate future profitability and result in increasing costs and a decline in the value of the securities of Armor. The lack of, or insufficiency of, insurance coverage could adversely affect Armor's future cash flow and overall profitability.

Armor does not intend to pay dividends
Armor has never paid a dividend to its shareholders and intends to retain its cash for the foreseeable future for the operation and development of its business. Armor does not intend to declare or pay any cash dividends in the foreseeable future. As a result, an investor's return on investment will be solely determined at his or her ability to sell Common Shares in the market.

Trends
Armor is a mineral exploration company, currently focused on acquiring mineral exploration properties should such acquisitions be consistent with the objectives and acquisition criteria of Armor. In conducting its search for mineral properties, Armor will consider acquiring properties that it considers prospective based on criteria such as the exploration history of the properties, the location of the properties, or a combination of these and other factors. The financial success of Armor will be dependent upon the extent to which it can discover mineralization and the economic viability of developing its properties. Such development may take years to complete and the resulting income, if any, is difficult to determine with any certainty. Currently, Armor holds no property interests and does not have any delineated mineral reserves or mineral resources, as such terms are defined in NI 43-101 and to-date Armor has not produced any revenues. The sales value of any mineralization discovered by Armor is largely dependent upon factors beyond the control of Armor such as the market value of any gold produced. Management of Armor is not aware of any trend, commitment, event or uncertainty, both presently known or reasonably expected by Armor to have a material adverse effect on Armor's business, financial condition or results of operations other than the normal speculative nature of the natural resource industry.

Additional Information

Additional information relating to Armor is on SEDAR at www.sedar.com.

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