FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED OCTOBER 31, 2015

Introduction

This management's discussion and analysis (MD&A) of Kermode Resources Ltd. is the responsibility of management and covers the year ended October 31, 2015. The MD&A takes into account information available up to and including February 29, 2016 and should be read together with the audited financial statements, notes and MD&A for the years ended October 31, 2015, October 31, 2014, and October 31, 2013 all of which are available on the Sedar website at www.sedar.com.

Throughout this document the terms *we, us, our, the Company* and *Kermode* refer to Kermode Resources Ltd. All financial information in this document is prepared in accordance with International financial reporting standards (IFRS) and presented in Canadian dollars unless otherwise indicated.

Additional information related to the Company is available for view on SEDAR at www.sedar.com and on the Company's website at www.kermode.com.

Forward-Looking Statements

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

Forward-looking information includes disclosure regarding possible or anticipated events, conditions or results of operations which are based on assumptions about future economic conditions and courses of action, and includes future oriented financial information with respect to prospective results of operations or financial position or cash flow that is presented either as a forecast or a projection. Forward-looking information is often, but not always, identified by the use of words such as seek, anticipate, believe, plan, estimate, expect and intend; statements that an event or result is due on or may, will, should, could, or might occur or be achieved; and other similar expressions.

Additional information related to the Company is available for view on SEDAR at www.sedar.com and on the Company's website at www.kermode.com.

Description of Business

The Company's main business is the acquisition, exploration and development of natural resource properties. The Company has entered into an option agreement to earn up to a 100% interest in a gold-silver property located in Churchill County, Nevada.

The Company trades on the TSX Venture exchange under the Symbol "KLM".

Performance Summary

During the fiscal year ended October 31, 2015 the Company reached agreement to sell part of its interest in its Nevada Eastgate gold project to Eros Resources Corp. (formerly Boss Power Corp.)("Eros"). Under the terms of the agreement, Eros will purchase one-half of Kermode's 30% interest in the property for $300,500 (US$250,000) and have the right to participate with Kermode in the underlying agreement that Kermode has with Blue Ridge (see NR May 10,2012). For more information go to Mineral Properties section.

Selected Annual Information

The following table provides a brief summary of the Company's financial operations. For more detailed information, refer to the Financial Statements.

	Year Ended October 31, 2015	Year Ended October 31, 2014	Year Ended October 31, 2013
Total Revenues	$ Nil	$ Nil	$ Nil
Net Loss Before Other Items	266,485	146,121	495,949
Net Loss	464,823	91,737	729,763
Basic and Diluted Loss per Share	0.00	0.00	0.01
Total Assets	355,941	872,949	632,503
Total Long-term Liabilities	-	-	-
Cash Dividends	-	-	-

During the year ended October 31, 2015 the Company sold part of its interest in its Nevada Eastgate Gold project to Eros resulting to a decrease of $300,500 (US$250,000) to exploration and evaluation assets. Consequently the Company is remaining 15% interest has been written down to $300,500.

During the fiscal year ended 2014 the Company completed a private placement of 530,800 common shares at $0.05 per share for gross proceeds of $26,540 and shares issued of 1,469,200 as settlement of debt of $73,460 at $0.05 per share resulting in a gain on settlement of debt of $29,384. The Company also completed a private placement of 750,000 units at $0.30 per unit for gross proceeds of $225,000 the second unit financing pursuant to an option-out agreement on the Eastgate Gold property. Each unit consists of one common share and one share purchase warrant exercisable at $0.30 expiring April 28, 2015. The Company paid $200,000 to Blue Ridge during the current year as part of their agreement. The Company issued 450,000 finders shares valued at $22,500 as finders fees on the placement. The Company received $25,000 from Atlantic Minerals Ltd. for an option to purchase 10 claims from Jackson's Arm Property that was previously written down and thereby reducing Net Loss.

During the fiscal year ended 2013 the Company closed a non-brokered private placement of 6,300,000 common shares at $0.05 per common share for gross proceeds of $315,000 and initial financing of $400,000 through issuance of 8,000,000 units with each unit consisting of one common share of Kermode, and one share purchase warrant priced at $0.125 expiring May 15, 2014. The Company has paid $200,000 and issued 500,000 common shares (valued at $15,000) to Blue Ridge during the current fiscal year as part of their agreement. The Company has also entered into an agreement, later amended, with Demerara Gold

Corp ("Demerara"), whereby the Company granted Demerara the right and option to acquire up to a 51% interest in the Eastgate Gold property.

Results of Operations

During the year ended October 31, 2015 the Company incurred a loss before other items of $266,485 (2014 - $146,121) which shows a significant increase to expenses.

Significant increases in expenses are as follows: office and sundry $80,057 (2014 - $34,622), property cost $47,000 (2014 - $Nil), rent $53,492 (2014 – $17,742), and travel and trade shows $18,642 (2014 - $13,005). The increases in these accounts were due to increase in financing and promotional activities.

Fourth Quarter and Summary of Quarterly Results

	Three Months Ended			
	October 31, 2015	July 31, 2015	April 30, 2015	January 31, 2015
Total Assets	$ 355,941	$ 705,405	$ 856,266	$ 840,807
Exploration and Evaluation Assets	300,500	537,588	717,415	837,645
Working Capital (Deficiency)	(210,329)	(128,079)	(237,309)	(322,750)
Shareholder's Equity	90,171	397,009	467,606	502,395
Revenues	Nil	Nil	Nil	Nil
Net Income/(Loss)	$ (300,038)	$ (70,597)	$ (41,589)	$ (52,599)
Loss per share	-	-	-	-

	Three Months Ended			
	October 31, 2014	July 31, 2014	April 30, 2014	January 31, 2014
Total Assets	$ 872,949	$ 836,070	$ 823,487	$ 620,222
Exploration and Evaluation Assets	837,645	818,575	599,384	599,384
Working Capital (Deficiency)	(282,651)	(267,971)	(90,384)	(267,690)
Shareholder's Equity	554,994	550,604	509,000	331,694
Revenues	Nil	Nil	Nil	Nil
Net Loss	$ (44,849)	$ 20,227	$ (47,694)	$ (19,421)
Loss per share	-	-	-	-

There was no significant activity during the quarter ended October 31, 2015.

During the three month period ended July 31, 2015 the Company received USD$250,000 (CAD$300,500) from Eros to complete its payment for 15% interest in Bowpark Property.

During the three month period ended April 30, 2015 the Company entered into an agreement to sell part of its interest in its Nevada Eastgate Gold project to Eros and received USD$100,000 (CAD$120,300) as of the period ended April 30, 2015 as initial payment of total USD$250,000 for 15% interest in Bowpark property.

During the three month period ended January 31, 2015 the Company arranged a loan from arm's length party in the principal amount of $12,500.

There was no significant activity during the quarter ended October 31, 2014.

During the quarter ended July 31, 2014 the Company made a payment of $219,325 (USD$200,000) to Blue Ridge Gold LLC to acquire 30% interest in Eastgate Gold property, resulting in an increase to Exploration and Evaluation Assets. The Net Income for the three month period was the result of significant decrease in expense and initial option fee received for Jackson's Arm property.

During the quarter ended April 30, 2014 the Company completed a private placement of 530,800 common shares at $0.05 per share for gross proceeds of $26,540 and shares issued of 1,469,200 as settlement of debt of $73,460 at $0.05 per share resulting in a gain on settlement of debt of $29,384. The Company completed a private placement of 750,000 units at $0.30 per unit for gross proceeds of $225,000 the second unit financing pursuant to an option-out agreement on the Eastgate Gold property.

Mineral Properties

Eastgate Gold

(a) Blue Ridge

The Company entered into a Mineral Property Option and Joint Venture Agreement with Blue Ridge Gold LLC, (a private Nevada company)("Blue Ridge"). The Eastgate Gold Property is comprised of mineral claims located northeast of the Rawhide Mine, and east of Fallon in Churchill, County, Nevada. The Company may acquire up to a 100% interest in the property.

During the year ending October 31, 2012 the Company paid USD$100,000 to Blue Ridge and issued 2,000,000 common shares valued at $160,000 with additional payments of USD$1,220 cash and 200,000 common shares (valued at $16,000) as finder's fee. The Company staked additional claims and reimbursed the optionor for certain other costs.

In order to acquire its initial 30% interest, the Company shall make the following additional payments to Blue Ridge:

- USD$200,000 (paid) and 500,000 common shares (issued; valued at $15,000) of the Company by May 15, 2013
- USD$200,000 (paid) by May 15, 2014

The following payments are required to earn further 15% incremental interests:

- USD$200,000 by May 15, 2015 for an aggregate 45% interest(paid by Eros as per agreement)
- USD$200,000 by May 15, 2016 for an aggregate 60% interest
- USD$200,000 by May 15, 2017 for an aggregate 75% interest

Once the Company has earned a 75% interest, Blue Ridge shall elect to either (a) enter into a joint venture with the Company and maintain a 25% interest in the property; or (b) grant the Company the option to acquire the remaining 25% interest in the property through the payment of USD$200,000 or 200,000 shares of the Company (at Blue Ridge's election) for each additional 5% interest, exercisable over 5 years.

If the Company acquires at least a 75% interest and no joint venture is formed, the Company will issue an additional 3,000,000 shares to Blue Ridge upon the earlier of (a) commencing commercial production; or (b) disposing of the majority of its interest in the property to a third party purchaser pursuant to an asset sale, merger, amalgamation, take-over or similar corporate reorganization.

Blue Ridge will retain a 3% NSR royalty, which the Company can buy down to 2% for USD$1,000,000.

(b) Demerara Gold Corp.

During the year ended October 31, 2013 the Company entered into an agreement, later amended, with Demerara Gold Corp ("Demerara"), whereby the Company granted Demerara the right and option to acquire up to a 51% interest in the Eastgate Gold property. In order to acquire its initial 21% interest, Demerara entered into the following transactions:

- Subscribe to 8,000,000 units of the Company at a price of $0.05/unit for proceeds of $400,000 (completed). Each unit includes one common share and one common share purchase warrant exercisable at $0.125 until May 15, 2014.
- Subscribe to a private placement of 750,000 units at a price of $0.30 per unit for $225,000 (completed). Each unit includes one common share and one share purchase warrant exercisable at $0.30 per share until April 1, 2015.

Demerara did not complete the remaining terms of its option agreement, consequently the option was terminated.

(c) Eros Resources Corp. (formerly Boss Power Corp.)

During the year ended October 31, 2015 the Company entered into an agreement to sell part of its interest in its Nevada Eastgate Gold project to Eros.

Under the terms of the agreement, Eros purchased one-half of the Company's 30% interest in the property for $300,500 (US$250,000) and the right to participate with the Company in the underlying agreement that the Company has with Blue Ridge.

Following the above initial 15% purchase, Eros purchased an additional 15% interest in the property in consideration for a payment of US$200,000 to Blue Ridge. Eros has the right to purchase an additional 15% interest for US$200,000.

Following the completion of the purchases, Eros will hold a 45% interest, the Company will hold a 15% interest and Blue Ridge will hold the remaining 40% interest in the Property subject to the Blue Ridge agreement with the Company.

Subject to Eros completing the purchase of an aggregate 45% interest in the Property, the Company and Eros will jointly and equally participate in the remaining purchases of a 15% interest and a 25% interest in the Property pursuant to and as contemplated by the Blue Ridge Agreement.

Either the Company or Eros may elect not to complete its share of the purchases and the other party may complete the purchases entirely for its own account or may also elect not to complete its share in which case they will enter into a joint venture and joint venture agreement with each other and Blue Ridge pursuant to and as contemplated by the Blue Ridge agreement.

The Company has received $300,500 (USD$250,000) as of the year ended October 31, 2015 for the sale of the initial 15% interest in the property. Consequently the Company is remaining 15% interest has been written down to $300,500.

Jackson's Arm, Newfoundland

The Company acquired a 100% interest in certain mineral claims, located in Newfoundland. Due to a delay in exploration work, the Company wrote off all costs ($3,407,074) associated with the Property during fiscal 2010. During the fiscal year 2014 the Company entered into an agreement with Atlantic Minerals Ltd. ("Atlantic") for an option to purchase 10 claims from Jackson's Arm Property and received $25,000. Atlantic elected not to exercise their option to acquire the claims after the initial drill program was completed.

Liquidity and Capital Resources

Kermode's mineral exploration and development activities do not provide a source of income and we therefore have a history of losses, working capital deficiencies and an accumulated deficit. However, given the nature of our business, the results of operations as reflected in the net losses and losses per share do not provide meaningful interpretation of our valuation

The Company has financed its operations to date primarily through the issuance of common shares. The Company will continue to seek capital through the issuance of common shares.

Operating activities: The Company does not generate any revenues and generally does not receive any cash from operating activities. Net cash used in operating activities during the year ended October 31, 2015 was $180,687, compared to net cash used in operating activities for the year ended October 31, 2014 was $4,919. The increase in cash provided was mainly attributed to an increase in accounts payable.

Investing activities: Net cash provided by investing activities relates to mineral property expenditures and advances paid. Net cash provided by investing activities for the year ended October 31, 2015 was $180,687 compared to net cash used in investing activities of $246,621 for the year ended October 31, 2014. The increase in the cash provided was mainly attributed to the Company selling half of its 30% interest in Bowpark property.

Financing activities: Net cash provided by financing activities for the year ended October 31, 2015 was $Nil compared to $251,540 for the year ended October 31, 2014.

The financial statements for the year ended October 31, 2015 do not reflect adjustments, which could be material, to the carrying value of assets and liabilities, which may be required should the Company be unable to continue as a going concern.

Refer to the Financial Instrument section for further discussion of liquidity.

Contractual Obligations

Except as described herein or in the Company's financial statements at the date of this report, the Company had no material financial commitments.

Off-Balance Sheet Arrangements

At the date of this report, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

Outstanding Share Data

As at the date of this report, the Company had 65,397,373 common shares issued and outstanding. The following stock options were outstanding as at the date of this report:

	Number of Shares	Exercise Price	Expiry Date
Stock options	840,000	$0.11	January 18, 2016
	1,610,000	$0.11	August 29, 2016
	2,450,000		

Related Party Transactions

During the year ended October 31, 2015, the Company entered into the following transaction with related parties not disclosed elsewhere in the financial statements and paid or accrued $45,000 (2014 - $8,595) for professional fees to officers of the Company.

The balance receivable as at October 31, 2015 is $50,814 (October 31, 2014 - $32,238) from a company owned by a spouse of a director.

As at October 31, 2015, the Company owes $26,885 (2013- $17,526) in accounts payable to various related parties.

Proposed Transactions

There is currently no proposed transaction under consideration.

Financial and Capital Risk Management

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 fair value of the Company's receivables, advances receivable and accounts payable and accrued liabilities approximate their carrying values due to the short-term nature of these instruments. The Company's cash is measured at fair value using Level 1 inputs.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to receivables and advances receivable. Management believes that the credit risk concentration with respect to financial instruments included in receivables is remote because these receivables are due primarily from a government agency and the credit risk from the advances receivable is addressed with the security and guarantee.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at October 31, 2015, the Company had a cash balance of $Nil (October 31, 2014 - $Nil) available to settle current liabilities of $265,770 (October 31, 2014 - $317,955). All of the Company's financial liabilities are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

(a) Interest rate risk

The Company has cash balances held with financial institutions. The Company's current policy is to invest excess cash in short-term treasury bills issued by the Government of Canada and its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

(b) Foreign currency risk

The Company does not have any balances denominated in a foreign currency and believes it has no significant foreign currency risk.

(c) Price risk

The company is exposed to price risk with respect to commodity prices. Changes in commodity prices will impact the economics of development of the Company's mineral properties. The Company closely monitors commodity prices to determine the appropriate course of action to be taken.

Capital management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as shareholder's equity.

The property in which the Company currently has an interest is in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. Current financial markets are very difficult and there is no certainty with respect to the Company's ability to raise capital. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management.

Risk Factors

Companies in the exploration stage face a variety of risks and, while unable to eliminate all of them, the Company aims at managing and reducing such risks as much as possible. The Company faces a variety of risk factors such as project feasibility and practically, risks related to determining the validity of mineral property title claims, commodities prices and environmental laws and regulations. Management monitors its activities and those factors that could impact them in order to manage risk and make timely decisions.

Critical Accounting Policies and Estimates

The financial statements have been prepared in accordance with IFRS as adopted in Canada and form the basis for the following discussion and analysis of critical accounting policies and estimates. The Company makes estimates and assumptions that affect the reported amounts of assets, liabilities and expenses and related disclosure of contingent assets and liabilities during the course of preparing these financial statements. On a regular basis, the Company evaluates estimates and assumptions including those related to the recognition of share-based payments.

Estimates are based on historical experience and on various other assumptions that the Company believes to be reasonable. These estimates form the basis of judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from those estimates.

New standards not yet adopted

The following new standards, amendments to standards and interpretations have been issued but are not effective during the year ended October 31, 2015:

IFRS 9	New financial instruments standard that replaces IAS 39 for classification and measurement of financial assets(i)
IFRS 11 (Amendment)	Amendment to provide specific guidance on accounting for the acquisition of an interest in a joint operation that is a business. (ii)
IFRS 15	New revenue standard that establishes a single five-step model framework for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer (i)

(i) Effective for annual periods beginning on or after January 1, 2018
(ii) Effective for annual periods beginning on or after January 1, 2016

The Company anticipates that the application of these standards, amendments and interpretations will not have a material impact on the results and financial position of the Company.