



ADAMERA MINERALS

ADAMERA MINERALS CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2018

OVERVIEW AND INTRODUCTORY COMMENT

Adamera Minerals Corp. (“Adamera” or the “Company”) is an exploration stage company engaged in the acquisition and exploration of precious metals. The principal properties are located in Washington State, USA. The Company acquires properties directly by staking, through option agreements with prospectors or other exploration companies, and through reconnaissance programs. The Company trades on the TSX Venture Exchange (“Exchange”) under the symbol “ADZ” and is a reporting issuer in British Columbia and Alberta. The Company also trades on the OTC Marketplace in the United States under the symbol “DDNFF”.

This MD&A is dated November 20, 2018 and discloses specified information up to that date. Unless otherwise noted, all currency amounts are expressed in Canadian dollars. The following information should be read in conjunction with the unaudited condensed consolidated interim financial statements and the related notes for the nine months ended September 30, 2018 and the Company’s audited consolidated financial statements for the year ended December 31, 2017 and the related notes thereto.

Additional information relevant to the Company and the Company’s activities can be found on SEDAR at www.sedar.com, and/or on the Company’s website at www.adamera.com.

MAJOR INTERIM PERIOD OPERATING MILESTONES

Cooke Mountain Project

In January 2018, US Forest Service approved a Plan of Operation allowing the Company to drill test a number of high priority targets on the Cooke Mountain Project. The targets include SE-01 which is located approximately 4 kilometres from the Kettle River gold mill in Washington State.

On February 14, 2018, the Company announced that the first drill hole on the SE-01 VTEM target intersected a thick zone with both semi-massive and disseminated sulfides over a 120 metre core length. Mineralization consists of variable amounts of sulfides, magnetite and silica alteration from 60 to 180 metres depth downhole. The hole was drilled at a dip of -55 degrees, approximately perpendicular to the strike of the VTEM anomaly.

On February 22, 2018, the Company announced the second drill hole on the SE-01 VTEM target intersected a zone of sulfides and magnetite mineralization. The two SE-01 drill holes were collared from the same pad and at the same azimuth. Hole HLK18-01 was drilled at -55 degrees and HLK 18-02 at -43 degrees to intersect the target up dip. Based on the orientation of the two holes the mineralized zone is estimated to dip west at approximately 60 degrees. The modelled VTEM data suggested a dip of 68 degrees to the west. HLK 18-02 intersected a zone from 55.7 metres to 161 metres downhole that is similar to the zone intersected in HLK 18-01. Core logging reports the presence of silica alteration and sulfide-magnetite mineralization.

On March 13, 2018, the Company announced the gold results for these first and second drill holes on the SE-01 VTEM target. Drill hole HLK18-01 returned elevated gold values up to 0.3 g/t in zones with sulfide mineralization. Drill hole HLK18-02 provided gold zones assaying up to 1.0 g/t gold. Both holes intersected +100 metre zones with sulfides, magnetite and silica alteration suggesting a large mineralizing



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system. A third hole, HLK18-03 was drilled 100 metres to the south and intersected a visually similar zone. Assays was pending. The drill was then testing an entirely different VTEM conductor next to the Key West gold mine.

On April 10, 2018, the Company announced zones with gold were intersected at the Key West target located 1 kilometre north of the Overlook gold mine in Washington State. The first drill hole, hole KWN18-01, which is located 300 metres north of the past producing Key West mine intersected an upper and lower gold bearing zone. The upper zone from 33.2 metres to 37.6 metres yielded 2.32 g/t gold over 4.4 metres, including 2.34 metres at 3.8 g/t gold.

The lower zone from 122.1 metres to 139.0 metres yielded 0.6 g/t gold over 17 metres, including higher grade intervals of 2.8 g/t gold over 1.8 metres and 4.5 g/t gold over 1.0 metres.

The second hole, KWC18-01, was collared approximately 30 metres from the north end of the Key West pit. The hole intersected 3.8 g/t gold over 1.2 metres at a down hole depth of 8 metres. In addition, elevated gold values of 0.9 and 0.7 g/t gold were intersected at depths of 48 metres to 52 metres and 84 metres to 88 metres respectively.

The Company planned a 10 to 15 holes follow up drill program to further test the Key West and Overlook areas. The higher-grade gold zones appear to be dominated more by magnetite than sulfides, suggesting that relying primarily on the intensity of a VTEM conductor may be less effective than drilling the more highly magnetic zones within the target.

Drill hole KWN18-01 was drilled at an angle of -85 degrees to the west and KWC18-01 was drilled at -50 to the west. The true widths of the drill intercepts are not known.

On May 15, 2018, the Company provided exploration updates. As a result of the 2017-2018 programs Adamera had better defined two multi-kilometre gold trends, referred to as Overlook and Lamefoot.

The Company discovered four high-grade gold occurrences along the four-kilometre Overlook Trend. The former Overlook, Key West, Key East and Belcher mines are within the trend. Of the four gold occurrences three were discovered by drilling and one by prospecting. Numerous additional targets remain to be tested.

Follow up work, including additional drill permitting had been underway since June 2018. Target areas on the Overlook Trend labelled A, B and C are summarized and are shown on the accompanying Figure 1 diagram below. These are areas where the Company has confirmed high-grade mineralization with an initial drill hole or prospecting and now require more focused delineative exploration.

A. Deep Overlook – Deep Overlook refers to the high-grade gold intercept of 9.6 g/t gold over 10.8 metres intersected below workings of the Overlook Mine. The intercept was at a depth of 209 metres (see news release dated October 24, 2017). The Company was generating a 3D model to establish how best to test the extent of this horizon. Final hole selection and any additional drill permitting should be completed in time for a July drilling start.

B. Overlook Mine High-Grade Veins – Historic drill holes within the southern portion of the Overlook mine intersected shallow veins carrying significant mineralization, including a drill hole with 5 g/t gold over 45 metres. This style of mineralization is important as it reportedly contributed to half of the gold produced at the mine.

The Company drilled two holes, OS17-01 and OS17-03 approximately 300 metres from the Overlook Mine. Both holes intersected similar shallow zones of high-grade gold mineralization associated with quartz and sulfide veining. Intervals of significance include 6.5 g/t gold over 3 metres (including 10.3 g/t

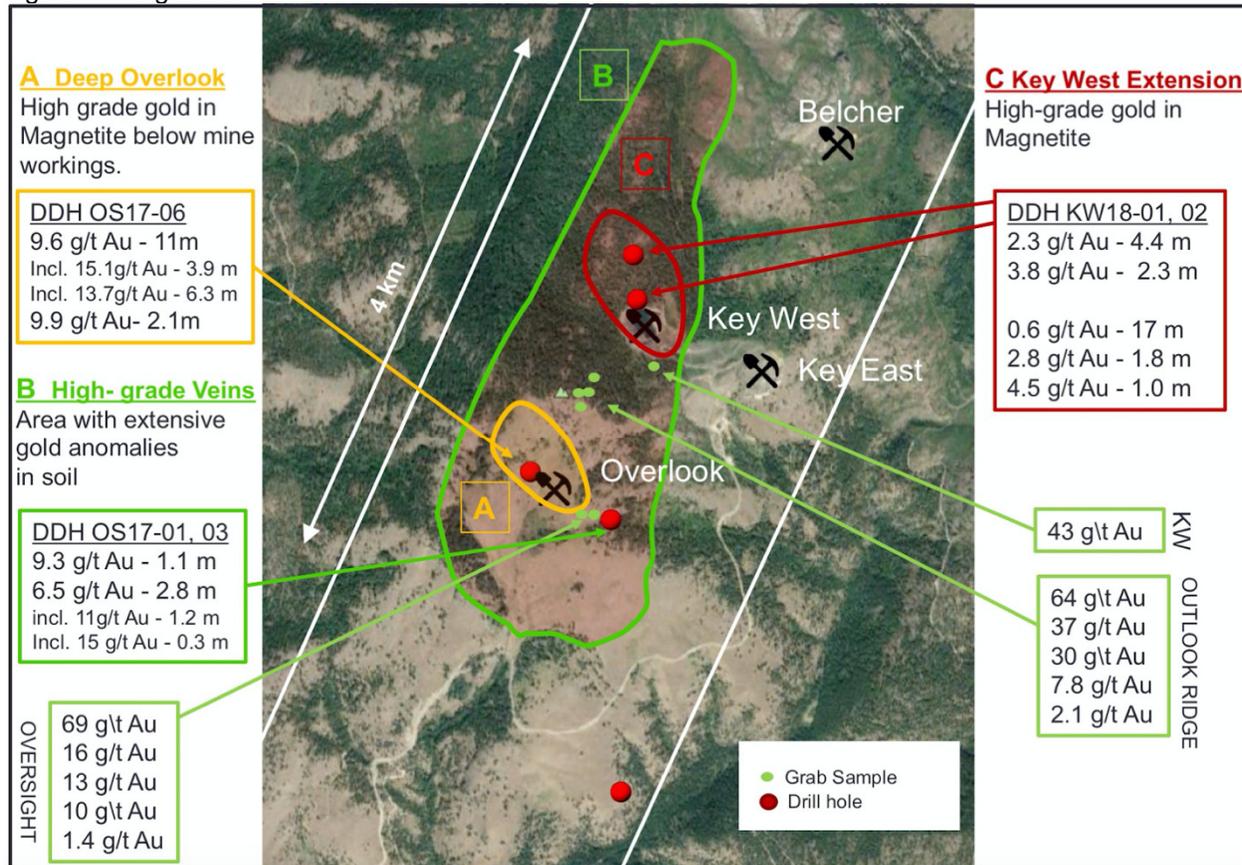
gold over 1.2 m), 9.3 g/t gold over 1.1 metres and 15 g/t over 0.3 metres (see news release dated September 7, 2017). As the veins are not magnetic or conductive, a test IP survey was recently completed over the two drill holes. An IP anomaly exists in response to the veins and further drilling is warranted.

Prospecting for Overlook Style Veining – Anomalous gold in soils directly above the shallow vein occurrences suggests Overlook style veining is the source of such surface gold. Adamera has identified large areas devoid of magnetic or EM responses with unexplained anomalous gold in soils near the Overlook and Key West Mines. Considering our understanding now, these areas may have significant unrecognized potential for Overlook style veining and IP surveying may be the prospecting tool required to locate them. Surveying using this geophysical approach had started in June 2018.

Outlook Ridge is an occurrence of high-grade veins that was discovered by surface prospecting. Grab samples from several locations on a 1 km transect yielded gold values ranging from 1 to 69 g/t (see news release dated November 28, 2017). The planned IP survey in June 2018 covered this area.

C. Key West Mine Extension – VTEM conductors extending 450 metres north of the Key West Mine were tested by two Adamera drill holes. Multiple zones of significantly anomalous gold were intersected and include 2.3 g/t gold over 4.4 metres. The highest gold values are associated with magnetite-rich material in the drill core. Several zones of high magnetics within the VTEM anomaly were untested and drilling started in June.

Figure 1. Target areas associated with the Overlook Trend.

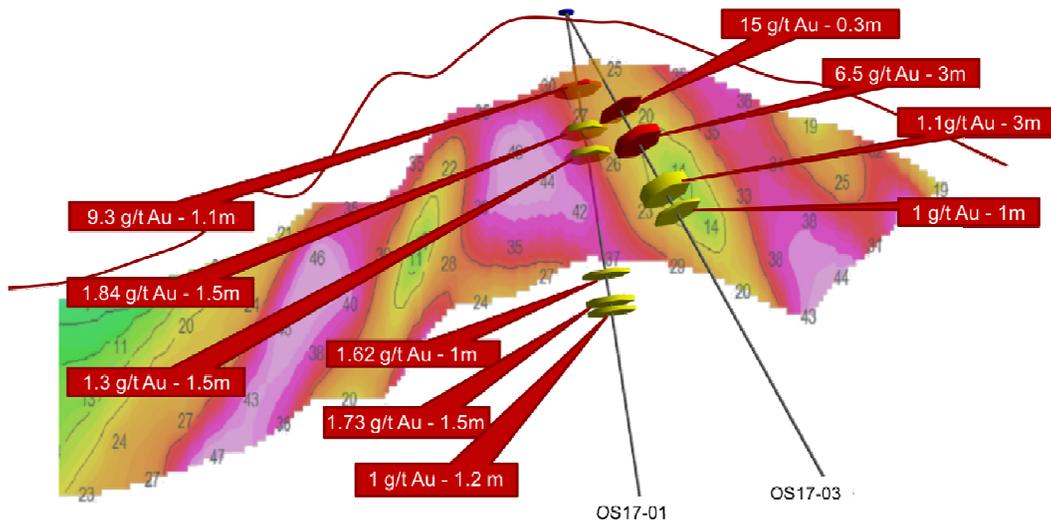




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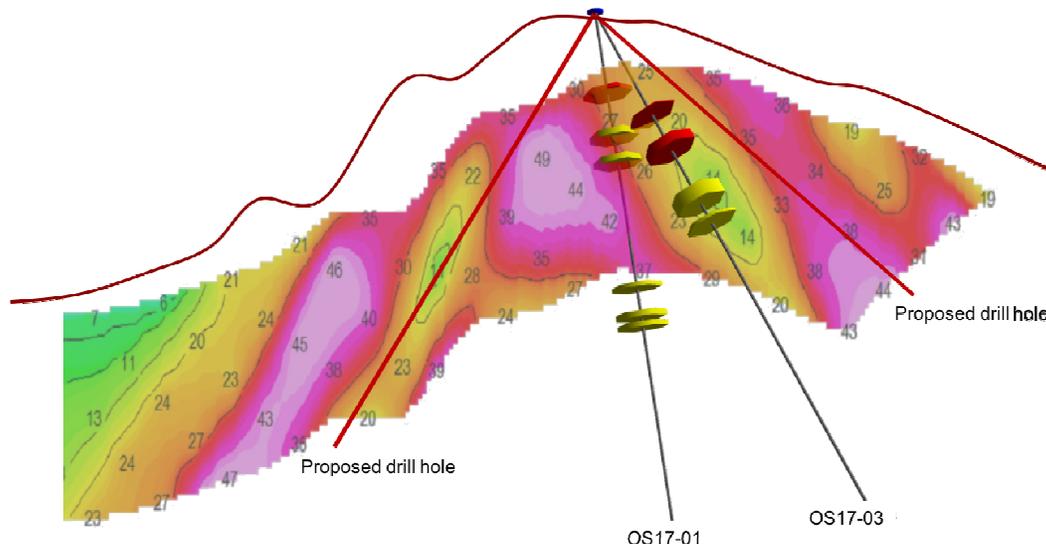
On May 29, 2018, the Company reported that on its Lamefoot Trend, it identified two high priority areas on the trend that contain a number of compelling drill targets: the Lamefoot South and Goodfoot properties. The targets are based on a multi-discipline database compiled over the past several months.

On June 7, 2018, the Company announced that initial results of an induced polarization (“IP”) survey on the Overlook Trend. The IP survey has delineated an area of anomalous chargeability on seven consecutive 100 metre spaced lines. The data is interpreted as representing two sub-vertical targets estimated to be 25 to 50 metres wide. Adamera drill holes OS17-01 and OS17-03 tested the area between the sub-vertical targets. To effectively drill test the new geophysical targets, follow-up drill holes would be oriented westerly rather than southeasterly. (See figures below)



While testing a deeper VTEM target, drill holes intercept shallow silica veins with high-grade gold. Subsequent IP survey identifies three adjacent anomalies (pink) to be drill tested.

Adamera plans to drill 2 anomalies found in new IP survey



A second IP anomaly is developing in the northern part of the area being surveyed. The northern-most survey line is near historic drill sites that reportedly intersected zones with quartz-sulfide stockwork veining that assayed up to 5 g/t gold over 45 metres. Surveying is continuing.

On June 26, 2018, the Company announced the development of a well defined induced polarization (IP) anomaly immediately under the Outlook Ridge prospect on the Cooke Mountain Project.

The “classic” IP anomaly is defined by moderate chargeability and moderate to low resistivity, which corroborates the presence of a zone with sulfide-bearing quartz veins and silica alteration. The zone is interpreted to be subvertical and approximately 15 metres wide near surface. Increasing chargeability with depth may suggest an increased sulfide content and/or a widening. The IP data indicates the target extends to the south for over 300 metres.

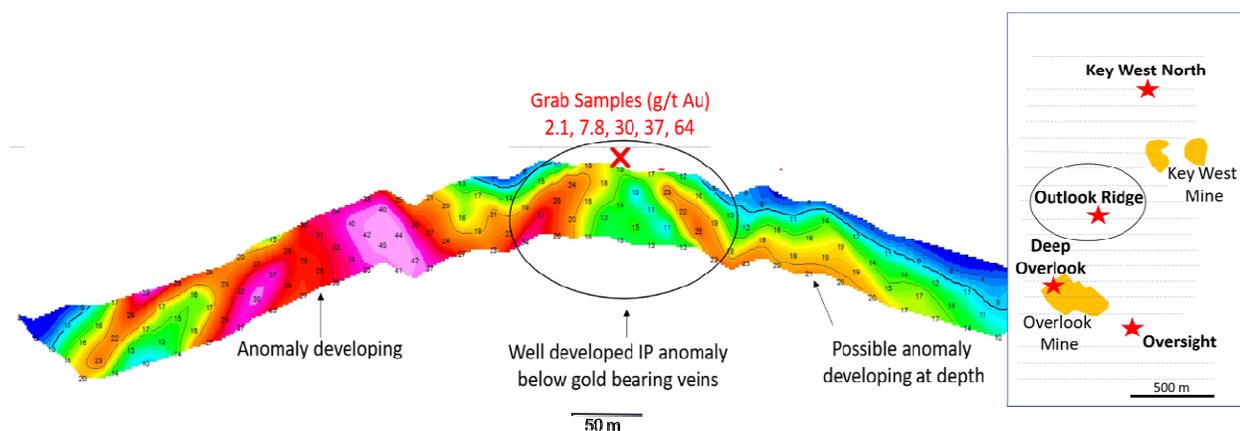


Figure shows IP pseudo-section over Outlook Ridge. The classic anomaly highlighted within the circle is coincident with high-grade gold samples at Outlook Ridge. Initial grab samples assayed 2.1 g/t Au, 7.8 g/t Au, 30 g/t Au, 37 g/t Au and 64 g/t Au.

Insert map shows location of Outlook Ridge in relation to local mines shown in orange and other Adamera high-grade gold discoveries shown as red stars.

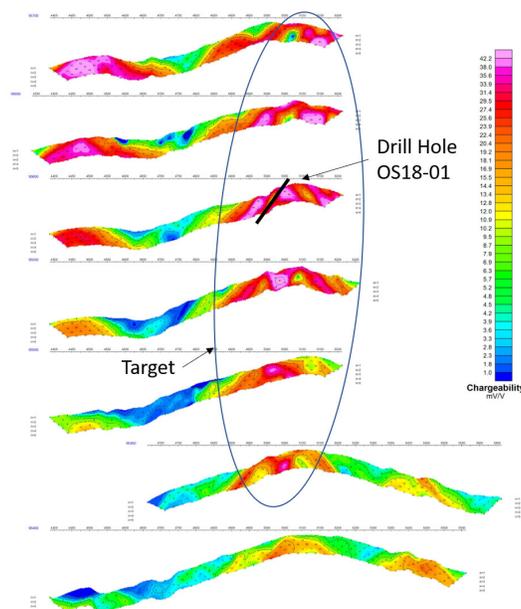
On July 10, 2018, the Company announced the mobilization of a core drill to the Cooke Mountain project near the historic high-grade Overlook Mine.

On July 19, 2018, the Company announced that the first drill hole, OS 18-01 tested an induced polarization (IP) target immediately west of the previously drilled high-grade gold assays from drill holes OS17-01 and OS17-03. The target had not yet been reached; however, preliminary observation of drill core shows a notable increase in sulfide content as the drill approaches the IP anomaly (See photo of core below). The target identified by the IP is estimated to be 25 metres wide.



This drilling is part of a program designed to test existing permitted targets as well as high priority developing targets as permits are granted on the Overlook and Lamfoot trends.

The two IP anomalies flanking the east and west side of the high-grade gold intercepts in previously drilled holes OS17-01 and OS17-03 extend for 600 metres in a north-south direction.



IP surveying was underway on the property and several new high interest IP anomalies had been identified. Targets were being better defined with 50 metre infill line spacing and larger station separation

for deeper penetrating data. Recent surveying showed stronger IP chargeability amplitudes 50 metres south of the current drill hole. New targets would be permitted for drilling as they develop.

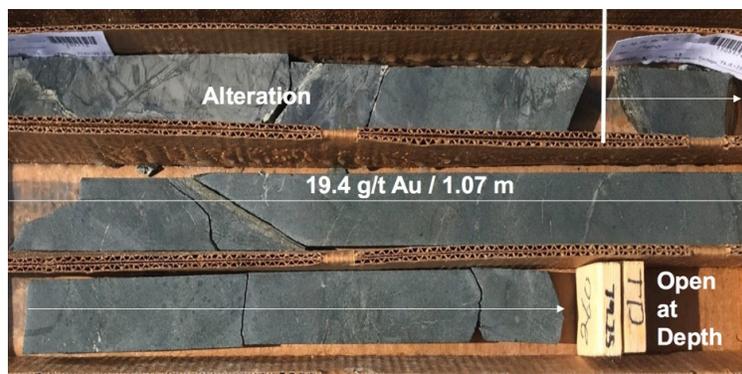
On August 7, 2018, the Company announced that it completed its first drill hole OS18-01 where it intersected 40 meters of predominantly clastic rocks with variable amounts of disseminated to veined sulphides and silica alteration. This mineralization resembles that within adjacent drill holes OS17-01 and OS17-03 that yielded high-grade gold.

IP surveying continued at Oversight and was progressing towards the Key West mine area to refine targets where Adamera had intersected encouraging gold values during its winter drill program (see news release dated April 10, 2018). The US Forest Service had granted Adamera an extension for continued drilling near Key West.

On September 26, 2018, the Company announced that diamond drill hole OS18-02 intersected 19.4 g/t gold over 1.07 metres on the Overlook project. The extent of the high-grade gold mineralization was not yet known as the drill hole terminated in the zone. Drill planning to determine the extent of the mineralization was underway. Results for Oversight drill holes OS18-01 and OS18-02 are reported in Table 1 below.

Drill hole OS18-02 was drilled at -50° towards the east, terminating at the maximum depth capacity of the equipment. It was designed to test a 600 metre long, 70 metre wide north-south trending IP anomaly with coincident anomalous gold in soil and rock geochemistry (see Figure 2). The hole traversed 50 metres of the western side of the IP anomaly. The remaining 20 metres of the anomaly would be tested by drilling beyond the maximum depth of hole OS18-02.

The 19.4 g/t gold intercept was from 78.2 to 79.3 metres down hole. The gold occurs in fine grained, silicified clastic rocks with an estimated 5% disseminated sulfides. A zone of intense alteration was intersected immediately before the mineralized zone (see photo below). Other intersections of interest in this hole are shown below in Table 1. The dip, strike and extent of the mineralized zone is not yet known.



Photograph of core at end of hole OS18-02 shows strong alteration immediately before mineralized zone with 19.4 g/t gold.

Drill hole OS18-01 on Oversight was drilled at -50° towards the west, to test a second IP anomaly (located west of OS18-02). At this location the IP anomaly is approximately 80m wide. The hole intersected several gold bearing zones, including, at 21.65 to 24.38 metres down hole, a 2.7 metre zone with 2 g/t Au (including 3.8 g/t Au over 0.7 metres). As drill hole OS18-01 only tested the eastern 20 metres of the IP target, additional drilling was planned.



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Core samples from a third drill hole, OS18-03 shown in Figure 2 have been submitted to the laboratory for analysis. The hole also tests the western side of the IP anomaly tested by OS18-02.

Figure 2.

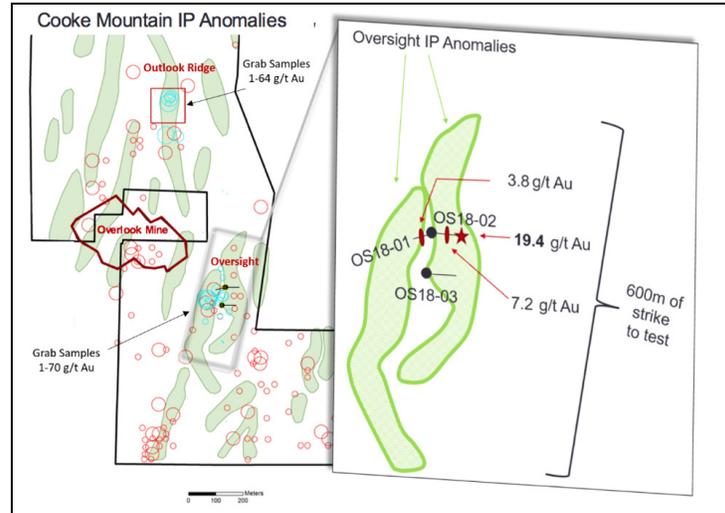


Table 1. Gold Assays for drill holes OS18-01 and OS18-02

Hole	From (m)	To (m)	Interval (m)	g/t gold
OS18-01	12.36	13.04	0.68	1.2
OS18-01	21.65	24.38	2.73	2.0
incl.	21.65	22.3	0.65	3.8
OS18-01	30.94	31.52	0.58	1.8
OS18-01	44.43	45.51	1.08	1.46
OS-18-02	35.34	35.84	0.5	1.44
OS-18-02	56.97	67.47	10.5	0.7
incl.	56.97	58.52	1.55	1.12
incl.	62.3	62.78	0.48	2.22
incl.	65.16	65.47	0.31	1.53
incl.	67.1	67.47	0.37	7.3
OS-18-02	78.18	79.25	1.07	19.4

On October 25, 2018, the Company announced that drill hole OS18-03 on the Cooke Mountain project intersected two gold bearing zones. The hole was drilled 50 metres south of OS18-02 along the same north-south trending induced polarization (IP) anomaly.

The upper intercept assayed 1.6 g/t gold over 0.45 metres at a depth of 12.2 metres. The lower intercept was 1.1 g/t gold over 2.35 metres at a downhole depth of 29.75 metres, including two narrow intervals with 3.0 g/t gold (see table 2 below). The hole did not intersect the high grade mineralization seen at the bottom of drill hole OS18-02 to the north (19.4 g/t gold over 1.07 metres - see news release dated September 26, 2017).



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The high-grade intercept in OS18-02 would be redrilled as soon as the current drill hole at Lamefoot South was finished. The Lamefoot South hole was positioned on a separate target area pending assay results from the OS18-02 and OS18-03. The rationale for redrilling the hole is twofold: firstly, to determine the full width of the high grade zone and secondly, to better define the structural controls to that mineralization.

The Company continues to support the application of IP to define broad target zones for drilling. Drill hole OS18-03 intersected a significant semi-massive sulphide-magnetite zone that unfortunately was low in gold. Similar mineralization is however gold-bearing elsewhere at Oversight-Overlook.

Table 2. Gold Assays for drill holes OS18-03

Drill hole	From	To	Interval (m)	g/t Au
OS18-03	12.22	12.67	0.45	1.6
OS18-03	29.75	32.10	2.35	1.1
Incl.	29.75	30.14	0.39	3.0
Incl.	31.77	32.10	0.33	3.2

On October 31, 2018, the Company announced that the first drill hole, LFS18-01, on the Lamefoot South Property had been completed. The drill hole was sited 280 metres south of the Lamefoot Gold Mine. Assays were pending. Drill hole LFS18-01 encountered zones with intense silica alteration and disseminated sulfides at various intervals through the hole (see photo below). The hole was targeted on coincident induced polarization (IP), gold in soil and magnetic anomalies.

The drill was then moved to the nearby Oversight Property to follow-up on high-grade gold intercepts reported in drill hole OS18-02.

Drilling will test the new Oversight target zone that is on trend with the Overlook Gold Mine. The next hole will test for an extension to the 19.4 g/t gold over 1.07 metre intercept at the end of hole OS18-02 and located at the margin of the new target zone. On completion of the Oversight drilling the rig will likely move back to the Lamefoot South and Goodfoot properties.

Photo 1



Photo 2



Photos of brecciated silica zone encountered from approximately 3 to 12 metres hole depth. Photo 2 is a close-up view.

The Goodfoot and Lamefoot drill targets are supported by IP, ground magnetics, soil geochemistry and geological mapping. The targets are located on the Lamefoot trend within a stratigraphic / structural zone approximately on strike with Kinross' past producing Lamefoot Mine. The Lamefoot South target is approximately 250 metres from the Lamefoot Mine and the Goodfoot target is approximately 2 kilometres from the Lamefoot Mine.

INTERIM PERIOD FINANCIAL CONDITION

Capital Resources

During the nine months ended September 30, 2018, 825,000 warrants were exercised for proceeds of \$41,250.

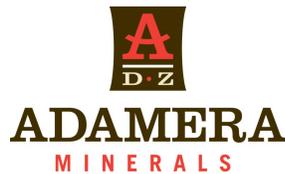
On July 11, 2018, the Company completed a non-brokered private placement of \$500,000 by issuing 8,333,333 units at a price of \$0.06. Each unit consists of one common share and one half share purchase warrant. Each share purchase warrant entitles the holder to purchase one additional common share at a price of \$0.12 until July 11, 2021. If however the closing price of the Company's shares are \$0.20 or greater for a period of 10 consecutive trading days, the warrant holder will have 30 days to exercise their warrants; otherwise the warrants expire on the 31st day. The Company paid finder's fees of \$13,565 and issued 226,080 finder's warrants with the same terms as the warrants in the private placement.

On August 7, 2018, 300,000 options with original expiry dates from June 2, 2019 to September 23, 2013 expired at the prices ranging from \$0.08 to \$0.20.

On November 20, 2018, the Company announced that it closed a non-brokered private placement of 7,315,000 units at a price of \$0.05 per unit for aggregate gross proceeds of \$365,750. Each unit will consist of one common share and one non-transferable warrant, with each warrant entitling the holder to purchase one common share at a price of \$0.10 for a period of one year expiring on November 19, 2019. If however the closing price of the Company's shares are \$0.20 or greater for a period of 10 consecutive trading days, the warrant holder will have 30 days to exercise their warrants; otherwise the warrants expire on the 31st day. \$6,188 cash finder's fee was paid and 123,750 finder's warrants were issued with the same terms as the warrants in the private placement. Insiders subscribed for 7000,000 units for proceeds of \$35,000.

These funds will be used to continue the execution of the Company's program at the Cooke Mountain project as well as for general and administrative costs.

The Company is aware of the current conditions in the financial markets and has planned accordingly. The Company's current treasury and the future cash flows from equity issuances and the potential



exercise of warrants, finders' warrants and options, along with the planned developments within the Company will allow its efforts to continue throughout 2018. If the market conditions prevail or improve, the Company will make adjustment to budgets accordingly.

Liquidity

As at September 30, 2018, the Company had working capital deficiency of \$253,961 (December 31, 2017 – working capital of \$628,294). As at September 30, 2018, cash totaled \$57,247, a decrease of \$923,677 from \$980,924 as at December 31, 2017. The decrease was due to (a) operating activities of \$429,796; (b) expenditures on mineral properties of \$1,002,529; (c) purchase of equipment of \$849 and (d) increase in deposits of \$9,329 while being offset by net cash received from the financing activities of \$518,826.

Operations

For the three months ended September 30, 2018 compared with the three months ended September 30, 2017:

The Company recorded a net loss for the three months ended September 30, 2018 of \$92,949 (loss per share - \$0.00) compared to a net loss of \$120,745 (loss per share - \$0.00) for the three months ended September 30, 2017.

Excluding the non-cash depreciation of \$465 (2017 – a negative amount of \$6,175), the Company's general and administrative expenses amounted to \$92,484 (2017 - \$126,920), a decrease of \$34,436. The change in the expenses was mainly due to decrease in office, rent and miscellaneous, net of recoveries of a negative amount of \$502 (2017 - \$45,673). Such decrease is because the Company recovered the previous office expenditures during the three months ended September 30, 2018.

For the nine months ended September 30, 2018 compared with the nine months ended September 30, 2017:

The Company recorded a net loss for the nine months ended September 30, 2018 of \$334,071 (loss per share - \$0.00) compared to a net loss of \$1,109,898 (loss per share - \$0.01) for the nine months ended September 30, 2017.

Excluding the non-cash depreciation of \$1,395 (2017 - \$1,759) and share-based compensation of \$nil (2017 - \$605,025), the Company's general and administrative expenses amounted to \$332,676 (2017 - \$503,114), a decrease of \$170,438. The change in the expenses was mainly due to decreases in: (a) wages and benefits of \$155,415 (2017 - \$217,117); (b) consulting fees of \$6,000 (2017 - \$46,605); and (c) office, rent and miscellaneous, net of recoveries of \$17,355 (2017 - \$77,938). All such decreases mainly because of three factors: (1) the Company compensated the Chief Executive Officer in 2017 for its reduced wages in fiscal 2015 and 2016; (2) the Company recovered the previous office expenditures in 2018; and (3) the Company has been conserving its cash in 2018.

SIGNIFICANT RELATED PARTY TRANSACTIONS

During the quarter, there was no significant transaction between related parties.

COMMITMENTS, EXPECTED OR UNEXPECTED, OR UNCERTAINTIES

As of the date of the MD&A, the Company has no outstanding commitments.

Other than disclosed in this MD&A – Quarterly Highlights, the Company does not have any commitments, expected or unexpected, or uncertainties.





RISK FACTORS

In our MD&A filed on SEDAR April 16, 2018 in connection with our annual financial statements (the “Annual MD&A”), we have set out our discussion of the risk factors which we believe are the most significant risks faced by Adamera. An adverse development in any one risk factor or any combination of risk factors could result in material adverse outcomes to the Company’s undertakings and to the interests of stakeholders in the Company including its investors. Readers are cautioned to take into account the risk factors to which the Company and its operations are exposed. To the date of this document, there have been no significant changes to the risk factors set out in our Annual MD&A.

DISCLOSURE OF OUTSTANDING SHARE DATA

The authorized share capital of the Company consists of an unlimited number of common shares without par value. The following is a summary of the Company’s outstanding share data as at September 30, 2018:

	Issued and Outstanding	
	September 30, 2018	November 20, 2018
Common shares outstanding	134,066,929	141,381,929
Stock options	7,550,000	7,550,000
Warrants	20,735,747	28,174,497
Fully diluted common shares outstanding	162,352,676	177,106,426

QUALIFIED PERSON

Martin St. Pierre, P.Geo is the Company's qualified person, reviewing the exploration projects described throughout the MD&A and is responsible for the design and conduct of the exploration programs and the verification and quality assurance of analytical results.

Cautionary Statements

This document contains “forward-looking statements” within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration results and plans, and our other future plans and objectives, are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation, our estimates of exploration investment, the scope of our exploration programs, and our expectations of ongoing administrative costs. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company’s documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change, except as required by law. Forward-looking statements are subject to risks, uncertainties and other factors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational and political risks. Readers are cautioned not to place undue reliance on forward-looking statements.