MANAGEMENT DISCUSSION AND ANALYSIS

Dated April 27, 2016

For the year ended December 31, 2015

(Form 51-102F1)

April 27, 2016

This Management's Discussion and Analysis (MD&A) reviews the activities of Conquest Resources Limited ("Conquest", or the "Company") and compares the financial results for the year ended December 31, 2015 with those of the year ended December 31, 2014.

For a more complete understanding of the Company's financial condition and results of operations, this MD&A should be read together with the audited consolidated financial statements and the accompanying notes for the year ended December 31, 2015, a copy of which is filed on the SEDAR website.

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS"), and these statements are filed with the relevant regulatory authorities in Canada. Conquest is a reporting issuer in Ontario, British Columbia and Alberta and trades on the TSX Venture Exchange under the symbol CQR.

All monetary amounts are in Canadian dollars unless otherwise stated.

COMPANY OVERVIEW

Conquest Resources Limited is a mineral exploration company engaged in the exploration of mineral properties in Ontario. The Company's principal exploration target is gold.

Conquest holds an undivided 100% interest in the **Alexander Property** located in the Red Lake mining camp in Ontario. A 2% net smelter royalty was reserved at the time of acquisition by the previous owner, a holding company, which is controlled by the Chairman of Conquest. Conquest is the operator of the Alexander Property.

Conquest holds a 100% interest in the **Smith Lake Property** which consists of six (6) patented mining claims and twenty-five (25) staked mining claims covering approximately 5,200 hectares of land located within the Missanabie-Goudreau Greenstone Belt in Leeson, Stover, and Rennie Townships in northern Ontario. The claim group is situated adjacent to the patented mining claims and includes lands lying to the north, west and south of the Renabie gold mine.

Conquest also holds the **King Bay Property** at Sturgeon Lake, Ontario. The King Bay property comprises a combination of Mining Leases and Mineral Claims.

At December 31, 2015, Conquest had invested a cumulative total of $6,236,000 on the Alexander Property, $1,188,000 on Smith Lake and $996,000 on King Bay. These values may not reflect the realizable value of the properties if they were offered for sale at this time.

Due to current financial and market conditions Conquest has curtailed all Company financed exploration but has continued property maintenance programs, including prospecting, petrographic studies and structural evaluation programs at its Smith Lake property.

The Company continues to assess mining project opportunities arising from deflated market conditions across the industry and for which acceptable financing terms may be arranged.

MINERALS PROPERTIES OF THE COMPANY

ALEXANDER GOLD PROJECT

Conquest's Alexander Property lies immediately east of Goldcorp Inc.'s Red Lake and Campbell mines in the heart of the Red Lake Gold Camp and is almost completely surrounded by Goldcorp's land holdings. The Alexander Property is located within the important "Mine Trend" regional structure. Management believes that the Company holds one of the most prospective land positions in the Red Lake gold camp.

Goldcorp's Red Lake operations are situated in the eastern part of the Red Lake Greenstone Belt. The western boundary of Conquest's Alexander Property is located adjacent to Goldcorp's Red Lake gold mine and approximately 500 meters east of Goldcorp's Balmer Complex shaft headframe. The Balmer Assemblage is host to the high grade gold ores at the Red Lake mine. Balmer Assemblage stratigraphy that characterize the well-established mine trend at Red Lake is present in drill holes on Conquest's Property and strikes northwest to southeast through the Alexander Property.

Goldcorp reported a fourth quarter 2015 increase in gold production at Red Lake, to 99,900 ounces, bringing its 2015 gold production from Red Lake to 375,700 ounces, at an average mined grade of 18.44 grams per tonne, at an all-in sustaining cost of $906 per ounce. Goldcorp reported that its higher production was a result of the ramp-up of mechanized mining in the Upper Red Lake and R zones, combined with operational improvements. Goldcorp expects 2016 annual production at Red Lake to be between 300,000 and 330,000 ounces of gold. Automation is expected to result in lower grades and lower mining costs as Goldcorp transitions to mechanized mining, bulk mining and material movement.

Goldcorp's continuing exploration and evaluation of its 100% owned, high-grade, HG Young deposit at Red Lake is expected to result in a concept study in the fourth quarter of 2016, which, assuming a positive business case, will lead to a pre-feasibility study commencing in the first half of 2017. Ongoing exploration and production success by Goldcorp at Red Lake continues to demonstrate the prospectively of the Red Lake camp. Conquest's Alexander Property is strategically located immediately adjacent to Goldcorp's producing Red Lake Mines.

The twenty-seven (27) patented mining claims that comprise the Alexander Property do not require any annual minimum expenditure, other than nominal property taxes.

Conquest's exploration activities on the Alexander project to date are summarized in a Technical Report dated November 21, 2012 which is available under the Company's profile at www.sedar.com. Recommendations for continued exploration are proposed in that Report.

The Technical Report recommends that additional work be conducted to:

(a) establish and drill test targets through a compilation of existing exploration drilling, geophysics, and geochemistry;

(b) follow-up previous geophysical work conducted by Goldcorp on the Alexander Property and the adjacent mine properties;

(c) conduct geochemical surveys on the ground and using existing drill core to establish new drill hole targets; and,

(d) research and conduct a modern bore-hole EM and IP geophysical survey that utilizes the 2009, 2010, and 2011 drill holes which have been maintained for this purpose.

The Company intends to undertake these recommendations when financing on terms acceptable to the Company is available or when equity markets allow for the issuance of shares without undue dilution or in such circumstances where a qualified joint-venture partner emerges.

In 2015, the Company's exploration work on its Alexander property included examination of micro- and macro- structures and stratigraphy of on-site drill core which provided insight into the overall structural orientation of buried mineralization at Alexander. Remediation work at the Company's camp site was also carried out in 2015 as part of its environmental responsibilities. Additional follow-up examination of drill core and surface geology is planned in 2016.

SMITH LAKE GOLD PROJECT

Conquest's Smith Lake Property consists of six (6) patented mining claims and twenty-five (25) staked mining claims covering approximately 5,200 hectares of land located within the Missanabie-Goudreau Greenstone Belt in Leeson, Stover, and Rennie Townships in northern Ontario.

The Smith Lake property is 100% Conquest owned and is contiguous with the former International Corona Resources Renabie Gold Mine which produced more than 1,000,000 ounces of gold from 1941 through 1991 (at which time the mine was officially closed) from reported reserves of approximately 6 million tonnes at an average grade of 6.6 grams per tonne gold and 2 grams per tonne silver.

In 2014, Conquest completed a property-scale geophysical interpretation of the 2012 and 2013 data collected by the OGS and by Fugro Geophysics, under contract to Conquest. The results of this compilation and interpretation study indicate that multiple target sites are present in the volcanic stratigraphy to the west and northwest of the former Renabie minesite. These gold and volcanogenic massive sulphide targets have been prioritized for ground follow-up mapping and prospecting based on both the apparent structural complexity and the nature of the conductive horizons which are oriented sub-parallel to stratigraphy on Conquest's property.

In 2014, Conquest also completed further evaluation of the geophysical databases of the property. The work was completed under contract by CGG (formerly Fugro Geophysics Canada) and the evaluation report is the product of the combined efforts of Conquest management and CGG. The results of this evaluation have reconfirmed multiple target sites for volcanogenic massive sulphide mineralization on Conquest's Smith Lake property.

In 2015 Conquest carried out a geo-referencing survey on the Smith Lake property as part of a special geo-referencing program sponsored by the Ontario Government to advance its future map staking initiative.

In the summer of 2015, Conquest undertook an initial phase of geological mapping, prospecting and sampling program on the staked claim portion of the Smith Lake Property to examine target locations defined by the 2014 geophysical assessment of data. More than thirty (30) targets were established on the basis of conductive geophysical anomalies and interpretation of favorable stratigraphy. Fifteen (15) of the thirty target sites were visited during the prospecting program and a total of fifty-five (55) hand specimen samples were collected, which included eight (8) soil samples and forty-six (46) rock samples for petrographic and assay analysis. A total of fourteen (14) rock samples were submitted for trace gold content using a fire assay technique.

The rock and soil samples were analyzed at AGAT Laboratories in Mississauga, Ontario using the AGAT analysis codes "202-052" for rock samples (Fire Assay - Trace Au, ICP-OES finish) and "201-074" (Aqua Regia Digest - Metals Package, ICP/ICP-MS finish). The results were interpreted in the context of the host geology at each of the sample collection sites.

Prospecting and analyses revealed that three sulphide showings contain anomalous mineralization associated with quartz veins and warrant follow-up exploration. Assays from these showings yielded elevated gold values (0.24 and 0.25 grams Au per tonne) however the significance of the showings has yet to be determined due to the structural complexity and geological controls on mineralization. A selection of the rock hand-specimens have been prepared for petrographic, polished thin section studies that will be used to classify the host lithologies associated with these three sulphide occurrences.

During the third quarter of 2015, Conquest carried out a short prospecting program focused on vein morphology near the former Renabie Mine. From a compilation of historical data, an area located southwest of the former minesite was targeted for prospecting of quartz veins hosted within intrusive and volcanic rocks with favorable structural controls for gold mineralization. A vein array was located that appears to be similar to the auriferous veins at the Renabie mine site. Particular interest was directed towards the west-northwest trending, south dipping, Campbell vein which is believed to extend across the southern part of former Renabie Mine site held by Barrick (formerly International Corona Resources) and projected onto Conquest claims. This vein is characterized by massive, laminated and echelon morphology with widths up to eleven (11) meters in thickness. Additional work is planned at Smith Lake in 2016 to expose and sample this occurrence.

KING BAY PROJECT

Conquest's King Bay Property is located at Sturgeon Lake, Ontario, the property comprises a combination of Mining Leases and Mineral Claims. Conquest's drilling programs during 2007 and 2008 investigated geophysical targets under the waters of King Bay that were believed to be potential sources for high grade gold mineralization previously found in distinct boulder trains along the south shore of King Bay. Historic high-grade gold values reported by previous owners of the property from three separate boulder trains include a highest value of 521.1 g/t gold (15.2 ounces per ton) while the average grade of boulders sampled from the central boulder train is 18.2 g/t gold (0.53 ounce per ton), from the eastern boulder train is 18.9 g/t gold (0.55 ounce per ton) and 5.14 g/t gold (0.15 ounce per ton) from the western boulder train.

A drilling program off ice in 2007 investigated the W-Series anomalies outlined by magnetic surveys situated immediately up ice from the western boulder train. Gold mineralization was encountered in 9 holes and in all of the five W-Series anomalies. Gold mineralization occurred with blue-black quartz (BBQ) veining in altered quartz-feldspar porphyry (QFP). Four samples of BBQ veining from the W4 anomaly contained fine grained free gold (visible gold). Significant gold values (up to a maximum of 74.55g/t gold) were intersected over narrow widths (maximum 1.05 metres). In earlier drilling, a 34.7metre intersection returned gold assays ranging from 0.79 to 43.0 gm/t gold over narrow widths. Several of the veins contain visible gold. The most significant interval returned 22.7 gm/t gold over 0.3m, which includes a "best assay" of 43.0 gm/t gold over 0.1m, all within a 1.07 metre interval averaging 6.86 gm/t gold.

A short follow-up drill programme comprising four holes (291 metres) off the ice in late December 2007 and January 2008 was targeted to follow up a geophysical anomaly close to the EC-1 target which was believed to be a possible source of the Eastern and Central Boulder Trains. The anomaly was explained as an inclusion of metavolcanic rocks within the quartz feldspar intrusive. The Company believes that the mineralization encountered represents a source area of the Western Boulder Train and further exploration is recommended to locate the source of the Central and Eastern Boulder Trains.

Due to the value of the exploration programs carried out over past years, the mineral claims are in a credit position with respect to minimum work commitments and do not therefore have any minimum expenditure requirement other than minimal mining lease taxes.

QUALIFIED PERSON AND TECHNICAL REPORT

Benjamin Batson, P. Geo., Vice President Exploration of Conquest Resources Limited, is the Company's Qualified Person for the purposes of National Instrument 43-101 and has approved the technical disclosures within this MD&A.

A technical report entitled "Technical Report on Exploration at the Alexander Gold Project in Red Lake, Ontario" dated November 21, 2012 by Benjamin Batson, P. Geo of Conquest, was filed on SEDAR and may be viewed under the Company's profile at www.sedar.com.

Change in Accounting Policy

During the year ended December 31, 2015, the Company changed its accounting policy of capitalizing exploration and evaluation expenditures. Under the new policy, all costs associated with the exploration and evaluation of properties are expensed as incurred until it has been established that a mineral property is commercially viable and a mine development decision has been made by the Company. The Company believes expensing such costs as incurred provides more appropriate financial information in accordance with IFRS. Upon establishment of a NI 43-101 compliant resource, and where the directors consider that the resource is economic, the Company will capitalize any further evaluation expenditure under Exploration and evaluation assets. The audited financial statements as at and for the year ended December 31, 2014 have been restated to reflect adjustments made as a result of this change in accounting policy. The effect of the change in accounting policy is to retroactively expense exploration and evaluation expenditures incurred on the Alexander and Smith Lake properties.

RESULTS OF OPERATIONS

The Company recorded no revenue in years ended December 31, 2015 or 2014.

For the year ended December 31, 2015, the Company recorded a loss of $171,000 ($0.002 per share). The loss included a share-based expense of $33,000, exploration expenditures of $77,000, and a gain of $74,000 on disposal of the remaining marketable securities.

For the year ended December 31, 2014, the Company recorded a profit of $218,000 ($0.002 per share). The profit included a share-based expense of $34,000, exploration expenditures of $20,000, an unrealized gain of $140,000 to market value on the marketable securities, and a gain on disposal of exploration property of $310,000.

For the three month period ended December 31, 2015, the Company recorded a loss of $131,000 ($0.001 per share); compared to a profit of $253,000 ($0.003 per share) for the three month period ended December 31, 2014. The profit for the period ended December 31, 2014 included the gain on disposal of exploration property of $310,000.

SELECTED ANNUAL INFORMATION

The following selected annual information has been derived from the annual consolidated financial statements of the Company, which have been prepared in accordance with International Financial Reporting Standards.

(Expressed in thousands of Canadian dollars)	2015 $	2014 $	2013 $
Loss before amortization, write downs and gain on sale of investments	(245)	(232)	(184)
Net income (Loss)	(171)	218	(852)
Net earnings (loss) per common share - diluted	(0.002)	(0.000)	(0.009)
Net earnings (loss) per common share - basic	(0.002)	(0.000)	(0.009)
Total assets	241	369	100
Cash and cash equivalents	226	4	9
Long-term debt and capital leases	Nil	Nil	Nil
Shareholders equity	160	298	46

Summary of Quarterly Results - IFRS

	Q4 2015 ($000's)	**Q3** 2015 ($000's)	**Q2** 2015 ($000's)	**Q1** 2015 ($000's)	**Q4** 2014 ($000's)	**Q3** 2014 ($000's)	**Q2** 2014 ($000's)	**Q1** 2014 ($000's)
Income/(loss) before income taxes	(42)	(50)	(63)	(16)	262	(67)	(34)	57
Net income/(loss)	(42)	(50)	(63)	(16)	262	(67)	(34)	57
Net income/(loss) per share - Basic and diluted	(0.000)	(0.000)	(0.000)	0.000	0.000	(0.001)	(0.000)	0.001
Total assets	241	254	310	392	369	96	150	155
Working Capital	160	181	246	309	298	35	103	104

- The first quarter of 2014 includes a gain of $107,000 on the market value of marketable securities
- The second quarter of 2014 includes a share-based payment expense of $34,000, a gain of $31,000 on the disposal of marketable securities and a gain of $21,000 on the market value of the remaining marketable securities
- The third quarter of 2014 includes a loss of $24,000 on the market value of marketable securities
- The fourth quarter of 2014 includes a gain on disposal of exploration property of $343,000
- The first quarter of 2015 includes a gain of $50,000 on the market value of marketable securities
- The second quarter of 2015 includes a gain on disposal of marketable securities of $24,000

LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2015, the Company had cash of $226,000 and a working capital surplus of $160,000, compared to a surplus of $298,000 at December 31, 2014.

Total assets at December 31, 2015 were $241,000 compared to $369,000 at December 31, 2014. Accounts payable and accrued liabilities increased to $81,000 at December 31, 2015 from $71,000 at December 31, 2014.

The Company holds a 100% interest in the Alexander Property, on which it has invested a cumulative total of $6,236,000 at December 31, 2015, a 100% interest in the Smith Lake Property, on which it had invested a cumulative total of $1,188,000 at December 31, 2015, and $996,000 on King Bay. These values may not reflect the realizable value of the properties if they were offered for sale at this time.

At December 31, 2015, the Company had limited working capital, had not achieved profitable operations, had an accumulated deficit since inception and expects to incur further losses in the development of its business. The Company has relied on equity financing to fund its working capital requirements. The Company will need to generate additional financial resources in order to continue as a going concern and to fund any exploration programs. There is a risk that additional financing will not be available to the Company on a timely basis or on acceptable terms. There are no assurances that the Company will be able to obtain additional financial resources. If the Company is unable to obtain adequate additional financing, the Company will be required to curtail operations.

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements.

TRANSACTIONS BETWEEN RELATED PARTIES

Related party transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Amounts paid and accrued include the following expenditures which were incurred with directors and officers of the Company, corporations with directors and/or officers in common with the Company, and corporations controlled by directors and/or officers of the company.

No fees were paid by the Company to directors and officers for their services as directors and officers of the Company in the years ended December 31, 2015 or December 31, 2014. Professional fees comprises of administration and legal services provided by persons or corporations controlled by persons who are directors.

During the period ended December 31, 2015, the Company made payments or accrued a total of $19,000 to related parties, including $4,000 to Steenberglaw Professional Corporation, a company controlled by Neil J.F. Steenberg, Director and Secretary, for legal fees; and $15,000 to Robert Kinloch, Director, for management services.

Included in accounts payable at December 31, 2015 is $51,000 payable to these related parties. Such amounts are due on demand, unsecured and non-interest bearing.

CRITICAL ACCOUNTING ESTIMATES

The Company's financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) and require management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the related disclosure of contingent assets and liabilities, if any. The Company's management makes assumptions that are believed to be reasonable under the circumstances and that are based upon historical experience, current conditions and expert advice. These estimates are reviewed on an ongoing basis for updated information and facts. The use of different assumptions would result in different estimates, and actual results may differ from results based on these estimates.

ADOPTION OF NEW ACCOUNTING STANDARDS

The Company has adopted the following new standards, along with any consequential amendments, effective January 1, 2015. These changes were made in accordance with the applicable transitional provisions.

IFRS 8 - Operating Segments ("IFRS 8") was amended to require an entity to disclose the judgments made by management in aggregating segments. IFRS 8 was also amended to clarify that an entity needs to present a reconciliation between the total reporting segment's assets to the entities' total assets if this information is usually provided to the chief operating decision maker. The amendments are effective for annual periods beginning on or after July 1, 2014.

IAS 24 – Related Party Disclosures ("IAS 24") was amended to clarify that an entity providing key management services to the reporting entity or the parent of the reporting entity is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. The amendments to IAS 24 are effective for annual periods beginning on or after July 1, 2014.

RISK FACTORS

In conducting its business, Conquest faces a number of risks common to the mining and exploration industry. These are summarized below. There are also certain specific risks including those listed below, associated with an investment in the Company and prospective investors should consider carefully these specific risk factors associated with an investment in the Company.

ADDITIONAL FINANCING/GOING CONCERN

The Company's ability to continue exploration and development of its properties will be dependent upon its ability to raise additional financing. No assurances can be made that the Company will be able to raise such additional capital.

At December 31, 2015, the Company had limited working capital, had not achieved profitable operations, had an accumulated deficit since inception and expects to incur further losses in the development of its business. The Company has relied on equity financing to fund its working capital requirements. The Company will need to generate additional financial resources in order to fund its planned exploration programs and continue as a going concern. There is a risk that additional financing will not be available to the Company on a timely basis or on acceptable terms. There are no assurances that the Company will continue to obtain additional financial resources and/or achieve positive cash flows or profitability. If the Company is unable to obtain adequate additional financing, the Company will be required to further curtail operations.

STAGE OF DEVELOPMENT

All of the Company's properties are in the exploration stage. There can be no assurance that the Company will be able to develop and operate any of these projects profitably, or that its activities will generate positive cash flow.

Exploration and development of minerals is a speculative venture involving substantial risk. There is no certainty that the expenditures to be made by the Company will result in discoveries of commercial quantities of ore. Hazards such as unusual or unexpected formations and other conditions are involved.

The development of natural resources which may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the proximity and capacity of processing equipment, proximity of the necessary infrastructure, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting minerals and environmental protection. The exact effect of these factors cannot be accurately predicted.

DEPENDENCE UPON KEY PERSONNEL

The success of the operations and activities of the Company is dependent to a significant extent on the efforts and abilities of its management, including in particular its Chairman and its President. The loss of services of any of its management could have a material adverse effect on the Company. The Company does not maintain key management insurance on any of its management.

LAWS AND REGULATIONS

The Company's mining and exploration activities may be affected by the extent of the country's political and economic stability and the nature of government regulation relating to the mining industry and foreign investors therein. Changes in regulation or shifts in political conditions are beyond the control of the Company and may adversely affect its business and its holdings. In addition, mining operations may be affected by government regulations with respect to production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

INSURANCE

The Company may become subject to liability for cave-ins, environmental impacts or other hazards of mineral exploration and production against which it cannot insure or against which it may elect not to insure because of high premium costs or other reasons. Payment of such liabilities would reduce funds available for acquisition of mineral prospects or exploration and development and would have a material adverse effect on the Company's financial position. The directors of the Company know of no such liability pending or otherwise at this time.

ADEQUATE LABOUR

The Company will depend upon recruiting and maintaining other qualified personnel to staff its operations. The Company believes that such personnel currently are available at reasonable salaries and wages in the geographic areas in which the Company intends to operate. There can be no assurance, however, that such personnel will always be available in the future. In addition, it cannot be predicted whether the labour staffing at any of the Company's projects will be unionized, resulting in potentially higher operating costs.

GOLD OR OTHER METAL PRICES

The ability of the Company to develop its properties and the future profitability of the Company is directly related to the market price of certain commodities and specifically gold as well as the capitalization of the Company and the general receptiveness of the markets to junior equities.

The price of gold, as well as other precious and base metals, has experienced some volatility over short periods of time and is affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations (including the U.S. dollar relative to the Canadian dollar and other currencies), interest rates, global or regional consumption patterns, speculative activities and increases in production due to improved mining and production methods. The supply of and demand for gold and other precious and base metals are affected by various factors including political events, economic conditions and production costs in major mineral producing regions.

FINANCIAL INSTRUMENTS

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no changes in the risks, objectives, policies and procedures from the previous period.

FAIR VALUE

The carrying amounts for cash, marketable securities, amounts receivable and accounts payable and accrued liabilities on the consolidated statements of financial position approximate fair value because of the limited term of these instruments. The marketable securities are stated at the quoted market value.

INTEREST RATE RISK

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by major Canadian banks. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

CREDIT RISK

Credit risk is the risk that a client or vendor will be unable to pay or receive any amounts owed or owing by the Company. Management's assessment of the Company's risk is low as it is primarily attributable to funds held in Canadian banks.

COMMODITY PRICE RISK

The ability of the Company to develop its properties and the future profitability of the Company is directly related to the market price of certain minerals, particularly gold.

LIQUIDITY RISK

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At December 31, 2015, the Company had cash of $226,000 to settle current liabilities of $81,000. The Company's accounts payable have contractual maturities of less than 30 days and are subject to normal trade terms. Other financial liabilities arise from the issue of flow-through shares and are reversed once exercised.

MARKET RISK

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate because of changes in market prices. The Company is no longer exposed to market risk with respect to its marketable securities as all marketable securities were sold by the Company and none are held at December 31, 2015.

CAPITAL RISK

The Company manages its capital to ensure that there are adequate capital resources for the Company to maintain and explore its mineral properties. The capital structure of the Company consists of shareholders' equity.

SENSITIVITY ANALYSIS

Cash is invested in investment-grade short-term deposit certificates. Based on management's knowledge and experience in the financial markets, sensitivity to a plus or minus 1% change in rates, based on the current balance of cash at December 31, 2015, would affect the net income by plus or minus $2 during a one-year period.

As at December 31, 2015, the Company did not hold any material balances in foreign currencies that would give rise to exposure to foreign exchange risk.

PRICE VOLATILITY OF PUBLICLY TRADED SECURITIES

Securities of exploration companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the relative attractiveness of particular industries. The Company's share price is also likely to be significantly affected by short-term changes in metal prices or in the Company's financial condition or results of operations as reflected in quarterly earnings reports.

FAIR VALUE HIERARCHY AND LIQUIDITY RISK DISCLOSURE

The fair value hierarchy has the following levels: (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1); (b) inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices) (Level 2); and (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3). At December 31, 2014, the Company's financial instruments that are carried at fair value, consisting of marketable securities, have been classified as Level 1 within the fair value hierarchy. At December 31, 2015, the Company had no financial instruments to classify within the fair value hierarchy.

OUTSTANDING SHARE CAPITAL

The Company has unlimited authorized share capital of a single class of common shares of which, at December 31, 2015 and April 27, 2016, 95,477,728 common shares were issued. Each common share entitles the holder to one vote. The common shares rank equally for dividends and for all distributions upon dissolution or wind up.

At December 31, 2015 and April 27, 2016, there were 7,000,000 share options outstanding, issued pursuant to the Company's Stock Option Plan.

ADDITIONAL INFORMATION

Additional information about the Company is available under the Company's profile on SEDAR at www.sedar.com and on the Company's website at www.conquestresources.net.

The Company reports its financial information in Canadian dollars.

FORWARD-LOOKING STATEMENTS

This management's discussion and analysis contains certain forward-looking statements relating to, but not limited to, the Company's expectations, intentions, plans and beliefs. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include reserve and resource estimates, estimates of future production, unit costs, costs of capital projects and timing of commencement of operations, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves the grade and recovery of ore which is mined varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, delays in the development of projects changes in exchange rates, fluctuations in commodity prices, inflation and other factors. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results. Shareholders and prospective investors should be aware that these statements are subject to known and unknown risks uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.

April 27, 2016