

ALORO MINING CORP.

(Formerly Wolverine Minerals Corp.)

Form 51-102F1

Management's Discussion and Analysis

For the period ended September 30, 2018

The following discussion and analysis (the "MD&A") of the financial condition and results of the operations of Aloro Mining Corp. (formerly Wolverine Minerals Corp.) (the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three and nine month periods ended September 30, 2018 and should be read in conjunction with the Company's financial statements and related notes for the corresponding periods and the Company's December 31, 2017 audited financial statements. All figures are in Canadian dollars unless otherwise stated.

Further information regarding the Company and its operations are filed electronically on the System for Electronic Document Analysis and Retrieval ("SEDAR") in Canada and can be obtained from www.sedar.com.

The financial statements of the Company for the periods ending September 30, 2018 and 2017 have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board and are expressed in Canadian dollars. Previous financial statements had been prepared in accordance with pre-changeover Canadian Generally Accepted Accounting Principles.

Disclaimer

This MD&A contains forward-looking statements, which reflect, among other things, management's expectations regarding the Company's future growth, results of operations, performance and business prospects and opportunities. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including those listed under Item 1.14 **Other MD&A Requirements – Risks and Uncertainties** below. The Company believes that the expectations reflected in these forward-looking statements are based on reasonable assumptions, but no assurance can be given that these expectations will prove to be correct and the forward-looking statements included in this MD&A should not be unduly relied upon. These statements speak only as of the date of this MD&A and save and except as required under applicable securities legislation. The Company assumes no obligation to update or revise them to reflect new events or circumstances.

1.1 DATE

This MD&A is dated as of November 27, 2018

1.2 DESCRIPTION AND GENERAL DEVELOPMENT OF THE BUSINESS

The Company is engaged in the acquisition, exploration and, if warranted, development of mineral resource properties.

On November 28, 2016, the Company entered into option agreement (the "Option Agreement") with Almadex Minerals to acquire 100% of the Los Venados property, located in Sonora State, Mexico. The approximately 1,500 hectare Los Venados property, (Title #244241), is immediately adjacent to the producing Mulatos and La India gold mines.

Under the terms of the Option Agreement,

- assume all obligations of Almadex to the underlying optionor of the Los Venados property (the “Underlying Optionor”, as detailed in Almadex’s news release of October 7, 2015), with the exception of the issuance of Almadex shares which remains an obligation of Almadex;
- pay \$30,000 on execution of the Option Agreement for expenditures on the property; (paid)
- issue 250,000 common shares within 10 days of receipt of approval of the TSX-V (the “Approval Date”); (Issued February 8th, 2017)
- issue 250,000 common shares on or before the first anniversary of the Approval Date (issued);
- issue 500,000 common shares on or before the second anniversary of the Approval Date; and
- issue 1,000,000 common shares on or before the third anniversary of the Approval Date.

In addition, the Company has agreed to drill a minimum 1,000 meters by the second anniversary of the Approval Date, as part of the total required project expenditures of a minimum of US\$500,000, which must be incurred on or before the third anniversary of the Approval Date.

For further information, see the Company’s news release dated November 29th, 2016

The Company commissioned and submitted a 43-101 report on November 29th, 2016 for review by the TSX Venture Exchange. The report was accepted for filing by the TSX Venture Exchange on January 24, 2017.

The transaction was approved by the TSX Venture Exchange on February 9, 2017.

The report can be obtained from www.sedar.com.

The Los Venados Property (LV) is in the central part of the Mulatos Gold District. The known mineralization within the District is gold-dominant, with accessory silver and copper.

As part of the ongoing exploration program, during 2017, a reconnaissance program of sampling, mapping and assaying was performed throughout the property. Numerous showings associated with high sulphidation style alteration have been identified within the mining concession. In the 4th quarter of 2017, the Company commissioned Geofisica TMC of Mazatlán Sinaloa Mexico to carry out an induced polarization (IP) survey on the Los Venados Property. This program consisted of 5.3 line-km of IP and was designed to test one of the high sulphidation targets in the southeast area of the LV mining concession, and, was meant to extend a previous IP survey completed in 2016 by Prospec MB, to a total of 12.0 line-km.

Since the beginning of 2018 the Company has continued to survey, prospect, map and sample throughout the property, following up on the previous results and to further identify new areas with potential.

The Company received the initial interpretation of the Geofisica IP survey report in the quarter end March 31, 2018. The Company requested that Geofisica reprocess the Prospec MB data and interpret it along with the new data into a single report.

The Company continues a mapping and sampling program, which has resulted in more defined drill targets. The Company, through its Mexican subsidiary Exploraciones Aloro, S.A. de C.V., has acquired a further 1,675 hectares contiguous to the Company’s current 1524 hectares Los Venados claims, bringing the Company’s current land position in the Mulatos Gold District to 3,199 hectares.

The new concession was acquired directly from the Mexican Government Mines Department. On June 14, 2017, the General Directorate of Mines declared this mineral concession free and open by its publication in the Official Gazette of the Federation.

On July 13, 2017, Exploraciones Aloro, S.A. de C.V. filed an application in order to acquire the new mining concession in the State of Sonora and after following the corresponding procedure, a title proposal was sent to the Mines Department.

On March 23, 2018, Exploraciones Aloro, S.A. de C.V. was granted the full rights and obligations with title number 246230 in the Municipality of Sahuaripa in the State of Sonora. The concession is valid until March 22, 2068. The Company received the official Title in its name when it was delivered to its office in Chihuahua, Mexico on June 9, 2018.

1.3 OVERALL PERFORMANCE

For the three and nine months ended September 30, 2018

On February 21, 2018, the TSX Venture Exchange approved the change of name of the Company to Aloro Mining Corp. The Company's stock is now traded under the symbol "AORO".

During the period, the Company received the IP report and focused its work on arranging the necessary permits in order to commence a drill program in the fourth quarter.

Subsequent to the period ended September 30, 2018

On October 29, 2018, the Company closed a non-brokered private placement financing of 8,000,000 common shares at a price of \$0.10 per share for gross proceeds of \$800,000. The proceeds of the financing will be used for the Company's exploration program and working capital.

On November 10th, 2018, the Company commenced construction on the road and drill pads to build access for the 12 permitted drill sites. On November 21, 2018, a Reverse Circulation drill rig was moved on to the Los Venados Project and as at the time of this filing, drilling has commenced.

1.4 RESULTS OF OPERATIONS

Nine Months Ended September 30, 2018

As an exploration company, the Company does not have any revenue from mining operations.

Operating expenses for the nine months ended September 30, 2018 were \$196,626 (2017 - \$239,733) and consisted of \$86,778 (2017 - \$64,546) in office and general expenses, professional fees of \$115,338 (2017 - \$64,546), and \$233,759 (2017 - \$148,500) in management and directors' fees.

Increases in management fees were attributed to an increase in management fees paid to the CEO to reflect the increased activity of the entity and \$34,259 in share-based payments, fair valued using a Black Scholes model to account for the 900,000 options granted to management, which was also offset by 500,000 options forfeited before the vesting period.

The total assets of the Company as at September 30, 2018 were \$518,964 (2017 - \$258,692) and total liabilities were \$571,424 (2017 \$321,137).

During the nine months ended September 30, 2018, the Company incurred \$190,312 in Exploration and Evaluation costs (2017 - \$227,514) on its Exploration and Evaluation assets.

Three Months Ended September 30, 2018

Operating expenses for the three months ended September 30, 2018 totalled \$192,244 (2017 - \$59,724) and consisted of \$75,485 (2017 - \$10,224) in office and general and professional fees and \$116,759 (2017 - \$49,500) in management and directors' fees.

During the three months period ended September 30, 2018, the Company incurred \$51,266 in Exploration and Evaluation costs (2017 - \$Nil) on its Exploration and Evaluation assets.

Dividend Report and Policy

The Company has not paid any dividends to date. The Company intends to retain its future earnings, if any, for use in its business and does not expect to pay dividends on its shares in the foreseeable future.

1.5 SUMMARY OF QUARTERLY RESULTS

The following information has been prepared in accordance with IFRS and is expressed in Canadian dollars.

	2018			2017			
	30 - Sept	30 - Jun	31 - Mar	31 - Dec	30 - Sept	30 - Jun	31 - Mar
Revenues	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Loss before other items	\$ 192,244	\$ 111,649	\$ 121,862	\$ 104,465	\$ 59,724	\$ 62,067	\$ 117,943
Other Items:							
Foreign exchange loss, property and exploration and evaluation write offs	\$ 4,382	\$ 74	\$ (4,456)	-	-	-	-
Non-recurring items	\$ 4,382	\$ 74	\$ (4,456)	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Net loss	\$ 196,626	\$ 111,723	\$ 127,526	\$ 81,477	\$ 59,724	\$ 62,067	\$ 117,943
Loss per share – basic and diluted (1)(4)(5)	\$ (0.01)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Shares Outstanding (1)(2)(3)(4)	38,060,629	38,060,630	38,060,630	37,710,630	31,730,630	31,730,630	31,730,630

(1) Based on the weighted average number of shares outstanding during the period.

(2) Shares outstanding and diluted shares outstanding are outstanding as at the end of the respective quarters

(3) See section 1.3 above

(4) During the nine months ended September 30, 2018, the Company completed the following.

- On February 8, 2018, the Company issued 250,000 shares pursuant to the Los Venados option agreement at a price of \$0.10 per share for a total of \$25,000.
- On February 21, 2018, the Company issued 100,000 shares pursuant to the exercise of 100,000 share purchase warrants at a price of \$0.10 per share for gross proceeds of \$10,000.

1.6 CAPITAL RESOURCES AND LIQUIDITY

As an exploration company, the Company has not generated any revenues from operations with the only source of financing to date (other than limited interest income) being from the issuance of equity securities.

As at September 30, 2018 the Company had a working capital deficiency of \$473,165 (December 31, 2017: \$80,874) and cash on hand of \$67,657 (2017 - \$369,017).

As at September 30, 2018, the Company had no long-term debt and no agreements with respect to borrowings had been entered into by the Company.

On October 29, 2018, the Company closed a non-brokered private placement financing of 8,000,000 common shares at a price of \$0.10 per share for gross proceeds of \$800,000.

After the close of the private placement, the Company's cash resources are adequate to fund its upcoming drill program.

The Company may need to raise additional funds if it plans to expand its exploration program and meet general working capital requirements.

Operating Activities

During the nine months ended September 30, 2018, cash of \$146,048 was used in operating activities compared to \$107,511 for the nine months ended September 30, 2017.

Financing Activities

During the nine months ending September 30, 2018, cash of \$10,000 was provided by a warrant exercise from a previous financing. During the nine months ended September 30, 2017, the Company issued 1,500,000 Units in a non-brokered private placement at a price of \$0.07 per Unit for gross proceeds of \$105,000. Each unit consists of one common share of the Company and one share purchase warrant.

1.7 OFF-BALANCE SHEET ARRANGEMENTS

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

1.8 TRANSACTIONS WITH RELATED PARTIES

Related party transactions during the nine months September 30, 2018 and 2017 are as follows:

- a) The Company incurred \$144,000 (September 30, 2017: \$144,000) in management fees charged by officers of the Company for the nine months ended, September 30, 2018 and recorded \$17,121 in share-based payments relating to the issuance of 200,000 stock options.
- b) The Company incurred \$10,500 for directors' fees for the nine-month period ended September 30, 2018 (September 30, 2017: \$4,500), and recorded \$17,138 in share-based payments relating to the issuance of 200,000 stock options.
- c) At September 30, 2018, accounts payable and accrued liabilities included \$431,250 (September 30, 2017: \$283,800) due to directors of the Company.

For the nine months ended September 30,	2018	2017
Share-based payments	\$ 34,259	\$ -
Directors fees	10,500	4,500
Management fees	189,000	144,000
Total	\$ 233,759	\$ 148,500

For the nine months ended September 30, 2018 and 2017, Management and Directors have supported the Company's efforts by accruing fees and have not taken payment.

1.9 PROPOSED TRANSACTIONS

There are no asset or business acquisitions, or dispositions, currently being proposed by the directors or Senior Management of the Company that will have a material effect on the financial condition, results of operations or cash flows of the Company.

1.10 STANDARDS, AMENDMENTS, AND INTERPRETATIONS ADOPTIONS

Accounting standards adopted effective July 1, 2018

Effective July 1, 2018, the following standards were adopted without any material impact on the condensed consolidated interim financial statements.

IFRS 9 – Financial Instruments (“IFRS 9”)

The Company adopted IFRS 9 effective July 1, 2018 on a retrospective basis and applied the transitional provisions, so that any adjustments would be recorded in opening retained earnings at July 1, 2018. IFRS 9, addresses the classification, measurement and recognition of financial assets and financial liabilities. The adoption of IFRS 9 supersedes the guidance relating to the classification and measurement of financial instruments in IAS 39, Financial Instruments: Recognition and Measurement (IAS 39).

IFRS 9 requires financial assets to be classified into three measurement categories on initial recognition: (i) those measured at fair value through profit and loss, (ii) those measured at fair value through other comprehensive income and (iii) those measured at amortized cost. Measurement and classification of financial assets is dependent on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. For financial liabilities, the IFRS 9 requirements are similar to those of IAS 39. The main distinction is that, in cases where the fair value option is chosen for financial liabilities, the part of a fair value change relating to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch.

IFRS 9 introduces a single expected credit loss model for calculating impairment for financial assets, which is based on changes in credit quality since initial recognition. The adoption of the expected credit loss impairment model did not have a significant impact on the Company's condensed interim financial statements and did not result in a transitional adjustment.

The Company has no hedges on its condensed consolidated interim financial statements for the reporting period.

The Company has concluded that the adoption of IFRS 9 did not require any transitional adjustments to the classification or measurement of the Company's financial assets and financial liabilities.

IFRS 2 – Share-based Payments (“IFRS 2”)

In June 2016 the Board issued the final amendments to IFRS 2 which amended (a) the effects that vesting conditions have on the measurement of a cash-settled share-based payment; (b) the accounting for modification of the terms of a share-based payment that changes the classification of the transaction from cash-settled to equity settled; and (c) classification of share-based payment transactions with net settlement features.

The adoption of IFRS 2, effective July 1, 2018, did not have a material impact on the Company's condensed consolidated interim financial statements.

IFRS 15 - Revenue from Contracts with Customers (“IFRS 15”)

In May 2014, the IASB issued IFRS 15 – Revenue from Contracts with Customers ("IFRS 15") which supersedes IAS 11 – Construction Contracts, IAS 18 – Revenue, IFRIC 13 – Customer Loyalty Programmes, IFRIC 15 – Agreements for the Construction of Real Estate, IFRIC 18 – Transfers of Assets from Customers, and SIC 31 – Revenue – Barter Transactions Involving Advertising Services. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition.

The adoption of IFRS 15, effective July 1, 2018, did not have any impact on the Company's financial statements as the Company does not currently have revenue.

Accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any new standard and is currently evaluating the impact, if any, that the following new standard might have on its condensed consolidated interim financial statements.

IFRS 16 ‘Leases’ (“IFRS 16”)

IFRS 16 will be effective for accounting periods beginning on or after January 1, 2019. Early adoption will be permitted, provided the Company has adopted IFRS 15. This standard sets out a new model for lease accounting. Adoption by the Company will be effective July 1, 2019 and is not expected to have a material impact on the condensed consolidated interim financial statements.

1.11 FINANCIAL AND OTHER INSTRUMENTS

Due to their short-term nature, the carrying amount for cash is measured at fair value while accounts payable and accrued liabilities are measured at amortized cost.

See Notes 3 and 10 of the Company's December 31, 2017 Financial Statements for further details of the Company's use of financial instruments.

1.12 Disclosure of Outstanding Share Data

The authorized capital of the Company consists of an unlimited number of common shares without par value of which there were 38,060,630 common shares issued and outstanding as of September 30, 2018.

As of September 30, 2018, the following stock options and share purchase warrants were outstanding:

Group	Number of Optionees Within Group	Aggregate Number of Shares ⁽¹⁾	Exercise Price ⁽¹⁾	Expiry Date
Stock Options				
Granted	1	200,000	\$0.10	April 2, 2023
Granted	1	200,000	\$0.10	September 13, 2023
TOTAL OPTIONS as at September 30, 2018	2	400,000	\$0.125	
Warrants				
Issued pursuant to private placement ⁽¹⁾		5,000,000	\$0.10/0.125	December 11, 2019
Issued pursuant to private placement ⁽²⁾		1,500,000	\$0.085	January 19, 2020
TOTAL WARRANTS as at September 30, 2018		6,500,000		

(1) Warrant is exercisable at \$0.10 in the first year and \$0.125 in the second year.

(2) On January 31, 2017 the Company closed on a non-brokered private placement financing of 1,500,000 units (each, a "Unit") at a price of \$0.075 per Unit for gross proceeds of \$105,000. Each Unit consists of one common share of the Company and one share purchase warrant. One Warrant entitles the holder thereof to purchase one additional Share of the Company at a price of \$0.085 per Share for a period of three years from closing of the Financing (January 20, 2020).

As at the time of this filing, 8,000,000 and 500,000 stock options were issued subsequent to September 30, 2018. As at November 29, 2018, common shares outstanding were 46,060,630, 900,000 stock options were issued, and warrants of 6,500,000 were outstanding. Total fully dilutive securities outstanding for November 29, 2018, were 53,460,630.

1.13 ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

During the periods ended September 30, 2018 and 2017, our company incurred the following expenses:

	2018	2017
Capitalized acquisition costs	\$ 25,000	\$ 22,500
Capitalized exploration costs	165,312	124,368
Operating expenses	435,875	239,734
	<u>\$ 626,187</u>	<u>\$ 386,602</u>

1.14 Other Information

Other information can be found at the following websites www.sedar.com or www.marifilmines.com.