RIO CRISTAL RESOURCES CORPORATION

Management's Discussion and Analysis
For the Three and Six Months Ended September 30, 2014

EXPRESSED IN US DOLLARS

Introduction

This management's discussion and analysis ("MD&A") of Rio Cristal Resources Corporation ("Rio Cristal" or the "Company") for the three and six months ended September 30, 2014, takes into account information available up to and including November 30, 2014. This MD&A should be read in conjunction with the condensed consolidated interim financial statements (unaudited) for the three months ended June 30, 2014 and the audited consolidated financial statements for the year ended March 31, 2014, which are available on the Company's website 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. The information provided herein supplements, but does not form part of, the condensed consolidated interim financial statements for the three and six months ended September 30, 2014.

All dollar amounts are expressed in United States dollars unless otherwise noted.

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 future price of zinc, copper, gold, silver and other metals, the estimation of mineral resources and reserves, the realization of mineral resource and reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, timing of completion of studies and reports, success of exploration and development activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of exploration operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, completion of acquisitions and their potential impact on the Company and its operations, limitations on insurance coverage and the timing and possible outcome of pending litigation. 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; actual results of current exploration activities; actual results of current reclamation activities; conclusions of future economic evaluations; changes in project parameters as plans continue to be refined; 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 statements are based on certain assumptions that management believes are reasonable at the time they are made. In making the forward-looking statements in this MD&A, the Company has applied several material assumptions, including, but not limited to, the assumption that: (1) market fundamentals will result in sustained zinc, copper, gold and silver demand and prices; and (2) any additional financing needed will be available on reasonable terms. 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.

Overview

Rio Cristal was incorporated on November 24, 2006 under the name “Rio Cristal Zinc Corporation” and is organized under the laws of British Columbia, Canada. In June 2009, the Company changed its name to “Rio Cristal Resources Corporation”. 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 200 Burrard Street, P.O. Box 48600, Vancouver, British Columbia, V7X 1T2. The condensed consolidated interim financial statements (unaudited) as at September 30, 2014 consist of Rio Cristal and its two wholly owned subsidiaries: Cerro La Mina Cayman Ltd. and Rio Cristal Zinc Cayman Ltd. which are both organized under the laws of the Cayman Islands. On April 7, 2014 Cerro La Mina S.A., Rio Cristal’s wholly owned subsidiary, was dissolved.

The Company is in the business of acquiring and exploring mineral properties. Rio Cristal does not currently have any mineral producing properties or any revenues from any mineral properties. 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 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 year. Any future acquisitions are dependent upon obtaining prospects on reasonable acquisition terms and also subject to financing of the Company.

Going Concern

The business of mining and exploration involves a high degree of risk and there can be no assurance that exploration programs will result in profitable mining operations.

The Company had a net working capital deficit of $1,504,687 million as at September 30, 2014 compared to a net working capital deficit of $1,397,092 million as at March 31, 2014. The cash balance at September 30, 2014 was $3,249 compared to $6,613 as at March 31, 2014. As at September 30, 2014 current liabilities were $1,510,035 million compared to $1,404,432 million as at March 31, 2014.

The Company's condensed consolidated interim financial statements (unaudited) 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, realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The condensed consolidated interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material. 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 $24,130,871 at September 30, 2014. The Company has limited resources, has no source of operating cash flow, has a working capital deficit at September 30, 2014 of $1,504,687 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. However, there can be no assurance the Company will be successful in these initiatives. The Company will require additional financing in the near future for general working capital purposes. 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. In the interim, the Company has relied on loans from its former Directors and Officers in order to provide working capital for ongoing expenses.

Current Developments

Effective November 30, 2014, Matthew Watson was appointed Chief Executive Officer and Chief Financial Officer 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 September 22, 2014, Matthew Watson was appointed President and Palu Philips was appointed Corporate Secretary of the Company.

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 April 7, 2014 Cerro La Mina S.A., Rio Cristal's wholly owned subsidiary, was dissolved.

Results of Operations

For the Three and Six Months Ended September 30, 2014

The Company's net loss for the three and six month period ended September 30, 2014 was $40,544 (loss of $0.02 per share) and $106,393 (loss of $0.06 per share) compared to a net loss of $44,055 (loss of $0.03 per share) and $324,485 (loss per share of $0.20) for the same periods ended September 30, 2013. The decline in loss resulted from the continuation of the cost reduction plan which decreased general office expenses, exploration expenses and salaries and consulting costs in the periods ended September 30, 2014 as compared to the same periods in 2013 where the Company commenced the cost reduction program and divested itself of the Bongara property, closed the office in Lima, Peru and decreased staff.

Summary of Quarterly Results

The following table sets out selected unaudited quarterly financial information of Rio Cristal and is derived from the condensed consolidated interim financial statements (unaudited) 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)	$ (0.16)	$ (0.50)
Q2	(40,544)	(44,055)	(503,444)	(0.02)	(0.03)	(0.34)
Q3	n/a	(97,459)	(436,573)	n/a	(0.06)	(0.29)
Q4	n/a	(73,590)	(1,945,981)	n/a	(0.04)	(1.21)
Total	$ (106,393)	$ (495,534)	$ (3,633,062)	$ (0.06)	$ (0.29)	$ (2.31)

Quarterly results will vary in accordance with the Company's exploration, corporate activity and financing activities.

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.

Liquidity and Capital Resources

The Company had a net working capital deficit of $1,504,687 as at September 30, 2014 compared to a net working capital deficit of $1,397,092 million as at March 31, 2014. The cash balance at September 30, 2014 was $3,249 compared to $6,613 as at March 31, 2014. As at September 30, 2014 current liabilities were $1,510,035 million compared to $1,404,432 million as at March 31, 2014.

Investing Activity

During the three and six months ended September 30, 2014 the Company had no investing activities.

Financing Activity

During the three and six months ended September 30, 2014, the Company received a loan of $9,000 from a former director compared to $162,000 received from related parties in the three months ended September 30, 2013.

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 table below summarizes the Company's common shares and securities convertible into common shares as at November 30, 2014:

		Price	Expiry date	Number of common shares
Common shares, issued and outstanding				1,725,909
Securities convertible into common shares:				
Warrants	CDN$	$10.00	January 20, 2015	44,291
		$10.00	January 20, 2015	17,800
				1,788,000

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Related Party Transactions

Balances and transactions between the Company and its subsidiaries have been eliminated on consolidation. Details of the transactions between the Company and other related parties are disclosed below.

a. Trading transactions

In August 2014, amounts due to former related parties totaling $611,141 were purchased by an independent third-party (the "Debt Purchase"). Prior to the Debt Purchase, at June 30, 2014 due to related parties consisted of $611,141 (March 31, 2014 - $604,439) owing to individuals or companies whose officers, directors or partners were also officers or directors of the Company. Of the amount at June 30, 2014, $109,051 were loans from Directors and Officers of the Company. These loans are unsecured, have a term of one year, and incurred annual interest of 6%. The remaining loans consisted of deferred salaries and services payable of $491,926 as at June 30, 2014 (March 31, 2014 - $ 487,376) which were unsecured, non-interest bearing and due on demand.

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.

	Nature of transactions
DuMoulin Black (ended December 30, 2013)	Legal fees
Avisar Chartered Accountants (ended September 18, 2013)	Accounting fees

The Company incurred the following fees and expenses in the normal course of operations in connection with related parties.

	Three months ended…	Six months ended…		Three months ended…	Six months ended…
	September 30, 2014			September 30, 2013	
Legal fees	$ -	$ -		$ 28,528	$ 51,398
Accounting fees	-	-		14,444	15,079
	$ -	$ -		$ 42,972	$ 66,477

b. Compensation of key management personnel

In the year ended March 31, 2014 and the period from April 1, 2014 to September 30, 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 Debt Purchase. As at September 30, 2014 all former key management personnel have resigned and the current officers and directors do not have salaries or other compensation being accrued.

The remuneration of the former directors, chief executive officer, and president and chief financial officer (collectively the key management personnel) during the three and six months ended September 30, 2014 and 2013 were as follows:

	Three months ended…	Six months ended…		Three months ended…	Six months ended…
	September 30, 2014			September 30, 2013	
Salaries	$ -	$7,500		$ 21,833	$ 50,500
Share-based compensation	-	126		(8,820)	9,626
Total	$ -	$7,626		$13,013	$60,126

Critical Accounting Policies

The details of Rio Cristal's accounting policies are presented in Note 4 of the audited consolidated financial statements for the year ended March 31, 2014.

Critical Accounting Estimates

The preparation of the condensed consolidated interim financial statements (unaudited) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the condensed consolidated interim financial statements (unaudited) and the reported amounts of revenues and expenses during the reporting period. The significant estimates and judgments are unchanged from those disclosed in the Company's annual financial statements for the year ended March 31, 2014.

Financial instruments and financial risk

The Company's financial instruments are exposed to certain financial risks which are discussed in detail within Note 7 to the Company's March 31, 2014 audited financial statements and Note 6 to the Company's September 30, 2014 condensed consolidated interim financial statements (unaudited). These were also discussed in the Company's March 31, 2014 annual management discussion and analysis.

Additional Disclosure for Venture Issuers without Significant Revenue

Additional disclosure concerning Rio Cristal's general and administrative expenses and resource property costs is provided in the Company's condensed consolidated interim statement of loss and comprehensive loss contained in its condensed consolidated interim financial statements (unaudited) for September 30, 2014 and 2013 that is available on Rio Cristal's website at www.riocristalresources.com or on its SEDAR Page Site accessed through www.sedar.com.

Controls and Procedures

In connection with Exemption Orders issued in November 2007 and revised in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the consolidated financial statements and respective accompanying Management's Discussion and Analysis.

In contrast to the certificate under National Instrument ("NI") 52-109 (Certification of disclosure in an Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

Disclosure Controls and Procedures

Disclosure controls and procedures ("DC&P") are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting ("ICFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose.

TSX-V listed companies are not required to provide representations in the annual filings relating to the establishment and maintenance of DC&P and ICFR, as defined in Multinational Instrument 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of a TSX-V issuer to design and implement on a cost effective basis DC&P and ICFR as defined in Multinational Instrument 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Approval

The Board of Rio Cristal has approved the disclosure contained in this MD&A.

Additional Information

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

RIO CRISTAL RESOURCES CORPORATION

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