Introduction

This Management's Discussion and Analysis ("MD&A") is a review of the operations, current financial position and outlook for Alchemist Mining Inc. (the "Company"). This discussion should be read in conjunction with the Company's audited consolidated financial statements and accompanying notes for the year ended April 30, 2015, available through the SEDAR website at www.sedar.com.

The Company's consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's functional and reporting currency is the Canadian Dollar, unless otherwise stated. This Management Discussion and Analysis is dated August 28, 2015.

Description of Business

The Company was incorporated as NY85 Capital Inc. under the Business Corporations Act on October 22, 2010 in the Province of British Columbia. On May 31, 2012, the Company completed its Qualifying Transaction ("QT") and received the Final Exchange Bulletin from the TSX Venture Exchange ("TSX-V"). On October 1, 2012 the shareholders of the Company approved the name change from NY85 Capital Inc. to Alchemist Mining Inc. at the Annual General and Special Meeting of the Company. On August 20, 2014, the Company de-listed from the TSX-V and commenced trading on the Canadian Securities Exchange ("CSE"). The common shares of the Company are listed for trading on the CSE under the symbol AMS.

The principal business office of the Company is located at 1288 Steeple Drive, Coquitlam, British Columbia, V3E 1K2. The Company's main contact is its President, Mr. Keith Anderson. The Company's phone number is (604) 786-7774.

The registered office and records of the Company are located at 800-885 West Georgia Street, Vancouver, British Columbia, V6C 3H1.

The Company operates in a single business segment focusing on mineral exploration in Canada. To date, the Company has not generated any revenue from its mineral exploration activities and has met its cash requirements primarily through share issuances. Until the Company attains profitability, it will be necessary to raise additional financings for general working capital and for exploration costs on its property. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the future success of the business could be adversely affected. There is no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

The Company expects to use its available working capital to finance exploration and development on the properties, and for general working capital, including complementary acquisitions. The Company's objectives are to:

(a) explore its current mineral properties;
(b) acquire and evaluate additional complementary mineral properties to expand the Company's portfolio; and
(c) evaluate other opportunities to build shareholder value.

Overall Performance

On June 7, 2013 (first tranche) and July 29, 2013 (second tranche), the Company closed a non-brokered private placement and raised $75,000 through the issuance of 600,000 units at a price of $0.125 per unit. Each unit consisted of one common share and one-half of one share purchase warrant. Each whole warrant was exercisable by the holder to acquire one additional common share of the Company for a period of two years from issuance at an exercise price of $0.35 per share in the first year and $0.50 per share in the second year. The warrants were subject to a 30-day forced exercise provision if the closing price of the Company's shares was $0.50 or higher in the first year for ten consecutive days and $0.75 or higher in the second year for ten consecutive days. The Company paid a finder's fee of $2,500 in cash and 20,000 finder's warrants valued at $1,097. Each finder's warrant had the same terms as the warrants issued in the private placement. On June 7, 2015 and July 29, 2015, the warrants and finder's warrants expired unexercised.

On July 30, 2013, the Company acquired a 100% interest in the Mondatta Property ("Mondatta"), comprising 16 mineral claim units in the Porcupine Mining Division of Ontario. In consideration, the Company paid $15,000 in cash and issued 300,000 common shares of the Company (valued at $90,000). During the year ended April 30, 2015, the Mondatta Property was deemed to be impaired and was written down to $nil.

The Company was required to spend the $200,000 raised through the issuance of flow-through units in May 2012 on Qualifying Canadian Exploration Expenditures by December 31, 2013. The Company spent $154,300 on Qualifying Canadian Exploration Expenditures and had $45,700 remaining to be spent at December 31, 2013. Accordingly, the Company paid $4,855 of Part XII.6 tax and penalties, which are included in accounts payable and accrued liabilities.

On February 19, 2014, the Company issued 680,000 common shares to officers and a consultant as settlement of $34,000 in unpaid management and consulting fees. The Company also issued 300,000 common shares as settlement of the $15,000 note payable with an arm's length party.

On March 3, 2014, the Company received 882,140 common shares of Weststar Resources Corp. ("WER") as settlement for outstanding advances and shared administrative expenses. During the year ended April 30, 2015, the Company sold the common shares of WER for proceeds of $11,955, resulting in a realized loss of $14,509.

On March 12, 2014, the Company granted 151,400 share options to consultants of the Company at a price of $0.10 per share. The options were fully vested and exercisable upon grant. On March 17, 2014, the Company received $15,140 on the exercise of the options.

On April 22, 2014, the Company amended the exercise price of 188,000 share options previously granted to directors and consultants from $0.75 per share to $0.10 per share.

On June 24, 2014, the Company entered into an option agreement to acquire up to an 80% interest in the Tchentlo Lake Property (the "Tchentlo"), consisting of 6 mineral claims in British Columbia. Payment terms of the agreement were amended on August 6, 2015. See "Exploration and Evaluation Assets" for further details.

On August 20, 2014, the Company closed a non-brokered private placement and raised $302,500 through the issuance of 5,500,000 units at a price of $0.055 per unit. Each unit consists of one common share and one share purchase warrant. Each whole warrant is exercisable by the holder to acquire on additional common share of the Company for a period of two years from issuance at an exercise price of $0.10 per share in the first year and $0.20 per share in the second year. The warrants are subject to a 30-day forced exercise provision if the closing price of the Company's shares is $0.20 or higher in the first year for ten consecutive days and $0.30 or higher in the second year for ten consecutive days. The Company paid a finder's fee of $18,700 in cash and 340,000 finder's warrants valued at $19,585. Each finder's warrant has the same terms as the warrants issued in the private placement. Other share issue costs of $750 were incurred. The exercise price of the 5,500,000 warrants issued in the private placement was amended to $0.065 on July 24, 2015. The finder's warrants were not amended.

On August 20, 2014, the Company issued 785,000 common shares as settlement of $43,175 in accounts payable.

Effective December 30, 2014, the Company entered into a Plan of Arrangement (the "Arrangement"). Pursuant to the Arrangement, the Company exchanged all of its issued and outstanding common shares for one New Common Share, one Class 1 Reorganization Share and one Class 2 Reorganization Share of the Company.

All of the Class 1 Reorganization Shares were transferred by shareholders to a wholly-owned subsidiary of the Company, Boomer Financial Inc. ("Spinco1"), a private British Columbia company, in exchange for 2,200,000 common shares of Spinco1 issued to shareholders on a pro rata basis. The Company redeemed all of the Class 1 Reorganization Shares by the transfer to Spinco1 of $22,000 of working capital and a promissory note in the principal amount of $22,000.

Further, all of the Class 2 Reorganization Shares were transferred by shareholders to a wholly-owned subsidiary of the Company, Vanrocco Financial Inc. ("Spinco2"), in exchange for 2,200,000 shares of Spinco2 issued to shareholders on a pro rata basis. The Company redeemed all of the Class 2 Reorganization Shares by the transfer to Spinco2 of $22,000 of working capital and a promissory note in the principal amount of $22,000.

On April 2, 2015, the Company closed a non-brokered private placement and raised $111,500 through the issuance of 2,230,000 units at a price of $0.05 per unit. Each unit consists of one common share and one share purchase warrant. Each whole warrant is exercisable by the holder to acquire an additional common share of the Company for a period of two years from issuance at an exercise price of $0.10 per share. The warrants are subject to a 30-day forced exercise provision if the closing price of the Company's shares is $0.20 or higher in the first year for ten consecutive days and $0.30 or higher in the second year for ten consecutive days. The Company paid a finder's fee of $3,150 in cash and 63,000 finder's warrants valued at $3,334. Each finder's warrant has the same terms as the warrants issued in the private placement. The exercise price of the 2,230,000 warrants issued in the private placement was amended to $0.065 on July 24, 2015. The finder's warrants were not amended.

On April 2, 2015, the Company issued 1,052,700 common shares as settlement of $52,635 in accounts payable.

Effective July 16, 2015, the Company entered into a second Plan of Arrangement (the "Second Arrangement"). Pursuant to the Second Arrangement, the Company exchanged all of its issued and outstanding common shares for one New Common Share, one Class 1 Reorganization Share, one Class 2 Reorganization Share and one Class 3 Reorganization Share of the Company.

All of the Class 1 Reorganization Shares were transferred by shareholders to a wholly-owned subsidiary of the Company, Alexis Financial Inc. ("Spinco3"), a private British Columbia company, in exchange for 2,200,000 common shares of Spinco3 issued to shareholders on a pro rata basis. The Company redeemed all of the Class 1 Reorganization Shares by the transfer to Spinco3 of $15,000 of working capital and a promissory note in the principal amount of $29,000.

Further, all of the Class 2 Reorganization Shares were transferred by shareholders to a wholly-owned subsidiary of the Company, ChiChi Financial Inc. ("Spinco4"), in exchange for 2,200,000 shares of Spinco4 issued to shareholders on a pro rata basis. The Company redeemed all of the Class 2 Reorganization Shares by the transfer to Spinco4 of $15,000 of working capital and a promissory note in the principal amount of $29,000.

Further, all of the Class 3 Reorganization Shares were transferred by shareholders to a wholly-owned subsidiary of the Company, SYD Financial Inc. ("Spinco5"), in exchange for 2,200,000 shares of Spinco5 issued to shareholders on a pro rata basis. The Company redeemed all of the Class 3 Reorganization Shares by the transfer to Spinco5 of $15,000 of working capital and a promissory note in the principal amount of $29,000.

Exploration and Evaluation Assets

Tchentlo Lake Property

On June 24, 2014, the Company entered into an option agreement to acquire up to an 80% interest in the Tchentlo Lake Property ("Tchentlo"), consisting of 6 mineral claims in British Columbia. Payment terms of the agreement were amended on August 6, 2015.

In consideration for earning a 51% interest in Tchentlo, the Company must make payments and issue common shares as follows:

- $5,500 in cash (paid) and 100,000 common shares of the Company (issued and valued at $5,500);
- $10,000 in cash on or before August 10, 2015;
- $20,000 in cash and 250,000 common shares of the Company on or before August 20, 2016; and
- $25,000 in cash on or before August 20, 2017.

The Company must also incur $255,000 in exploration expenditures on Tchentlo by August 20, 2017.

The vendor will retain a 2% net smelter royalty on Tchentlo of which the Company can buy back 1% on or before August 20, 2021 for $500,000.

The Company can earn an additional 29% interest in Tchentlo (total of 80%) by making the following payments and issuing common shares as follows:

- $25,000 in cash and 250,000 common shares of the Company on or before August 20, 2018; and
- $50,000 in cash and 250,000 common shares of the Company on or before August 20, 2019.

Mondatta Property

On July 30, 2013, the Company acquired a 100% interest in the Mondatta Property ("Mondatta"), comprising 16 mineral claim units in the Porcupine Mining Division of Ontario. In consideration, the Company paid $15,000 in cash and issued 300,000 common shares of the Company (valued at $90,000).

During the year ended April 30, 2015, Management determined they would no longer focus exploration efforts on the Mondatta Property and impaired the property to $nil.

Shakespeare Property

On July 23, 2012, the Company entered into an option agreement to earn a 100% interest in the Shakespeare Property, comprising 18 mining claims in the Sudbury Mining Division of Ontario ("Shakespeare").

In order to earn a 100% interest, the Company was required to issue common shares of the Company according to the following schedule:

- 300,000 common shares on or before August 24, 2012 (issued and valued at $120,000);
- 300,000 additional common shares on or before August 24, 2013; and
- 400,000 additional common shares on or before August 24, 2014.

Additionally, the Company was required to incur exploration expenditures of $630,000 over three years and complete a National Instrument 43-101 technical report on or before August 24, 2014. The vendor retained a 3% net smelter royalty on Shakespeare, of which the Company could buy back 1% on or before August 24, 2019 for $1,000,000.

During the year ended April 30, 2014, the Company decided to discontinue exploration of Shakespeare. Accordingly, Shakespeare was impaired and written-down to $nil.

Selected Annual Information

Years ended April 30, 2015, 2014 and 2013.

	April 30, 2015	April 30, 2014	April 30, 2013
Continued Operations			
Net loss for the year	$ (421,608)	$ (467,540)	$ (578,977)
Comprehensive loss for the year	(430,430)	(458,718)	(578,977)
Basic and diluted loss per share	(0.04)	(0.13)	(0.24)
Total Assets	122,446	148,785	306,285
Total Liabilities	80,884	93,278	39,423

Results of Operations

For the year ended April 30, 2015, the Company incurred a net loss of $421,608 compared to a net loss of $467,540 for the year ended April 30, 2014. The Company's loss included expenditures as follows:

- Accounting, legal and audit of $57,266 (2014 - $21,720) increased due to the legal and audit costs for the plan of arrangement completed during the 2015 year end and for costs related to the transition to the CSE;
- Consulting fees of $69,500 (2014 - $42,050) increased as an additional consultant was engaged for part of the 2015 fiscal year;
- Filing fees and shareholder information of $36,489 (2014 – $22,668) was the result of regular ongoing fees as well as fees to initiate the transition to the CSE, while 2014 was lower due to a recovery during the period;
- Management fees of $126,000 (2014 - $126,000) were the same as 2014;

- Office and general of $372 (2014 - $8,509), rent of $nil (2014 - $1,050) and travel and promotion of $nil (2014 - $256) decreased as the Company's cost control measures implemented during 2014 were in full effect for 2015;
- Share-based payments of $nil (2014 - $10,923) decreased as there were no options granted during 2015;
- Realized loss on sale of marketable securities of $14,509 (2014 - $nil) was the result of selling the common shares of Weststar during 2015;
- Loss on settlement of debts was $11,775 (2014 - $9,800) and bad debt expense was $nil (2014 - $17,643) as the debts settled in 2015 for common shares resulted in a comparable loss to 2014, but there were no receivables settled in 2015;
- There was no Part XII.6 tax and penalties in 2015 (2014 - $4,855) as no flow through funds were raised after 2012;
- No equipment was disposed of in 2015, and as a result no loss was recorded (2014 - $1,864); and
- Impairment of exploration and evaluation assets of $105,000 (2014 - $198,327) was the result of the impairment taken on the Mondatta Property, whereas in 2014 the impairment related to the Shakespeare Property.

For the three months ended April 30, 2015, the Company incurred a net loss of $199,249 compared to a net loss of $115,021 for the three months ended April 30, 2014. The variance is primarily a result of the impairment on the Mondatta Property taken in the fourth quarter of 2015. Accounting, legal and audit, consulting fees, filing fees and shareholder information and management fees were in line with the comparable fourth quarter in 2014.

Summary of Quarterly Financial Results

Results for the most recent quarters including the last quarter ended April 30, 2015 are as follows:

For the Quarterly Periods ended:		April 30 2015	January 31, 2015	October 31, 2014	July 31, 2014
Total revenues	$	-	-	-	-
Net loss for the period		(199,249)	(41,260)	(110,549)	(70,550)
Net loss per common share, basic and diluted		(0.02)	(0.00)	(0.01)	(0.01)

For the Quarterly Periods ended:		April 30, 2014	January 31, 2014	October 31, 2013	July 31, 2013
Total revenues	$	-	-	-	-
Net loss for the period		(115,021)	(54,150)	(60,675)	(237,694)
Net loss per common share, basic and diluted		(0.03)	(0.02)	(0.02)	(0.06)

Proposed Transactions

The Company has no proposed transactions other than the Second Arrangement as described above.

Related Party Transactions

Key management personnel compensation for years ended April 30, 2015 and 2014 is as follows:

	2015	2014
Short-term compensation	$ 132,500	$ 133,336

Of the $132,500 recorded as short-term compensation for the year ended April 30, 2015 (2014 - $133,336), $126,000 was recorded as management fees (2014 - $126,000), $6,500 (2014 - $6,000) was recorded as accounting, legal and audit fees and $nil (2014 - $1,336) was recorded as deferred exploration expenditures.

At April 30, 2015, $nil of unpaid management fees was included in accounts payable and accrued liabilities (2014 - $52,050).

At April 30, 2015, notes payable of $41,300 (2014 - $nil) from the plan of arrangement are held by companies with common directors.

During the year ended April 30, 2014, the Company recovered shared administrative expenses of $1,287 from the related company and received common shares of the related party to settle the advances and the shared administrative expenses.

Commitments

On June 1, 2014, the Company entered into management services and consulting agreements expiring June 1, 2015 with total monthly commitments of $12,500 to pay its officers and consultants. On July 9, 2014, the Company entered into an additional management services agreement expiring July 9, 2015 with a monthly commitment of $1,500. All the management services agreements can be terminated with 90 days notice.

Liquidity and Capital Resources

As at April 30, 2015, the Company has $39, 371 (April 30, 2014 - $263) in cash and other current assets of $70,483 (April 30, 2014 - $41,593) for an aggregate of $110,214 (April 30, 2014 - $41,856). Current liabilities totaled $80,884 (April 30, 2014 - $93,278). Accordingly, as at April 30, 2015, the Company's working capital was $29,330 (April 30, 2014 - working capital deficiency of $51,422).

To address working capital requirements for 2015, the Company has maintained cost control measures to minimize its general and administrative expenses. On August 20, 2014, the Company raised gross proceeds of $302,500 from the issuance of 5,550,000 units and settled accounts payable of $43,175 by issuing 785,000 common shares. On April 2, 2015, the Company raised gross proceeds of $111,500 from the issuance of 2,230,000 units and settled accounts payable of $52,635 by issuing 1,052,700 common shares. This left the Company with working capital to finance its day-to-day operations and the costs of the two plans of arrangement.

The Company will need to pursue additional financing during the April 30, 2016 fiscal year to further explore the Company's resource property and pay general and administrative expenses. The Company amended the exercise price of 7,730,000 share purchase warrants on July 24, 2015 to $0.065 per share, which is closer to the trading price than the previous exercise price. At the date of this MD&A, none of the share purchase warrants have been exercised.

Outstanding Shares

The following table sets forth information concerning the outstanding securities of the Company:

	August 28, 2015	April 30, 2015	April 30, 2014
Common shares	14,389,100	14,389,100	4,721,400
Stock Options	188,000	188,000	188,000
Warrants	8,133,000	8,453,000	1,800,000
Fully Diluted Shares	22,710,100	23,030,100	6,709,400

Financial and Other Instruments

Financial instruments are agreements between two parties that result in promises to pay or receive cash or equity instruments. The Company classifies its financial instruments as follows: cash is classified as financial assets at FVTPL; marketable securities, as AFS; and accounts payable and accrued liabilities and notes payable, as other financial liabilities, which are measured at amortized cost. The carrying values of these instruments approximate their fair values due to their short term to maturity.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

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 manages credit risk, in respect of cash, by placing at major Canadian financial institutions. The Company has minimal credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The contractual financial liabilities of the Company as of April 30, 2015 equal $80,884 (2014 - $93,278). All of the liabilities presented as accounts payable are due within 90 days of April 30, 2015.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return on capital. As at April 30, 2015, the Company is not exposed to significant market risk.

Critical Accounting Estimates

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Significant estimates made in the preparation of these financial statements include the recoverability of the carrying value of exploration and evaluation assets, accrued liabilities, assumptions for the determination of fair value of share-based payments, and for the recoverability of deferred tax assets. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

Management's Report on Internal Control over Financial Reporting

In connection with Exemption Orders issued in November 2007 by each of the securities commissions across Canada, the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the audited annual financial statements and respective accompanying MD&A.

In contrast to the certificate under National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification includes a 'Note to Reader' stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financing reporting, as defined in MI 52-109.

Accounting Standards, Amendments and Interpretations not yet Effective

For details of the Company's Future Accounting Standards, including accounting standards not yet adopted, new accounting standards adopted, and accounting standards amended but not yet effective, please refer to Note 4 of the Company's audited consolidated financial statements for the year ended April 30, 2015.

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements as at April 30, 2015 or as of the date of this report.

Risks and Uncertainties

The Company believes that the following risks and uncertainties may materially affect its success.

Limited Operating History

The Company is a relatively new company with limited operating history and no history of business or mining operations, revenue generation or production history. The Company was incorporated on October 22, 2010 and has yet to generate a profit from its activities. The

Company is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Company anticipates that it may take several years to achieve positive cash flow from operations.

Exploration, Development and Operating Risks

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Company's resource base.

The Company's operations are subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity; flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

Fluctuating Mineral Prices

The economics of mineral exploration is affected by many factors beyond the Company's control, including commodity prices, the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, it may be determined that it is impractical to continue the mineral exploration operation.

Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any minerals found on the property.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the establishment of the Company's current and planned mining operations will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Mineral prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures, operating expenses and geological results are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, and pursue only those development plans that can be funded through cash flows generated from its existing operations, if any.

Regulatory Requirements

The current or future operations of the Company require permits from various governmental authorities, and such operations are and will be governed by laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays in development and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for the facilities and conduct of exploration and development operations will be obtainable on reasonable terms or that such laws and regulation would not have an adverse effect on any exploration and development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulation and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or exploration and development costs or require abandonment or delays in the development of new properties.

Financing Risks and Dilution to Shareholders

The Company will have limited financial resources, no operations and no revenues. If the Company's exploration program on its property is successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favourable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Company's shareholders.

Title to Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. The Company cannot give an assurance that title to the mineral property will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company, as the case may be, does not have title to the property could cause the Company to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

Requirement for Permits and Licenses

The Company may need to acquire further permits or licenses necessary to carry on proposed exploration activities on the property. A substantial number of permits and licenses may be required should the Company proceed beyond exploration; such licenses and permits may be difficult to obtain and may be subject to changes in regulations and in various operational circumstances. It is uncertain whether the Company will be able to obtain all such licenses and permits.

Competition

There is competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other mining companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of minerals claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

No Mineral Reserves or Mineral Resources

The property in which the Company holds an interest is considered to be an early exploration stage property; however, no mineral reserve or mineral resource estimates have been prepared in respect of the property. Mineral reserves are, in the large part, estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Reserve estimates for properties that have not yet commenced production may require revision based on actual production experience. Market price fluctuations of metals, as well as increased production costs or reduced recovery rates, may render mineral reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. Moreover, short-term operating factors relating to the mineral reserves, such as the need for orderly development of the ore bodies and the processing of new or different mineral grades, may cause a mining operation to be unprofitable in any particular accounting period.

Environmental Risks

The Company's exploration and appraisal programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and federal, provincial and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

Governmental Regulations and Processing Licenses and Permits

The activities of the Company are subject to Canadian and provincial approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards and occupational health, mine safety, toxic substances and other matters. Although the Company believes that its activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the business, operations and financial performance of the Company. Further, the mining licenses and permits issued in respect of its projects may be subject to conditions which, if not satisfied, may lead to the revocation of such licenses. In the event of revocation, the value of the Company's investments in such projects may decline.

Local Resident Concerns

Apart from ordinary environmental issues, work on, or the development and mining of the property, could be subject to resistance from local residents that could either prevent or delay exploration and development of the property.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The British Columbia Business Corporations Act ("BCBCA") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

Uninsurable Risks

Exploration, development and production operations on mineral properties involves numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Company's results of operations and financial condition and could cause a decline in the value of the Company shares. The Company does not intend to maintain insurance against environmental risks.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

Caution Regarding Forward Looking Statements

This MD&A contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. Examples of forward-looking statements made in this MD&A include statements about the Company's business plans; the costs and timing of its developments; its future investments and allocation of capital resources; success of exploration activities; requirements for additional capital; government regulation of mining operations. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: general economic and business conditions, fluctuations in worldwide prices and demand for minerals; our lack of operating history; the actual results of current exploration activities; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; possible variations in grade and or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes or other risks of the mining industry; delays in obtaining government approvals or financing or incompletion of development or construction activities, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of the Company's business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of the Canada, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

Additional Disclosure for Venture Issuers without Significant Revenue

Detailed listings of general and administrative expenses and exploration expenditures are provided in the consolidated financial statements of the Company for the year ended April 30, 2015.

Officers and Directors

Certain directors of the Company are also directors, officers and/or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploring natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his/her interest and abstain from voting in the matter(s). In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

Current Directors of the Company are as follows:

Keith Anderson, President, CEO and Secretary
Joseph Meagher, CFO and Director
William Rascan, Director
Dal Brynelsen, Director

Outlook

The Company's primary focus for the foreseeable future will be on reviewing its financial position and continuing exploration and development activities on its mineral property.

Approval

The Board of Directors of Alchemist Mining Inc. has approved the disclosure contained in this MD&A.

Additional information related to the Company is available on SEDAR at www.sedar.com, on the Company's website at www.alchemistmining.com.