



MANAGEMENT DISCUSSION AND ANALYSIS

Dated May 25, 2018

For the three-month period ended March 31, 2018

(Form 51-102F1)

May 25, 2018

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 three-month period ended March 31, 2018 with those of the three-month period ended March 31, 2017.

For a more complete understanding of the Company's financial condition and results of operations, this MD&A should be read together with the condensed interim consolidated financial statements and the accompanying notes for the three-month period ended March 31, 2018, 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 principally in the exploration of high-grade gold properties in Ontario, Canada. The Company's objective is to find and acquire projects and through exploration, to discover and develop an economically viable gold deposit.

In December 2017, Conquest began an exciting transformation by acquiring the Golden Rose Property, located at Emerald Lake 65 kilometres northeast of Sudbury, Ontario. The easily accessible patented and staked mining claims encompass the past producing Golden Rose Gold Mine where between 1915 and 1988, intermittent mining activities produced 52,000 ounces of gold from structurally controlled, high-grade quartz veins hosted in banded iron formation.

In April 2018, Conquest substantially increased its land position at Emerald Lake by claiming 3,200 hectares of prospective ground and now holds 3,980 hectares in six exploration blocks underlain by highly prospective Abitibi greenstone geology, traversed by two parallel banded iron formations.

The exploration assets of the Company, in addition to Golden Rose, also include three other gold exploration properties known as Alexander, Smith Lake, and King Bay, all located in Ontario.

Conquest holds a 100% interest in the **Alexander Property** in the heart of the Red Lake mining camp in Ontario, strategically located east of the Red Lake and Campbell mines operated by Goldcorp Inc. Conquest has invested a total of \$6.2 million at Alexander exploring on the Balmer Assemblage known for its prolific gold production.

Conquest holds a 100% interest in the **Smith Lake Property** which consists of six patented mining claims and sixteen staked mining claims covering approximately 2,915 hectares located within the Missanabie-Goudreau Greenstone Belt in Leeson, Stover, Brackin and Rennie Townships in northern Ontario, contiguous with the former International Corona's (Barrick Gold Corporation) Renabie Gold Mine

Conquest also holds the **King Bay Property** at Sturgeon Lake, Ontario, approximately 100 kilometers north of Ignace in the Thunder Bay Mining Division.

At March 31, 2018, Conquest had invested a cumulative total on exploration activities of \$6,244,976 on the Alexander Property, \$1,244,462 on Smith Lake and \$999,196 on King Bay. These values may not reflect the realizable value of the properties if they were offered for sale at this time.

On January 29, 2018 the Company announced completion of a \$535,281 private placement financing with proceeds to be used for exploration at Golden Rose and general operating expenses. The Company will need to generate additional financial resources to fund future planned exploration programs.

At March 31, 2018, the Company had not achieved profitable operations 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. There is a risk that additional financing will not be available to the Company on a timely basis or on acceptable terms. There is no assurance that the Company will continue to obtain additional financial resources and/or achieve positive cash flows or profitability.

In May 2018, Benjamin Batson resigned as President and Chief Executive Officer to pursue a private business opportunity outside the mining industry. Mr. Batson, who had been appointed as President and Chief Executive in November 2017, joined Conquest in 2009 and formerly held the office of Vice President Exploration.

Robert Kinloch, Executive Vice President and Director, who had served as President and Chief Executive for the previous three years, has been re-appointed as President and Chief Executive of the Company.

Paul Smith, P. Geo, previously Senior Geologist, will continue to lead the technical team and direct the Company's explorations programs.

MINERAL PROPERTIES OF THE COMPANY

GOLDEN ROSE PROJECT

Conquest holds a 100% interest in the **Golden Rose Property** at Emerald Lake located 65 kilometres northeast of Sudbury, Ontario.

The patented and staked mining claims encompass the former Golden Rose Gold Mine, underlain by highly prospective Abitibi greenstone geology, with two highly prospective, parallel (north and south) banded iron formations at Emerald Lake. Between 1915 and 1988, intermittent mining activities produced 52,000 ounces of gold from structurally controlled, high-grade quartz veins hosted in banded iron formation.

On November 27, 2017, Conquest entered into an agreement with Northern Nickel Mining Inc. ("Northern Nickel"), a private company, and its shareholders to acquire Northern Nickel and with it the Golden Rose Property. Conquest completed the transaction on December 8, 2017 through the issuance of 10,000,000 shares of Conquest to the shareholders of Northern Nickel in exchange for 100% of the shares of Northern Nickel.

In April 2018, Conquest substantially increased its land position at Emerald Lake by claiming 3,200 hectares of prospective land near its Golden Rose mine property. Conquest now controls 3,980 hectares in six (6) exploration blocks at Emerald Lake. This represents an increase in Conquest's land position at Emerald Lake of more than 500 percent.

A portion of the Golden Rose property comprising some of the unpatented staked claims is subject to a 1.5% NSR held by Osisko Gold Royalties Ltd., and the patented claims and leases are subject to a 2% NSR held by EnerMark Inc.

Conquest's exploration strategy for the Golden Rose property targets gold mineralization lying along two prospective horizons of Algoman-type banded iron formation, which trend east-west across entire strike length of the Golden Rose property, and Archean-aged greenstone volcanics, in search of orogenic gold deposits at three distinct scales: mine area, property, and regional.

The eastern portion of the property has seen relatively little previous exploration, despite having known gold and base metal occurrences in outcrop and drill holes.

Winter/ Spring 2018 Exploration program at Golden Rose

Throughout the first quarter of 2018 and to date, Conquest has undertaken an extensive compilation of all historical mining and exploration records at both the Golden Rose property and surrounding area, including 3D-digital transformation of historical mine maps, sections and drill logs, and surveying.

The Company is also undertaking a program of relogging of historical drill core and new ground surveys.

New airborne geophysical survey

A new airborne geophysical survey was flown under contract to Geotech Limited, using helicopter-borne horizontal magnetic gradiometer and variable time-domain electromagnetic (“VTEM”) instrumentation. The survey was specifically designed for sub-vertically oriented geology and faulting of the Archean basement stratigraphy that underlies the Emerald Lake property and the former Golden Rose Gold Mine. The final report to accompany the digital information layers is expected to be delivered to Conquest before the end of May.

The interpretation of the final airborne geophysical data will include inversion techniques used to model three-dimensional solids for use in Conquest’s target model of the property. With the addition of the Geotech VTEM data, interpreted zones of conductance will be layered into compiled magnetic and bedrock geology models. These, and other data will subsequently be used in positioning collar locations within selected geophysical targets for the planned drill programs.

New geological modelling

Digital information from more than six kilometres of underground workings and 450 drill holes, in addition to compiled surface mapping, geochemistry and geophysics, are being integrated into a new 3D-geological model of the Golden Rose mine property.

As part of Conquest’s data mining, the new geological model will focus on the folded and faulted altered stratigraphy along the prospective Archean-aged banded iron formations over the entire seven-kilometer strike length across the property.

This new detailed information will permit re-interpretation of stratigraphic controls, structural setting and alteration characteristics associated with gold mineralization at the Golden Rose mine.

Early summer 2018 exploration program

Relogging of drill core recovered from previous drilling by others in 2009 and 2010 will continue to provide valuable information for integration into the new geological model. Petrographic studies are also underway, specifically focused on ore mineralogy and alteration assemblages of the various host rock lithologies.

Surveying of previously set survey marker and monuments is planned to commence in late May to help with both the registration of multiple historical mine and exploration grids and assist in the surface delineation of the regional surface expression of marker stratigraphy, as observed within the mine sequence. Additional regional geological mapping along the banded iron formations will commence in June to support verification of geophysical interpretation and in preparation for an initial phase of drilling. This will be followed by line cutting of an exploration grid.

By completing a thorough compilation review and targeting exercise of the stratigraphy, structure, alteration, geochemistry, alteration and geophysics, Conquest is working to be well positioned to systematically explore the Golden Rose property, where multiple targets at both the mine-site and on the wider property area have already been identified.

ALEXANDER GOLD PROJECT

Conquest’s Alexander Property is strategically located east of the Red Lake and Campbell mines owned and operated by Goldcorp Inc. in the heart of the Red Lake Gold Camp. Conquest’s 100% owned Alexander Property is mostly 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, outside Goldcorp.

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 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 Alexander Property and strikes northwest to southeast through the Conquest's patented claim group.

Goldcorp reported gold production for 2017 at Red Lake of 209,000 ounces, which is down 35% over 2016. Tonnes and grade milled at Red Lake in 2017 were reported at 623,000 tonnes of ore at a grade of 1 1.60 grams per tonne. Goldcorp reported that the decline in performance at the Red Lake mine reflected a focus on initiatives expected to deliver long-term benefits including a significant cost and infrastructure rationalization program, the acceleration of underground development and the transition to predominately bulk method mining.

Goldcorp reported that gold production at Red Lake for the three months ended March 31, 2018 at 60,000 ounces was higher than the 49,000 ounces produced in same period in the prior year due to higher tonnes, partially offset by planned lower grades. Goldcorp also reported that the investments to optimize the long-term value of the Red Lake camp and a review of the mining cost structure to transition to a higher tonnage, lower grade operation with lower costs will continue throughout 2018.

Ongoing exploration success by Goldcorp at Red Lake continues to demonstrate prospectivity of the Red Lake camp, which Conquest believes enhances potential at the Alexander Property.

On October 25, 2017, Goldcorp announced in its Exploration Update that it had commenced a complete review study of the Red Lake belt that includes the collation, scanning, digitization and layering of more than 60 years of historical data. Once completed, this data will be incorporated into a prospectivity analysis that will drive exploration through 2018 and beyond.

Any such initiative would, by inference, include Conquest's Alexander Property. Conquest believes that a full understanding of Goldcorp's adjacent exploration activities is important to a broader understanding of the highly prospective target area that lies adjacent to Conquest's Alexander property boundary and extends into the Alexander property.

Conquest has invested a cumulative total of \$6.2 million on its Alexander property and the Company's twenty-seven (27) mining patents comprising the Alexander Property do not require any annual minimum expenditure, other than nominal property taxes.

SMITH LAKE GOLD PROJECT

Conquest's Smith Lake Property consists of six (6) patented mining claims and sixteen (16) staked mining claims covering approximately 2,915 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 (now Barrick Gold Corporation) Renabie Gold Mine which produced more than 1,000,000 ounces of gold from 1941 through 1991. Reported reserves from the mine were approximately six (6) million tonnes at an average grade of 6.6 grams per tonne gold and 2 grams per tonne silver.

During reconnaissance prospecting at the Smith Lake property, a large quartz vein-array was located approximately 700 metres south of the Renabie mine area on a Conquest mining claim. Records show this northwest-trending, and southward-dipping vein to be the Campbell Vein. This vein is observed in outcrop to dip southward on to Conquest's property and strike towards the former Renabie Mine workings.

The Campbell Vein is characterized by massive, laminated, and en-echelon morphology, sulphide bearing quartz veins having a maximum width of eleven (11) meters in true thickness.

During the third quarter of 2016, Conquest carried out exploration activities to further expose this vein between the historical trenches that define its apparent southwestern limit up to Conquest's claim boundary and trending away from the Renabie mine itself. This work revealed a cluster of veins along a strike length of approximately 150 metres.

A total of nine (9) bedrock samples from the vein returned elevated gold values, including four (4) grab samples having over 10 grams of gold per tonne (specifically 20.01, 19.89, 17.17 and 10.15 g/t Au respectively).

Channel sampling and detailed geological mapping of the Campbell Vein claim is planned for the 2018 field season. Additional exploration is also warranted in an area of newly discovered large quartz boulders measuring up to 2.5 by 2 by 1.5 metres in size on Conquest's Smith Lake claim group.

KING BAY PROJECT

Conquest's King Bay Property is located at Sturgeon Lake, Ontario and comprises one (1) Mining Lease and thirteen (13) Patented Mining Claims.

Conquest's drilling programs during 2007 and 2008 investigated geophysical targets under the waters of King Bay. These were believed to be potential sources for high grade gold mineralization previously found in distinct glacially derived 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 grams of gold per tonne ("gpt Au") while the average grade of boulders sampled from the central boulder train is 18.2 gpt Au, from the eastern boulder train is 18.9 gpt Au and 5.14 gpt Au from the western boulder train.

The Mining Leases and Patents at King Bay do not require minimum work expenditures other than minimal mining lease taxes and rent.

QUALIFIED PERSON

Paul Smith P. Geo. (NS) is the Company's Qualified Person for the purposes of National Instrument 43-101 and has approved the technical disclosures within this MD&A.

RESULTS OF OPERATIONS

The Company recorded no revenue for the periods ended March 31, 2018 or March 31, 2017.

For the three-month period ended March 31, 2018, the Company recorded a loss of \$179,196 (\$0.002 per share). The loss included exploration expenditures of \$123,581.

For the three-month period ended March 31, 2017, the Company recorded a loss of \$23,690 (\$0.000 per share). The loss included exploration expenditures of \$3,336.

SUMMARY OF QUARTERLY RESULTS

	Q1 2018 (\$000's)	Q4 2017 (\$000's)	Q3 2017 (\$000's)	Q2 2017 (\$000's)	Q1 2017 (\$000's)	Q4 2016 (\$000's)	Q3 2016 (\$000's)	Q2 2016 (\$000's)
Net income/(loss)	(179)	(109)	(18)	(19)	(24)	(35)	(31)	(42)
Net income/(loss) per share - Basic and diluted	(0.002)	(0.000)	(0.000)	(0.000)	(0.000)	(0.000)	(0.000)	(0.001)
Total assets	922	869	16	23	30	0	105	132
Working Capital	215	11	(47)	(28)	(9)	15	50	81

- The fourth quarter of 2017 includes \$56,410 exploration expenditures, of which \$34,676 related to the acquisition of Northern Nickel and its mining operation, Golden Rose.
- The first quarter of 2018 includes \$123,581 exploration expenditures, of which \$119,062 was spent on Golden Rose.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2018, the Company had cash of \$257,008 compared to \$215,635 at December 31, 2017.

Current assets at March 31, 2018 were \$294,120 compared to \$241,010 at December 31, 2017. Accounts payable and accrued liabilities decreased to \$44,668 at March 31, 2018 from \$214,362 at December 31, 2017.

On January 29, 2018, the Company completed the second and final tranche of its non-brokered, private placement of 1,066,540 units and 900,000 flow-through units for gross proceeds of \$295,000. Included in this amount is \$90,000 of flow-through funds which must be spent by December 31, 2019. Each unit consists of three common shares and one-half of a common share purchase warrant and was priced at \$0.15 per unit. Each flow-through unit consists of two flow-through shares, one common share, and one-half common share purchase warrant, and was priced at \$0.15 per flow-through unit. One whole warrant issued as part of either unit is exercisable for a period of one year from issue to purchase one common share at an exercise price of \$0.075.

At March 31, 2018, the Company had not achieved profitable operations, had an accumulated deficit of \$14,588,408 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

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 March 31, 2018 or March 31, 2017.

For the three-month period ended March 31, 2018, the Company accrued or made payments to related parties in the amount of \$1,302 in respect of legal services provided by Steenberglaw Professional Corporation, a company controlled by Neil J.F. Steenberg, Director and Secretary.

Included in accounts payable at March 31, 2018 is \$4,872 payable to Steenberglaw Professional Corporation. Such amounts are due on demand, unsecured and non-interest bearing.

On January 29, 2018, \$70,000 was settled through the issue of 1,400,000 shares of the Company.

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 standards and interpretations within IFRS are subject to change. For further details, please refer to Note 3 of the December 31, 2017 audited consolidated financial statements.

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 carefully consider 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 March 31, 2018, the Company 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.

The Company's capital management objectives, policies and processes remained unchanged for the three-month period ended March 31, 2018. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than Policy 2.5 of the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) CDN\$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months..

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, particularly 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 PERSONNEL

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

At March 31, 2018, the Company had cash of \$257,008 to settle current liabilities of \$44,668. The Company's accounts payable have contractual maturities of less than 30 days and are subject to normal trade terms.

MARKET RISK

Market risk is the risk that the fair value 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 were held at March 31, 2018.

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. Given 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 March 31, 2018, would affect the net loss by plus or minus \$Nil during a one-year.

As at March 31, 2018, 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 March 31, 2018 and December 31, 2016, 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.

OUTSTANDING SHARE CAPITAL

The Company has unlimited authorized share capital of a single class of common shares of which, at March 31, 2018 and May 25, 2018, 118,923,348 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 March 31, 2018 and May 25, 2018, the Company had 1,784,270 share purchase warrants outstanding, of which 801,000 have an expiry date of December 21, 2018; and 983,270, an expiry date of January 29, 2019, and at March 31, 2018 and May 25, 2018, there were 5,600,000 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.com.

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.

May 25, 2018