

ROTATION MINERALS LTD.
MANAGEMENT DISCUSSION AND ANALYSIS (“MD&A”)
for the nine months ended May 31, 2017

INTRODUCTION

Rotation Minerals Ltd. (“Rotation” or “the Company”) was incorporated on November 24, 2009 in the Province of British Columbia, Canada. In October 2011, Rotation completed its initial public offering and its common shares began trading on the TSX Venture Exchange under the symbol “ROT”.

Rotation is an exploration stage company engaged in the acquisition, exploration and evaluation of mineral properties located in British Columbia, Canada. Exploration of mineral properties is expected to constitute the principal business activity of the Company for years to come. The Company’s objective is to undertake mineral exploration on properties assessed to be of merit and to define mineral resources. Metals being targeted are precious metals with a focus on gold and silver. In the course of executing its business objectives, it is expected the Company will enter into various agreements specific to the mining industry, such as purchase or option agreements to acquire mineral claims and joint venture agreements.

This discussion and analysis of financial position, results of operations and cash flows of Rotation Minerals Ltd. for the nine months ended May 31, 2017 includes information up to and including July 31, 2017 and should be read in conjunction with the Company’s unaudited condensed interim financial statements for the nine months ended May 31, 2017 and the Company’s audited annual financial statements for the years ended August 31, 2016 and 2015. The Company’s financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”). All currency amounts are expressed in Canadian dollars.

The reader is encouraged to review the Company’s statutory filings on www.sedar.com and to review other information about the Company on its website at www.rotationminerals.com

Cautionary Statement Regarding Forward-Looking Statements

This MD&A includes certain forward-looking statements or information. All statements other than statements of historical fact included in this MD&A including statements relating to the potential mineralization or geological merits of the Company’s mineral properties and the future plans, objectives or expectations of the Company are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include among other things, statements regarding future commodity pricing, estimation of mineral reserves and resources, timing and amounts of estimated exploration expenditures and capital expenditures, costs and timing of the exploration and development of new deposits, success of exploration activities, permitting time lines, future currency exchange rates, requirements for additional capital, government regulation of mining operations, environmental risks, anticipated reclamation expenses, timing and possible outcome of pending litigation, timing and expected completion of property acquisitions or dispositions, and title disputes. They may also include statements with respect to the Company’s mineral discoveries, plans, out-look and business strategy. The words “may”, “would”, “could”, “should”, “will”, “likely”, “expect”, “anticipate”, “intend”, “estimate”, “plan”, “forecast”, “project” and “believe” or other similar words and phrases are intended to identify forward-looking information.

Cautionary Statement Regarding Forward-Looking Statements – (cont'd)

Forward-looking statements are predictions based upon current expectations and involve known and unknown risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

Important factors that could cause actual results to differ materially from the Company's plans or expectations include risks relating to the actual results of exploration programs, fluctuating commodity prices, the possibility of equipment breakdowns and delays, the availability of necessary exploration equipment including drill rigs, exploration cost overruns, general economic or business conditions, regulatory changes, and the timeliness of government or regulatory approvals to conduct planned exploration work. Additional factors that could cause actual results to differ materially from the Company's plans or expectations include political events, fluctuations in mineralization grade, geological, technical, mining or processing problems, future profitability on production, the ability to raise sufficient capital to fund exploration or production, litigation, legislative, environmental and other judicial, regulatory, political and competitive developments, inability to obtain permits, general volatility in the equity and debt markets, accidents and labour disputes and the availability of qualified personnel.

Although the Company has attempted to identify all of the factors that may affect our forward-looking statements or information, this list of the factors is not exhaustive. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks and uncertainties detailed throughout this MD&A.

Four J's Property

By an option agreement with Teuton Resources Corp. dated August 9, 2010 and last amended on August 4, 2016, the Company has the option to acquire a 50% interest in the Four J's Property. Consideration to earn the 50% interest consists of \$180,000 in cash and \$1,800,000 in exploration expenditures as follows:

Cash Payments:

- i) \$20,000 on execution of the agreement (paid);
- ii) a further \$25,000 on or before August 9, 2011 (paid);
- iii) a further \$30,000 on or before August 9, 2012 (paid);
- iv) a further \$15,000 on or before August 9, 2016 (paid);
- v) a further \$20,000 on or before August 9, 2017;
- vi) a further \$30,000 on or before August 9, 2018;
- vii) a further \$40,000 on or before August 9, 2019.

Cumulative Exploration Expenditures:

- i) \$397,716 on or before September 30, 2016 (incurred);
- ii) a further \$100,000 on or before December 31, 2016 (incurred);
- iii) a further \$200,000 on or before December 31, 2017 (incurred \$1,960);
- iv) a further \$300,000 on or before December 31, 2018;
- v) a further \$802,284 on or before December 31, 2019.

Upon earning the 50% interest, the Company has been granted the option to earn an additional 20% interest by completing the necessary exploration work, studies and reports to deliver a feasibility study on the property.

Rotation director, Ed Kruchkowski, became a director of Teuton Resources Corp. on May 13, 2014.

The Four J's property consists of five mineral claims located in the "Golden Triangle" area near Stewart, B.C. The property is underlain by at least three different styles of mineralization outlined by sampling and diamond drilling in the past. Gold mineralization is associated with brecciated volcanic rocks hosting strong pyrite and arsenopyrite underlying a north-south trending 800 metre long soil anomaly containing gold values up to 6.75 g/t. Drilling of this structure in 1990 returned maximum values within two holes that indicated 2.48 g/t gold over 15.22 m and 1.82 g/t gold over 13.06 m. The Company reports that the above assay results have not been confirmed and should be used for reference purposes only.

Four J's Property – (cont'd)

On March 6, 2012, the Company announced the results of a soil sampling exploration program on the Four J's Property. The Company reported that soil sampling over an area that was 100 metres along strike of massive sulphide and breccia quartz-carbonate-sulphide mineralization was conducted in late 2011 and indicated high base metal-silver and gold.

On September 17, 2012, the Company announced that drilling at the Four J's Property had intersected 8 metre wide zones of quartz-sulphide. The drilling tested a NW trending zone of stratiform copper-lead-zinc-silver-gold mineralization. Where exposed, trenching in the past has shown massive mineralization consisting of boutronite (copper-lead-antimony sulphide), tetrahedrite (copper-antimony-sulphide), sphalerite (zinc sulphide) and galena (lead sulphide) over 6 metres of width and 30 metres of length that is poorly exposed in glacial till.

On December 13, 2012, the Company announced that it had completed a trench across the mineralized zone during completion of 1,345 metres of drilling in 25 close spaced holes at the Four J's property. The trench tested a NW trending zone of stratiform copper-lead-zinc-silver-gold mineralization associated with strong graphite and quartz infusion. This mineralization is underlain by a strong coincident NW trending EM anomaly at least 700 metres long indicated by several airborne EM surveys completed by previous operators on the property.

Highlights of the first 8 holes of the 1,345 metre drill program included:

2.44 m of 1.29 g/t Au, 140.5 g/t Ag, 3.23 % Pb, 11.73% Zn and 2.61% Sb in DDH-4J-2012-1

3.05 m of 0.70 g/t Au, 156.5 g/t Ag, 2.5 % Pb, 9.43% Zn and 1.10% Sb in DDH-4J-2012-7.

Highlights of the final 17 holes of the 1,345 metre drill program included:

7.32 m of 0.23 g/t Au, 43.0 g/t Ag, 1.67 % Pb and 8.38 % Zn in DDH-4J-2012-14.

3.05 m of 0.305 g/t Au, 53.5 g/t Ag, 1.569 % Pb and 16.18 % Zn in DDH-4J-2012-18.

3.05 m of 0.399 g/t Au, 295.0 g/t Ag, 1.407 % Pb and 5.415 % Zn in DDH-4J-2012-20.

3.05 m of 0.65 g/t Au, 53.5 g/t Ag, 3.93 % Pb and 10.89 % Zn in DDH-4J-2012-24.

The Company employed a system of standards and blanks to ensure assay accuracy. All samples were assayed by Loring laboratories of Calgary, Alberta. It is an ISO9001 certified laboratory.

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Four J's Property – (cont'd)

Based on the 2012 drilling, it was established that:

- The mineralization tested is the east expression of the EM anomaly.
- A flat east-west fault dipping north has moved andesitic volcanic rock over the rocks hosting the underlying EM anomaly, thereby obscuring the mineralization.
- Narrow post mineralization dykes have replaced some of the zone.
- Reported native antimony rich float rocks discussed above are in the footwall of the fault and are likely associated with the mineralized zone tested.
- The native antimony float rocks do not appear to be associated with elevated base or precious metals.

2016 Exploration Program

During the 2016 exploration season, the Company drilled two holes on the Four J's property to test a geophysical anomaly. Quartz-breccia zones carrying sphalerite and bournonite were intersected in both holes. Previous drilling that intersected the quartz breccia with sulphide contained gold-silver-lead-zinc and antimony values. These intersections are along the wall zones to Premier porphyry dikes (part of the Texas Creek plutonic suite that is associated with gold mineralization at Brucejack Lake, Premier gold mine and the Scottie gold mine). In addition, brecciated argillite contained coarse pyrite along fractures, along with local minor galena.

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Scottie Property

On September 27, 2012, the Company entered into an agreement with a company managed by directors of the Company, to purchase an 80% interest in the Scottie Property. The property consists of 2 claims and 14 Crown-granted claims located near Stewart, B.C.

The Company purchased the 80% interest for \$370,000. The Company paid \$20,000 upon signing the agreement with the remaining \$350,000 payable within one year of signing the agreement. The agreement was amended a number of times to extend the due date of the \$350,000 balance payable to September 1, 2017.

The property is subject to a 3% net smelter return royalty. The Company has the right to purchase 2% for \$600,000.

On August 31, 2016, the vendor of the Scottie property agreed to transfer the remaining 20% interest in the Scottie property to the Company at no cost, provided that the Company pay the outstanding \$350,000 to the vendor on or before September 1, 2017. During the nine months ended May 31, 2017, the Company paid \$17,500 to the vendor. The balance owing of \$332,500 is due by September 1, 2017.

The transfer of the remaining 20% interest is subject to the approval of the TSX Venture Exchange. The Company intends to raise sufficient funds to consolidate its interest in the former Scottie gold mine to a 100% interest to facilitate exploration and development of the property.

Edward Kruckowski, a director of the Company, is also a director and shareholder of the vendor, and as a result thereof, the transaction is considered to be a related party transaction as defined under Multilateral Instrument 61-101. The transaction will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as the fair market value of any consideration paid by the Company for the acquisition of the 20% interest will not exceed 25 per cent of the Company's market capitalization.

During the nine months ended May 31, 2017, Rotation staked three additional claims approximately 3 kms from its existing Scottie claims for \$7,225.

The Scottie Property is located at the headwater of Salmon River. Access to the property is by gravel road from Stewart, B.C., 50 kms to the south. The former Scottie Gold mine operated from 1981 to 1985 and milled vein material averaging 16.20 g/t gold, producing 2,967,748 grams of gold (95,426 ounces gold) from 183,147 tonnes of mineralization.

Banded quartz-carbonate veins mineralized with gold-bearing pyrrhotite, pyrite, chalcopyrite, galena and sphalerite occur as en echelon fracture fillings in an east-west direction. To date, four separate vein zones labelled the 'L', 'M', 'N' and 'O' zones have been partially explored by drilling and underground development. These four zones have been the source of the gold produced during the milling operation.

Scottie Property – (cont'd)

After the closing of the mine operation, Wright Engineers prepared a report dated July, 1985 that indicated a diluted mineral reserves in the Proven, Probable and Possible categories (now known as measured, indicated and inferred in 43-101 classifications) within the 4 zones as 120,279 tonnes grading 19.31 g/t gold for a total of 74,333 ounces. Wright Engineers used the information supplied by the Scottie Gold mine engineers and did not independently confirm these reserves. The report by Wright Engineer's relied on diamond drill hole and underground sampling results completed by Scottie Gold Mines. During the period from 2004 to 2006, further drilling by Tenajon Resource Corp led to a resource calculation by Giroux Consultants Ltd. This later resource was calculated in a private report for Tenajon in October 2007 using 2004 to 2006 drilling by Tenajon, the previous drilling by Scottie Gold Mines and underground sampling. The results of this calculation are outlined below:

Resource Calculation for Scottie Property

Veins	Category	Tonnes	Au g/t	Ag g/t	Ounces Gold	Ounces Silver
L,M,N and O	Indicated	20,100	9.91	4.32	6,400	2,800
L,M,N and O	Inferred	203,000	8.40	4.25	54,800	27,800
Bend	Inferred	18,500	10.87	29.25	6,470	17,400

The above resources have not been verified by the Company and are not considered 43-101 compliant as they are not compliant with present standards of reporting. These estimates are historical and are used for reference purposes only. A qualified person has not done sufficient work to classify the historical estimate as current mineral resources. The issuer is not treating the historical estimate as current mineral resources. The issuer has examined all the historical drill data, sampling plans and production records and believes that the historical estimates are relevant. The issuer will need to complete drill holes to verify the historical reserves in order to upgrade the estimates to make them compliant with 43-101 standards.

Past exploration has shown the property to host at least thirteen zones of gold bearing quartz-carbonate sulphide (pyrite-pyrrhotite +/- chalcopyrite +/- galena +/- sphalerite) veining. The veins appear to be localized along complex, sub parallel shear or fracture zones related to the emplacement of the Summit Lake Pluton.

Scottie Property – (cont'd)

On December 4, 2012, the Company announced the results of its test work on the former Scottie Gold Mine. The Company completed a program of preliminary evaluation which included sampling several known vein structures in addition to several newly located gold bearing structures. The Company sampled the Bend, Road, Blueberry, the “M” vein underground and three newly located veins. Assay results for 27 grab samples are shown in the following table:

Sample No	Vein Sampled	Sample Type	Gold Values g/t	Average Gold g/t
UG 1-7	“M”	Grab in Stope	0.09 to 17.4	5.94
RSG-1-2 and 10	Bend	Grab	3.37 to 28.8	12.79
RSG 3	Road	Grab	2890	2890
RSG 4-7, 11-15	Blueberry	Grab	59.2-1280	400.7
RSG 7-8	New Vein 1	Grab	0.07 to 9.0	4.53
RSG 9, 17-18	New Vein 2	Grab	12.7 to 26.8	21.56
RSG 16	New Vein 3	Grab	1.78	1.78

The Bend vein which consists of massive pyrrhotite and pyrite was sampled in an area where it is from 1-3 metres wide along the former Granduc Road. The high grade Road vein contains massive pyrite that is 0.15 m wide within a silicified pyritic zone that has been traced over 15 metres of strike before it is obscured by overburden. Historical sampling indicated greater than 31 g/t gold over 2.2 m for this vein. The Company has not verified these results and this data is being used for reference purposes only. The Blueberry vein contains massive pyrrhotite that is from 1-2 metres wide with sampling along 20 metres of strike length. The New Vein 1 has two zones of pyrrhotite, sphalerite and minor galena each 0.5 m wide separated by 1 m of wall rock. The New Vein 2 is a zone of massive pyrite and pyrrhotite up to 1 m wide. The New Vein 3 is a zone of massive pyrite stringers within a zone of sericite alteration up to 1 m wide.

2016 Exploration Program

In May 2016, the Company posted a reclamation bond of with the Minister of Finance and, in July 2016 received a work permit to commence 2016 exploration on the Scottie gold property.

Surface geological work to locate many of the 13 gold-bearing veins previously reported was completed. Exploration work sampled the veins which are being exposed by the receding glacial ice and appear as linear rusty zones. In addition, the Company attempted to locate a three-metre vein located in 2006 that had chip sample values of 10.12 grams per tonne gold over 1.5 metres and 6.55 grams per tonne gold over three metres. The reader is cautioned that the above results are historical and have not been confirmed by the Company. These are being used for reference purposes and should not be relied upon.

On July 22, 2016, the Company announced that it had discovered a new wide zone of altered rocks containing veins and stockworks of sulphides on the Scottie gold property. The zone is in an overburden covered area and was exposed by drill pad building activities. It consists of massive pyrrhotite veins and stringers containing minor chalcopyrite cut by later narrow pyrite veins. Molybdenum and visible gold have been noted in one area of an exposed massive pyrrhotite vein. The overall width of this new alteration zone appears to be seven to eight metres. Drilling from this location was initially intended to intersect the C vein and, as a result, intersections on this new zone start near the drill collars. It is intended that new drill stations will be at lower elevations in order to test the downdip extension of this new zone.

Scottie Property – (cont'd)

2016 Exploration Program – (cont'd)

ICP analysis of grab sampling from this zone indicates two separate mineralizing events. Assays from one of the sulphide-bearing phases indicate 0.5 gram per tonne gold with zinc values up to 0.6 per cent zinc with no molybdenum. The main and widest phase contains gold assays up to 447.95 grams per tonne Au with 0.3 per cent molybdenum but no zinc. The highest grade was from a sample at the farthest south of the exposed area. A total of 21 grab samples were collected from the main zone area over a distance of 15 metres and assays ranged from 1.4 g/t gold to the high of 447.95 g/t. The zone had five assays in the 20 to 40 g/t range, three assays in the 10 to 20 g/t range and 11 in the one to 10 g/t range. Any ICP results above one g/t gold were fire assayed. The reader is cautioned that the above results are grab samples and are not representative of the entire zone area. Further work is necessary to confirm the grade of the overall vein system.

On October 18, 2016, Rotation released its 2016 drill results from the Scottie gold property. During the 2016 exploration season, the Company focused on outlining gold-bearing areas outside of the immediate area of the mine workings.

Diamond drilling was carried out on an area called the C and D zones in previous work. This area is two kilometres northeast of the mine workings and is readily accessible through the nearby mine access tunnel. Drilling was conducted on the C zone in the area of historic gold assays that included 35.93 grams per tonne over 1.74 metres and 72.20 grams per tonne over 0.76 metre in two separate veins. On the D zone located 50 metres from the C zone, historic sampling yielded gold values of 198.64 grams per tonne over 0.73 metre and 27.79 grams per tonne over 1.52 metres. A 1946 drill hole intersected 67.11 grams per tonne gold over one metre. The reader is cautioned that the above results are historic and have not been confirmed by the Company. These are being used for reference purposes and should not be relied upon.

Drilling intersected up to 1.13 metres of 31.54 grams per tonne gold in DDH-SG-4. Drilling was primarily focused on the intersection of the projected C and D veins. Highlights of the drill program are shown in the attached table.

Drill hole	From (m)	To (m)	Width (m)	Au (g/t)
SG-16-2	26.01	26.62	0.61	23.5
SG-16-3	17.68	20.79	3.1	5.04
Incl.	17.68	19.21	1.52	8.08
SG-16-4	7.16	10.52	3.35	3.42
and	55.71	56.92	1.13	31.54
SG-16-5	7.47	9.05	1.65	9.87
and	16.6	21.95	3.35	6
SG-16-7	6.71	11.28	4.57	3.2
and	19.21	22.26	3.05	8.6
SG-16-8	61.89	62.26	0.37	12.27
SG-16-11	21.71	26.52	4.82	2.63
SG-16-14	66.77	57.16	0.4	14.54

Within the 2016 drilling, numerous intersections grading one gram per tonne to two grams per tonne gold were also encountered.

Scottie Property – (cont'd)

In January, 2017, the Company hired Ecos Environmental Consulting Inc. to ensure that the active mine permit on the Scottie property is compliant with present government standards. The mine permit, which was in effect during the mining operations carried out during 1981 to 1985, is still in place. The Company is working at re-activating the mine. All the mill facilities are intact in their underground location.

To date, only approximately 25% of the Scottie property has been actively explored. The Company intends to continue exploration to test along strike and at depth on the known gold-bearing structures during the upcoming 2017 field season.

Black Hills Property

On January 17, 2013, the Company purchased a 100% interest in six claims located 7.5 kilometres east-northeast of Stewart, BC for \$10,000 from a company managed by a director of the Company. The claims are collectively known as the Black Hills claims which have been explored by various adits and trenches.

Grab sampling of well mineralized dump material at the portal of a north trending adit on the property indicated the following assay results. Mineralization included massive sphalerite, tetrahedrite, galena and jamesonite within the samples.

Sample	Au g/t	Ag g/t	Cu %	Pb %	Zn %
BH 1	0.19	1840	0.19	1.99	24.5
BH 2	0.47	3080	0.29	14.6	5.85
BH 3	1.22	3060	0.27	15.7	8.06
BH 4	0.47	3240	0.29	12.0	0.96
BH 5	1.35	4080	0.36	11.0	17.1
BH 6	2.75	1390	0.16	3.57	13.9
BH 7	0.74	1570	0.24	18.4	5.43

Placer Lease 372720

On March 1, 2016, the Company was granted a three year option on Placer Lease 372720 located in the Cariboo Mining District of British Columbia. Placer Lease 372720 was optioned from the former CEO of the Company. The Company agreed to incur a minimum work commitment of \$30,000 on or before December 31, 2016 (incurred). On February 28, 2017, the Company abandoned its option on Placer Lease 372720 and recorded a charge of \$95,035.

Ed Kruchkowski, P. Geo., a qualified person under National Instrument 43-101, is in charge of all exploration programs on behalf of the Company and is responsible for the accuracy of the technical data contained in this MD&A. Mr Kruchkowski is a director of the Company.

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SELECTED ANNUAL INFORMATION

	August 31, <u>2016</u>	August 31, <u>2015</u>	August 31, <u>2014</u>
Total revenue	\$Nil	\$Nil	\$Nil
Net and comprehensive loss for the year	\$(246,356)	\$(104,276)	\$(104,644)
Basic and diluted loss per share	\$(0.01)	\$(0.01)	\$(0.01)
Total assets	\$1,079,179	\$596,711	\$598,381
Non-current financial liabilities	\$Nil	\$Nil	\$Nil
Dividends	\$Nil	\$Nil	\$Nil

DISCUSSION OF OPERATIONS

During the nine months ended May 31, 2017, the Company's net and comprehensive loss was \$434,917 compared to \$176,502 for the nine months ended May 31, 2016.

During the three months ended May 31, 2017, the Company the Company incurred consulting fees of \$21,000 from its newly created advisory board.

Management fees were \$36,000 for the nine months ended May 31, 2017 and 2016. The Company's CEO and CFO charge management fees of \$2,000 per month each.

Share-based payments were \$180,000 for the nine months ended May 31, 2017 compared to \$103,445 for the nine months ended May 31, 2016. During the nine months ended May 31, 2017, the Company granted 900,000 stock options with a fair value of \$180,000 compared to 1,950,000 stock options with a fair value of \$78,000 during the nine months ended May 31, 2016. In addition, on April 13, 2016, the Company re-priced 2,600,000 outstanding stock options from \$0.15 to \$0.05. The expiry date of the options was unchanged. The fair value of the re-priced stock options was \$25,445.

During the nine months ended May 31, 2017, the Company recorded travel expenses of \$40,742 related to financing, potential acquisitions, management and advisory appointments and other initiatives to advance the Company.

During the nine months ended May 31, 2016, the Company recorded a gain on settlement of debt of \$18,754. On March 22, 2016, the Company issued 1,875,350 common shares at \$0.05 per share to settle indebtedness of \$93,768. The fair value of the shares issued was \$75,014.

During the nine months ended May 31, 2017, the Company abandoned its option on Placer Lease 372720 and recorded a charge of \$95,035.

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DISCUSSION OF OPERATIONS

During the nine months ended May 31, 2017, the Company paid exploration and evaluation costs of \$254,915. At August 31, 2016, the Company had advanced \$82,500 for exploration work to be undertaken on Placer Lease 372720. During the three months ended November 30, 2016, the exploration advances were applied against exploration and evaluation costs incurred. At May 31, 2017, the Company had \$218,079 in accounts payable and accrued liabilities related to exploration and evaluation assets.

SUMMARY OF QUARTERLY RESULTS

The figures for the quarters ended August 31, 2016 and 2015 are calculated from the Company's annual audited financial statements. All other amounts are from unaudited condensed interim financial statements prepared by management. All quarterly results were derived from financial statements prepared using IFRS.

	Q3	Q2	Q1	Q4
	May 31, <u>2017</u>	February 28, <u>2017</u>	November 30, <u>2016</u>	August 31, <u>2016</u>
Revenues	\$Nil	\$Nil	\$Nil	\$Nil
Net and comprehensive loss	\$(219,864)	\$(191,442)	\$(23,611)	\$(69,854)
Basic and diluted loss per share	\$(0.01)	\$(0.01)	\$(0.00)	\$(0.00)

	Q3	Q2	Q1	Q4
	May 31, <u>2016</u>	February 29, <u>2016</u>	November 30, <u>2015</u>	August 31, <u>2015</u>
Revenues	\$Nil	\$Nil	\$Nil	\$Nil
Net and comprehensive loss	\$(131,495)	\$(27,578)	\$(17,429)	\$(31,407)
Basic and diluted loss per share	\$(0.01)	\$(0.00)	\$(0.00)	\$(0.00)

LIQUIDITY AND CAPITAL RESOURCES

At May 31, 2017, the Company had a working capital deficiency of \$417,727.

The Company's operations do not generate cash flow and its success is dependent on its ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors such as commodity prices which are beyond the Company's control.

To date, the Company has been able to fund operations through equity financings. Uncertainty in the financial equity markets may make it difficult to raise additional capital through the private placements of shares. The junior mining industry is considered speculative in nature which may make it even more difficult to fund. While the Company will use its best efforts to achieve its business objectives by examining various financing alternatives, there is no assurance that the Company will be successful with its financing ventures.

Exploration and Evaluation Asset Commitments

- the Company is required to pay property acquisition costs on the Four J's property of \$20,000 by August 9, 2017.
- the Company is required to pay property acquisition costs on the Scottie property of \$332,500 by September 1, 2017.
- the Company is required to incur exploration and evaluation expenditures on the Four J's property of \$198,040 by December 31, 2017.

Options Exercised

On October 6, 2016, the Company issued 400,000 common shares at \$0.05 per share pursuant to the exercise of 400,000 stock options for proceeds of \$20,000.

On June 20, 2017, the Company issued 400,000 common shares at \$0.05 per share pursuant to the exercise of 400,000 stock options for proceeds of \$20,000.

Private Placements

On January 24, 2017, the Company issued 760,000 common shares at \$0.25 per share for gross proceeds of \$190,000 pursuant to the private placement of 760,000 units at \$0.25 per unit. Each unit contained one common share and one-half of one share purchase warrant with each whole warrant entitling the holder to purchase an additional common share at \$0.40 until January 24, 2019. The Company incurred share issue costs of \$1,700 with respect to this private placement.

On June 22, 2016, the Company issued 8,000,000 common shares for gross proceeds of \$400,000 pursuant to a non-brokered private placement. The Company issued 4,000,000 flow-through units at \$0.05 per unit and 4,000,000 non-flow-through units at \$0.05 per unit. The flow-through units contained one flow-through common share and one share purchase warrant. The non-flow-through units contained one common share and one share purchase warrant. All the warrants entitled the holders to purchase an additional common share at \$0.05 until June 22, 2018.

LIQUIDITY AND CAPITAL RESOURCES – (cont'd)

Private Placements – (cont'd)

On April 7, 2016, the Company issued 4,000,000 common shares for gross proceeds of \$200,000 pursuant to a non-brokered private placement. The Company issued 2,000,000 flow-through units at \$0.05 per unit and 2,000,000 non-flow-through units at \$0.05 per unit. The flow-through units contained one flow-through common share and one share purchase warrant. The non-flow-through units contained one common share and one share purchase warrant. All the warrants entitled the holders to purchase an additional common share at \$0.05 until April 7, 2018.

Shares for Debt

On March 22, 2016, the Company issued 1,875,350 common shares at a deemed value of \$0.05 per share to settle accounts payable to related parties of \$80,338 and advances payable to related parties of \$13,430.

The debt settlement agreements were with a director of the Company (Randy Kasum), companies with directors in common with the Company (Randy Kasum, Ed Kruchkowski, and Brent Petterson) and a company managed by a director of the Company (Randy Kasum).

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off balance sheet arrangements to report.

PROPOSED TRANSACTIONS

On July, 27, 2017, the Company announced a non-brokered private placement of up to 9,333,333 units at \$0.15 per unit for gross proceeds of up to \$1,400,000. Each unit will consist of one common share and one share purchase warrant. Each warrant will entitle the holder to purchase an additional common share at \$0.25 for two years.

MANAGEMENT CHANGES

On November 29, 2016, Rotation appointed Bradley Rourke as President and Chief Executive Officer (“CEO”). Ed Kruchkowski resigned as CEO but remained on the board of directors. Lance Robinson resigned from the board of directors.

Mr. Rourke has extensive experience in raising capital for resource companies, both public and private. He was the director of sales for a national institutional flow-through fund and a principal partner of an investment firm successful in raising over \$100 million in private investment funds predominantly in the energy and real estate sectors. Mr. Rourke graduated from Mount Royal College with a diploma in business administration.

On May 24, 2017, Randy Kasum has resigned as director, Chief Financial Officer (“CFO”) and corporate secretary of the Company. Brent Petterson, a director of the Company, assumed the position of CFO on an interim basis. Mr. Petterson is a Chartered Professional Accountant and the CFO of several publically listed resource companies. The Company retained the services of Christina Boddy to act as the corporate secretary, a position she also holds for several publicly listed resource companies.

ADVISORY BOARD

On May 24, 2017, the Company announced appointments to its newly formed advisory board, created to support management and the board of directors in the areas of project development, corporate development and geology. Members of the advisory board are as follows:

Ernest Mast, MEng, PEng, is the former president and CEO of Primero Mining Corp., the former president and CEO of Minera Panama, a subsidiary of Inmet Mining developing the Cobre Panama project, and the former vice-president of operations of New Gold Inc. Mr. Mast has over 25 years of experience in all stages of gold and base metals projects, having worked in Canada, the United States, Mexico, the Dominican Republic, Panama, Chile and Australia.

Lon Shaver, CFA, has 25 years of capital markets and corporate experience, mostly focused on the Canadian mining sector. This includes roles as an investment banker with Raymond James and Merrill Lynch, where he completed numerous financing and merger and acquisition mandates, as well as a mining analyst with an institutional sell-side firm. Mr. Shaver's corporate experience includes CFO roles with a publicly listed mining company and a private technology company.

Jason Weber, PGeo, is currently president, CEO and director of Alianza Minerals Ltd. He is an exploration geologist with over 20 years of experience in the minerals exploration industry, including British Columbia's Golden Triangle, in technical and corporate roles. He is the former president and CEO of Kiska Metals Corp. and one of its predecessors, and was a project geologist with Equity Engineering, working on projects in Canada and Central America.

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TRANSACTIONS WITH RELATED PARTIES

At July 31, 2017, the directors of the Company were Bradley Rourke, Ed Kruchkowski and Brent Petterson. The officers of the Company were Bradley Rourke (CEO), Brent Petterson (CFO) and Christina Boddy (Corporate Secretary).

The Company incurred the following charges by directors of the Company, by companies with directors in common with the Company, by a company managed by a director of the Company and by a public company with directors in common with the Company during the nine months ended May 31, 2017 and 2016:

	<u>2017</u>	<u>2016</u>
Accounting fees	\$ 7,000	\$ 7,500
Exploration and evaluation assets – acquisition costs	17,500	-
Exploration and evaluation assets – drilling	183,345	-
Exploration and evaluation assets – equipment rental	86,120	-
Exploration and evaluation assets – geological	57,000	-
Exploration and evaluation assets – labour	24,850	-
Exploration and evaluation assets – supervision	11,600	-
Management fees	<u>36,000</u>	<u>36,000</u>
	<u>\$ 423,415</u>	<u>\$ 43,500</u>

The Company considers its Chief Executive Officer and Chief Financial Officer to be key management. The Company incurred the following key management compensation charges during the nine months ended May 31, 2017 and 2016:

	<u>2017</u>	<u>2016</u>
Exploration and evaluation assets – acquisition costs	\$ 17,500	\$ -
Exploration and evaluation assets – drilling	183,345	-
Exploration and evaluation assets – equipment rental	68,520	-
Exploration and evaluation assets – geological	57,000	-
Exploration and evaluation assets – supervision	11,600	-
Management fees	<u>36,000</u>	<u>36,000</u>
	<u>\$ 373,965</u>	<u>\$ 36,000</u>

At May 31, 2017, exploration advances include \$Nil (August 31, 2016: \$54,500) due to a company with directors in common with the Company and to a company managed by a director of the Company for exploration services to be provided.

At May 31, 2017, accounts payable and accrued liabilities include \$349,397 (August 31, 2016: \$28,200) due to directors of the Company and to companies with directors in common with the Company.

The amounts due to/from related parties are unsecured, non-interest bearing and have no fixed term of repayment.

CRITICAL ACCOUNTING ESTIMATES

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

i) *Exploration and Evaluation Assets*

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. The decision to abandon a property is largely determined by exploration results. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available. At May 31, 2017, management considers that no impairment provision is required to the carrying costs of its mineral properties.

ii) *Rehabilitation Provisions*

At May 31, 2017, rehabilitation provisions have been determined to be \$Nil based on management's estimates. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from period to period.

iii) *Share-based Payments*

The Company uses the Black Scholes Option Pricing Model for valuation of share based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

CHANGES IN ACCOUNTING POLICIES

The Company's significant accounting policies are summarized in Note 3 to its unaudited condensed interim financial statements for the nine months ended May 31, 2017. There were no changes in the Company's accounting policies during the nine months ended May 31, 2017 that had a significant impact on the Company's financial statements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The fair values of the Company's financial assets and liabilities approximate their carrying amounts.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash, reclamation bonds, accounts payable and advances from related parties. Cash is classified as FVTPL, reclamation bonds are classified as loans and receivables and accounts payable and advances from related parties are classified as other financial liabilities.

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash is exposed to interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company's accounts payable and advances from related parties are all current and due within 90 days of the balance sheet date. The Company ensures that it has sufficient capital to meet its short-term financial obligations.

RISKS AND UNCERTAINTIES

In addition to the risks and uncertainties outlined earlier in this management discussion, the Company is also subject to other risks and uncertainties including the following:

General Risk Associated with the Mining Industry

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, none of the Company's properties has a known commercial ore deposit. The main operating risks include: securing adequate funding to maintain and advance exploration properties; ensuring ownership of and access to mineral properties by confirmation that claims and leases are in good standing and obtaining permits for drilling and other exploration activities. The market prices for gold and other metals can be volatile and there is no assurance that a profitable market will exist for a production decision to be made or for the ultimate sale of the metals even if commercial quantities of precious and other metals are discovered.

Exploration and development activities involve risks which careful evaluation, experience and knowledge may not, in some cases eliminate. The commercial viability of any mineral deposit depends on many factors not all of which are within the control of management. Some of the factors that affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure, government regulation, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations, have an impact on the economic viability of a mineral deposit. Management attempts to mitigate its exploration risk by maintaining a diversified portfolio of properties and a strategy of possible joint ventures with other companies which balances risk while at the same time allowing properties to be advanced.

Dependence on Key Personnel

Loss of certain members of the executive team or key operational leaders of the company could have a disruptive effect on the implementation of the Company's business strategy and the efficient running of day-to-day operations until their replacement is found. Recruiting personnel is time consuming and expensive and the competition for professionals are intense. The Company may be unable to retain its key employees or attract, assimilate, retain or train other necessary qualified employees, which may restrict its growth potential.

Option Agreements

The Company is currently earning its interest in the Four J's property through an option agreement and acquisition of titles to the properties is only completed when the option conditions have been met. These conditions generally include making property payments and incurring exploration expenditures on the properties and can include the completion of pre-feasibility studies. If the Company does not satisfactorily complete its option conditions in the time frame laid out in the option agreement, the Company's title to the related property will not vest and the Company will have to write-down the previously capitalized costs related to that property.

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DISCLOSURE OF OUTSTANDING SHARE DATA

a) Issued:

At July 31, 2017, the Company had 38,604,017 common shares issued and outstanding.

b) Stock Options:

At July 31, 2017, the Company had 2,450,000 stock options outstanding entitling the holders to purchase one common share for each option held as follows:

<u>Number of Options</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
550,000	\$0.05	March 1, 2021
1,000,000	\$0.05	May 16, 2021
<u>900,000</u>	\$0.20	May 24, 2022
<u>2,450,000</u>		

c) Share Purchase Warrants:

At July 31, 2017, the Company had 12,380,000 share purchase warrants outstanding entitling the holders to purchase one common share for each warrant held as follows:

<u>Number of Warrants</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
4,000,000	\$0.05	April 7, 2018
8,000,000	\$0.05	June 22, 2018
<u>380,000</u>	\$0.40	January 24, 2019
<u>12,380,000</u>		