ARMOR MINERALS INC.

Management's Discussion and Analysis

For the Three Months Ended June 30, 2017

Introduction

This management's discussion and analysis ("MD&A") of Armor Minerals Inc. (the "*Company*", "*Armor*", "*we*", "*us*", or "*our*") covers the three months ended June 30, 2017. This MD&A takes into account information available up to and including August 24, 2017. This MD&A should be read in conjunction with the accompanying condensed consolidated interim financial statements and notes ("financial statements") for the three months ended June 30, 2017, and MD&A for the year ended March 31, 2017, which are available on the Company's website at www.armorminerals.com and on the SEDAR website at www.sedar.com.

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.

All dollar amounts reported herein are in Canadian dollars unless indicated otherwise.

Cautionary Note Regarding Forward-Looking Information

Certain information contained in this document constitutes forward-looking statements. All statements, other than statements of historical facts, are forward looking statements, including without limitation, statements with respect to the Company's expectations for obtaining new funding and the success of exploration activities. Forward-looking statements are often, but not always, identified by the use of words such as *may*, *will*, *seek*, *anticipate*, *believe*, *plan*, *estimate*, *budget*, *schedule*, *forecast*, *project*, *expect, intend*, or similar expressions. Such statements reflect the Company's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Such factors include, among others, uncertainties related to financings and the other risks associated with being a mineral exploration company, as well as those factors discussed elsewhere in this MD&A. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. Unless otherwise indicated, forward-looking statements contained herein are as of the date hereof and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by applicable law.

Description of Business

Armor is incorporated in British Columbia, Canada. The Company's head office is located at Suite 555 – 999 Canada Place, Vancouver, British Columbia, V6C 3E1. The condensed consolidated interim financial statement as at June 30, 2017 consist of Armor and it wholly owned subsidiary, Armor Minerals (US) Inc. ("Armor US") organized under the laws of Virginia. The Company is publicly traded with shares listed on the TSX Venture Exchange (the "TSX-V").

The Company is engaged in the acquisition and exploration of mineral property interests. Currently, Armor does not have any mineral producing properties or any revenues from operations.

Exploration and Evaluation Costs

The following is a summary of exploration and evaluation costs by category for the three months ended June 30, 2017 and 2016:

	2017	2016
Assay and analysis	$ -	$ 34,011
Option and royalty payments	-	32,618
Geologic consulting and support	-	16,813
Travel, food and accommodations	-	3,140
Supplies and other	-	1,735
	$ -	$ 88,317

On October 28, 2015, the Company signed a definitive Earn-in Agreement (the "Agreement") with Jack's Fork Exploration, Inc. ("Jack's Fork) to joint venture up to an 80% interest in the Warmister and Tower Hill gold properties (the "Properties") located in Virginia, USA. Jack's Fork is currently the holder of certain mineral leases covering the Properties. On April 7, 2016, the Company assigned the Agreement to its wholly owned subsidiary, Armor US.

On February 24, 2017 in accordance with the Agreement, Armor gave thirty days' advance notice of termination to Jack's Fork. As at August 24, 2017, the Company has incurred Work Expenditures totaling US$455,040 and has earned a 10% interest in the Properties.

The exploration and evaluation costs in the first quarter of fiscal 2017 primarily relate to the drill program on the Warmister Project which was initiated in the fourth quarter of fiscal 2016, as well as an advance minimum royalty payment of $32,618 (US$25,000) with respect to the Tower Hill property, paid on behalf of Jack's Fork.

Costs Expensed, Net Loss and Comprehensive Loss

		2017		2016
Expenses:				
Salaries and benefits	$	7,492	$	10,933
General office expenses		3,843		5,920
Professional fees		3,381		8,506
Listing and filing fees		2,628		3,056
Investor relations		330		2,740
Exploration and evaluation costs		-		88,317
Loss before other items		(17,674)		(119,472)
Foreign exchange gain (loss)		(109)		774
Finance income (expense)		848		(211)
Net loss		(16,935)		(118,909)
Other comprehensive loss:				
Items that may be reclassified to profit or loss:				
Foreign currency translation gain loss		(511)		(161)
Comprehensive loss	$	(17,446)	$	(119,070)
Basic and diluted net loss per share	$	(0.000)	$	(0.003)
Weighted average number of shares outstanding		41,319,015		36,344,015

During the three months ended June 30, 2017, the Company recorded a loss before other items of $17,674 and net loss of $16,935 ($0.000 per share), compared to a loss before other items of $119,472 and net loss of $118,909 ($0.003 per share) in the same period of fiscal 2017. The decreased loss reflects the decrease in corporate activities commensurate with the absence of exploration activity in the first quarter of fiscal 2018 (see "Exploration and Evaluation Costs", previously discussed).

Salaries and benefits and general office expenses decreased in the first quarter of fiscal 2018 compared to the first quarter of fiscal 2017. Salaries and benefits expense represents the allocation at cost of salary charges from a related management company (see "Related Party Transactions", subsequently in this MD&A). Personnel employed by the management company work on several public companies and accordingly, the cost charged to Armor will vary with the amount of time incurred on the Company's affairs. General office expenses will also vary depending on the time incurred by personnel on the Company's affairs.

Professional fees expense of $3,381 for the three months ended June 30, 2017 compares to $8,506 for the three months ended June 30, 2016. The decrease in professional fees expense is primarily attributable to less consulting services incurred in first quarter of 2018 due to the reduction in due diligence procedures and analysis on various strategic initiatives.

After accounting for the foreign currency translation loss, there was a comprehensive loss of $17,446 for the three months ended June 30, 2017 compared to a comprehensive loss of $119,070 for the same period of fiscal 2017.

Liquidity and Capital Resources

As at June 30, 2017, the Company had cash and cash equivalents of $584,684 compared to $646,758 at March 31, 2017.

For the three months ended June 30, 2017 the Company used cash for operations of $61,812 compared to $115,044 in fiscal 2017. The decreased use of cash is primarily attributable to the decrease in exploration and evaluation costs, previously discussed.

At June 30, 2017 the Company had cash and cash equivalents of $584,684, working capital of $576,798, net loss for the three months ended June 30, 2017 of $16,935, and a deficit of $31,049,890. Based on anticipated cash flows, the Company is expected to have sufficient resources to meet its committed expenditures for the next twelve months. However, depending on the level of exploration activities, additional funds may be required and the Company may need to seek additional funding to finance such activities. The Company has historically raised funds principally through the sale of securities and will continue to seek to obtain funding through similar or other means depending on market conditions and other relevant factors at the time. However, there can be no assurance that the Company will be able to obtain such additional funding or obtain it on acceptable terms.

Contractual Obligations

At June 30, 2017 the Company had contractual cash flow commitments estimated as follows:

	< 1 Year	1-3 Years	3-5 Years	> 5 Years	Total
Operating lease obligations	$ 15,900	$ 31,700	$ 22,600	$ -	$ 70,200
Accounts payable and accrued liabilities	17,498	-	-	-	17,498
Due to related parties	319	-	-	-	319
	$ 33,717	$ 31,700	$ 22,600	$ -	$ 88,017

Summary of Quarterly Results

	Net income (loss) For the year ended March 31, 2018	2017	2016	Net income (loss) per share For the year ended March 31, 2018	2017	2016
Q1	$ (16,935)	$ (118,909)	$ 565,182	$ 0.00	$ 0.00	$ 0.03
Q2	N/A	(62,514)	(99,574)	N/A	0.00	0.00
Q3	N/A	(252,982)	(93,313)	N/A	(0.01)	0.00
Q4	N/A	(39,984)	(282,750)	N/A	0.00	(0.01)
Total	$ (16,935)	$ (474,389)	$ 89,545	$ 0.00	$ (0.01)	$ 0.00

The most significant factors influencing the Company's quarterly results over the last eight quarters are:

- The exploration and evaluation costs of $201,272 in the third quarter of 2017 which relate to the follow-up soil sampling and drill program on the Warmister Project, which commenced in the third quarter of fiscal 2017.
- The exploration and evaluation costs of $88,317 in the first quarter of 2017 which primarily relate to the drill program on the Warmister Project which was initiated in the fourth quarter of 2016.
- The exploration and evaluation costs of $254,874 in the fourth quarter of 2016 which primarily relate to the drill program on the Warmister Project which was initiated in the same period.
- The gain on settlement of debt of $494,655 in the first quarter of fiscal 2016 with respect to the units issued for debt settlement.
- The foreign exchange gain of $113,870 in the first quarter of fiscal 2016 primarily attributable to the foreign exchange difference arising on the settlement with units of the US denominated debt.
- The shared office space, equipment, personnel and other administrative costs which are shared with

other companies through a related management company, effective March 1, 2015 (see "Related Party Transactions", subsequently in this MD&A) that increased overall corporate costs in fiscal 2016 compared to fiscal 2015.

- The Company's quarterly results are not generally subject to seasonal factor.

Share Capital Information

As at August 24, 2017, the Company had an unlimited number of common shares authorized for issuance with 41,319,015 issued and outstanding. Also, at August 24, 2017, the Company had 37,118,106 warrants issued and outstanding with a weighted average exercise price of $0.09.

In connection with a units for debt transaction there are a total of 7,685,432 units remaining in escrow as at August 24, 2017. Each unit is comprised of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of $0.05 per common share until April 22, 2020. The remaining escrowed units are to be released on October 22, 2017 and April 22, 2018.

Proposed Transactions

There are no undisclosed proposed transactions that will materially affect the performance of the Company.

Off-Balance Sheet Arrangements

The Company does not have any material off-balance sheet arrangements.

Related Party Transactions

In addition to the related party transactions or balances disclosed elsewhere in this MD&A, the Company had the following related party transactions.

Commencing March 1, 2015, the Company shares office space, equipment, personnel, consultants and various administrative services with other companies (Arizona Mining Inc., NewCastle Gold Ltd. and Titan Mining Corporation) related by virtue of certain common management and a director of the Company. These services have been mainly provided through a management company equally owned by the related companies. Costs incurred by the management company are allocated between the related companies based on time incurred and use of services. The Company was charged for the following with respect to these arrangements in three months ended June 30, 2017 and 2016:

	2017	2016
Salaries and benefits	$ 7,492	$ 10,933
Office and administrative	4,019	5,682
Investor relations	150	330
Professional fees	-	5,414
Exploration and evaluation costs	-	15,536
	$ 11,661	$ 37,895

At June 30, 2017, prepaid expenses include $6,527 (March 31, 2017 – $4,423) and due to related party includes $319 (March 31, 2017 – $319) with respect to these arrangements.

Critical Accounting Policies and Estimates

The Company's accounting policies are described in its consolidated financial statements for the year ended March 31, 2017. The preparation of its consolidated financial statements requires management to make judgements, estimates and assumptions in the process of applying the Company's accounting policies 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. Estimates and assumptions are continually evaluated. However, actual outcomes could materially differ from these estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods affected. Information about critical judgements and estimates in applying accounting policies that have the most significant effect on amounts recognized in the consolidated financial statements are as follows:

Going concern

Significant judgements are disclosed in the discussion on liquidity earlier in the MD&A.

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 cost of undertaking the business activities, 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.

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.

Recent Accounting Pronouncements

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC. Some updates that are not applicable or are not consequential to the Company may have been excluded.

IFRS 9, *Financial Instruments* is mandatorily effective for the Company's consolidated financial statements for the year ending March 31, 2019. IFRS 9 brings together the classification and measurement, impairment and hedge accounting phases of the IASB's project to replace IAS 39, *Financial Instruments: Recognition and Measurement*. IFRS 9 retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortized cost; fair value through profit and loss; and fair value through other comprehensive income. IFRS 9 introduces the expected credit loss model for impairment of financial assets which replaces the incurred loss model used in IAS 39. IFRS 9 amends the rules on hedge accounting to align the accounting treatment with the risk management practices of the business. Lastly, IFRS 9 amends some of the requirements of IFRS 7, *Financial Instruments: Disclosures*, including added disclosures about investments in equity instruments measured at fair value in other comprehensive income, and guidance on financial liabilities and derecognition of financial instruments.

On January 13, 2016, the IASB issued IFRS 16 *Leases* ("IFRS 16") in accordance with which, all leases will be recorded on the statement of financial position of lessees, except those that meet the limited exception criteria. As a result, for the Company's office rental leases, rent expense will be removed and replaced by the recording of depreciation and finance expenses. IFRS 16 is mandatorily effective for the Company's consolidated financial statements for the year ending March 31, 2020.

Financial Instruments

The Company's financial instruments are classified into the following categories of financial assets and liabilities (shown at carrying value):

		June 30, 2017		March 31, 2017
Financial assets				
Loans and receivables				
Cash and cash equivalents	$	584,684	$	646,758
Amounts receivable		204		650
	$	584,888	$	647,408

Financial liabilities				
Financial liabilities at amortized cost				
Accounts payable and accrued liabilities	$	17,498	$	62,593
Due to related party		319		319
	$	17,817	$	62,912

The carrying values of the Company's financial instruments in the table above approximate their fair values as a result of their short-term nature.

Financial risk management

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 U.S. dollars. A significant change in the currency exchange rates between the Canadian dollar relative to the U.S. 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. Based on the assets and liabilities denominated in U.S. dollars held by the Canadian parent company, a 10% change in the Canadian-U.S. dollar exchange rate would result in an insignificant impact on the Company's earnings.

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. Credit risk arises for the Company from cash held with banks and financial institutions, as well as credit exposure on outstanding amounts receivable. The Company manages its exposure to credit risk by holding its cash through Canadian chartered banks. The maximum exposure to credit risk is equal to the carrying value of the financial assets.

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, 2017 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 (see discussion on liquidity earlier in the MD&A).

Risk Factors

The Company currently has no revenues from operations. Should the Company decide to explore or acquire other mineral property interests it will require additional funding, which the Company will likely seek from the equity markets. There can be no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. 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 MD&A for the year ended March 31, 2017 and the other information filed with the Canadian securities regulators, which are available on SEDAR at www.sedar.com, before investing in the Company's common shares. The risks described in the above-noted documents 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 these risks occur, or if others occur, the Company's business, operating results and financial condition could be seriously harmed and investors may lose part or all of their investment.

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