

WESTMINSTER RESOURCES LTD.

(An Exploration Stage Company)

INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Three Months Ended August 31, 2017

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)*

Interim Management's Discussion and Analysis – Quarterly Highlights

For the three months ended August 31, 2017

(Expressed in Canadian Dollars – Unaudited)

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

Certain information contained or incorporated by reference in this MD&A, including any information as to our future financial or operating performance, constitutes “forward-looking statements”. All statements, other than statements of historical fact, are forward-looking statements. The words “believe”, “expect”, “anticipate”, “contemplate”, “target”, “plan”, “intends”, “continue”, “budget”, “estimate”, “may”, “will”, “schedule” and similar expressions identify forward-looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by us, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to: fluctuations in the currency markets; fluctuations in the spot and forward price of gold or other commodities; changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Canada and in other countries; business opportunities that may be presented to, or pursued by, us; operating or technical difficulties in connection with mining or development activities; employee relations; litigation; the speculative nature of exploration and development, including the risks of obtaining necessary licenses and permits; and contests over title to properties, particularly title to undeveloped properties. In addition, there are risks and hazards associated with the business of exploration, development and mining, including environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins, flooding and the risk of inadequate insurance, or inability to obtain insurance, to cover these risks. Many of these uncertainties and contingencies can affect our actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, us. Readers are cautioned that forward-looking statements are not guarantees of future performance. All of the forward-looking statements made in this MD&A are qualified by these cautionary statements.

We disclaim any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except to the extent required by applicable laws.

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1.1 Date

The following management's discussion and analysis ("MD&A"), which is dated October 30, 2017, provides a review of the activities, results of operations and financial condition of Westminster Resources Ltd. ("the Company" or "Westminster"), as at August 31, 2017, as well as future prospects of the Company. This MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements of the Company as at and for the three months ended August 31, 2017 (the "Interim Financial Statements"), together with the audited consolidated financial statements of the Company as at and for the year ended May 31, 2017. All dollar amounts in this MD&A are expressed in Canadian dollars unless otherwise specified (the Company's financial statements are prepared in Canadian dollars). Additional information relating to the Company is available on SEDAR at www.sedar.com.

1.2 Overall Performance

1.2.1 Introduction

Westminster is a resource company that is conducting exploration in Sonora state, Mexico through its wholly-owned integrated subsidiaries, Minera Westminster, S.A. de C.V. ("Minera Westminster") and Servicios Westminster, S.A. de C.V. ("Servicios Westminster"). The Company's active exploration interests are located in Sonora near Obregon. The mineral concessions, which have been acquired by staking, option agreements and through outright purchases, are prospective for gold, copper and silver. The Company is also conducting exploration on the MER Lithium Project in the Northwest Territories of Canada.

Within the El Cobre property concession, which covers an area of approximately 17,854 hectares there are 2 projects; the Guayacan and the Sierra. Mineralization in this area is characterized by high grade gold-copper-silver veins, breccias, and diatremes associated with porphyry deposit-style mineralized systems. The ground which comprises the El Cobre property, before the Company initiated its exploration program, had not been previously explored using modern exploration methodologies nor had it been previously drill tested.

In addition to the above, on September 12, 2017, the Company entered into a binding Letter of Intent with Latin Resources Limited ("Latin") (ASX: LRS) to acquire a 100% interest in the Ilo Norte and Ilo Este copper projects, (the "Projects") located in southern Peru. Latin is at arms' length to the Company.

The Projects comprise a number of concessions totalling over 36,000 hectares located in the highly prospective coastal IOCG/Porphyry Copper belt of Southern Peru. Latin has carried out exploration drilling and has successfully demonstrated substantial upside for development of the Projects. Within 100 km of the Projects, the region is the source of around half of Peru's copper production (the world's third largest copper producing nation). The details of the Letter of Intent are discussed further below in this MDA. The Company also continues to review and investigate other projects which may fit the Company's overall capabilities and goals.

1.2.2 Financial conditions

At August 31, 2017, the Company had no long-term debt and its credit and interest rate risks are limited to interest bearing assets of cash. At August 31, 2017, the Company had \$1,272,827 in cash (May 31, 2017 - \$11,410) and working capital of \$1,284,309 (May 31, 2017 – a working capital deficiency of \$59,033).

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1.2.3 Outlook and Recent Exploration Activity

For the three months ended August 31, 2017, the Company did not complete any exploration activities on any of its exploration projects in Mexico or Canada, but instead was focused on raising funding. During Q1 2018, the Company completed two financings which resulted in the issuance of 11,365,000 common shares for total gross proceeds of \$1,963,400. The resulting financings have resulted in the Company re-focusing its priorities which includes reviewing its existing projects in Mexico and Canada and considering future exploration programs thereon, the continuing review of other mineral projects that may fit within the Company's portfolio, and the possibility of sourcing possible other additional funding and/or pursue industry partnerships. The following information presents details on the Company's properties and recent exploration and evaluation activities in Mexico and Canada.

Exploration Highlights

Sierra Target

During mid-2013, field crews discovered the "Sierra Target" on the Company's 100% owned El Cobre property Sonora, Mexico. The new Sierra Target consists of hydrothermal breccias, with diatreme characteristics and occurs in Miocene volcanic units at an elevation of some 700 metres above, and further to the West of the Montoso porphyry system.

A campaign of exploration along strike and to depth is warranted as the Sierra target hydrothermal breccias with diatreme characteristics and high-sulphidation system affinities make the potential at the Sierra system attractive.

Guayacan

In the Northwest corner of the El Cobre property the Guayacan copper gold silver prospect has been expanded by extensive soil sampling and prospecting. Exposures of copper silver and gold mineralization related to pink granite intrusive bodies have been identified along a strike length of 4 kilometres.

North Guayacan Target

A 500 m long target area designated "North Guyacan" is exposed as a zone of intense clay and sericite intrusive alteration with red ochre iron oxides on fractures, and in quartz veinlets and breccia zones. Several historic hand dug workings are present in the partially exposed altered granite and granodiorite and on local structures.

Red Soil and SGH Geochemical anomalies target

About 800 metres SE from the North Guyacan historic diggings a 50 metre by 200 metre area of intensely altered sericite-iron oxide bearing granite is exposed. Rusty hematite quartz veinlets and iron oxides in fractures are exposed in creek banks and flat areas. Intensely red coloured soils are found with sericite bordering quartz veinlets and iron oxide veins.

The Company considers this exposed zone to be a high priority target.

Middle Guayacan Skarn - Hornfels and Felsic unit zone

Approximately 1600 metres south-east from the North Guyacan old hand dug workings, the Company has made important discoveries during follow-up of precious metal soil survey geochemical anomalies. Several small exposures of mineralized underlying bedrock were located on a ridge as windows through a thin veneer of Tertiary andesitic volcanic rocks. This ridge area is adjacent to an extensive SGH soil anomaly target. The newly discovered Middle Guayacan Skarn - Hornfels and Felsic unit target is 400 metres south-east from the high grade intermediate sulphidation epithermal veins in the RED SOIL target previously described. The newly located zone consists of secondary copper mineralization in magnetite-epidote bearing skarn rocks and silicified, altered intrusive rocks (Hornfels) found in bedrock windows in the ridge and talus cover at anomalous soil survey sample sites.

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The Company interprets these Skarn-Hornfels-Felsic zones as halo styles of mineralization typically found peripheral to porphyry systems.

Middle Guayacan Copper Soil and Old Hand Dug Pit Zones

Approximately one kilometre west of the Middle Guayacan Skarn ridge zone in a flat area, some old shallow hand diggings in intensely altered sericitic and red ochre stained iron oxide rich rock debris were discovered.

This new 50 m by 300 m subcropping malachite and chrysocolla secondary copper mineral bearing zone lies about 300 m further west from the intermittent low ridge of altered granitic subcrop (dyke) which runs north to south joining the North Guayacan and South Guayacan –Copper Shaft mineralized zones.

South Guyacan Target

This prospect area lies on a north to south linear trend of the altered granitic dyke which bisects the 3.5 kilometre wide magnetic low comprising the Guyacan airborne target anomaly. The variably sericitic-altered, low granitic ridge and adjacent flats contain anomalous geochemical soil survey multi element sample sites. Two east to west granite dykes and related structures cross cut the ridge.

The South Guyacan-Copper Shaft zone is located in the granitic dyke ridge about 2.7 kilometres directly south of the old North Guyacan diggings. It is characterized by an east-west crosscutting structure hosting quartz and iron oxides on fractures and in sericitic altered granite.

The Far South - South Guyacan Zone is about a kilometre further south from the historic South Guyacan Shaft. This target lies in a flat lying area on the southern edge of the entire Guyacan circular pattern airborne magnetic anomaly. Precious metal soil survey geochemical anomalous sample sites are present in an 200 metre area where sericite altered granite occurring as subcrop is intruded by various styles and intensities of quartz breccia bodies and veins. These showings are similar to the quartz breccia found 3.5 kilometres north at the North Guyacan zone and at other zones scattered across the GUYACAN target.

South Guyacan – Far East Epithermal Target

In 2015 during follow-up of anomalous geochemical gold-in soil sample sites located about 1,000 to 1,200 metres directly east from the South Guyacan-Copper Shaft Target, some old surface prospect diggings were located on an east facing Tertiary volcanic cover ridge and slope. These diggings are adjacent to flat land to the east where an area of some hundreds of metres of clay-sericite and red soil altered material is exposed. The diggings and this area of intense alteration are positioned on the flank of the more intense low magnetic patterns present on the far eastern side of the 3.5 kilometre wide circular magnetic anomaly outlining the entire Guyacan mineralized system.

Westminster's recent exploration of the new surface exposures of precious metals across the highly prospective Guayacan region has been successful in expanding and specifically defining priority exploration targets.

Navojoa Project

In view of the difficulties in accessing exploration funding the Company has relinquished its interests in the remaining claims, with the exception of one 30 hectare concession, that comprise the Navojoa Project. These relinquished claims include the La Kala, La Kala 2, Tres Hermanos, Encenada and the El Puerto concessions. As a result, the Company has written down the Navojoa Project to \$nil.

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Mer Lithium Project, NWT

In July 2016 the Company closed the acquisition of four lithium prospective claims in the Yellowknife Pegmatite Belt, located east of Yellowknife in the Northwest Territories of Canada. A field exploration program was completed by Aurora Geosciences Ltd., of Yellowknife NWT and the results reported in WMR 16-09 press release. The exploration program at MER property in the Yellowknife Pegmatite Belt encountered the presence of high-grade lithium-bearing mineralization and identified a total of 15 dyke-like targets from aerial photography. Two spodumene-bearing pegmatite dykes, located 50 metres apart, were sampled during this work program. The spodumene is described as coarse to very coarse in size and grey to green in colour.

1.3 Selected Annual Financial Information

The following table presents selected financial information for the last three fiscal years ended May 31, 2017, 2016 and 2015.

	2017	2016	2015
Net and comprehensive loss	\$ (345,012)	\$ (928,551)	\$ (1,862,499)
Basic and diluted loss per share	\$ (0.07)	\$ (0.34)	\$ (1.20)
Total assets	\$ 2,532,268	\$ 2,718,172	\$ 2,420,604

1.4 Results of Operations

The details of the general and administrative expenses for the three months ended August 31, 2017 and 2016 are as follows:

	Three Months Ended	
	August 31, 2017	August 31, 2016
Expenses		
Consulting fees	\$ 369,350	\$ 18,500
Share based payments	320,813	-
Management fees	-	30,000
Office	33,033	18,603
Accounting, audit, and legal	9,885	14,190
Regulatory and filing fees	4,822	2,759
Travel and entertainment	3,748	5,491
Bank charges and interest	350	150
Conferences and investor relations	36,144	43,183
Amortization	1,602	3,351
	(779,747)	(136,227)

The Company's general and administrative ("G&A") expenses for the three months ended August 31, 2017 was \$779,747 compared to the prior comparable period of \$136,227. The expenses in Q1 2018 includes \$320,813 (Q1 2017 - \$Nil) in share based payments, which relates to the fair value of options granted and vested during the three months ended August 31, 2017 to various consultants of the Company.

In addition, the Company also incurred an increase in consulting fees for the three months ended August 31, 2017, totalling \$369,350 (compared to \$18,500 in the prior comparable period) as a result of the Company outsourcing various contracts to assist in the review of new projects (including the recently project in Peru discussed further below) and source opportunities for strategic investment partners and potential financings.

The Company also incurred increased office expenditures of \$33,033 for Q1 2018 compared to \$18,603 for Q1 2017, which was related to the Company's recent move to an increased office space.

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G&A expenses recorded in the statement of operations reflect the normal corporate business cycle. The Company strives to provide efficient and cost-effective administrative support to management's ongoing efforts to monitor expenditures and costs, and increase shareholder value.

Net loss for Q1 2018 was \$779,720, or \$0.04 per common share compared to a loss of \$136,227, or \$0.03 per share for the prior comparable period.

1.5 Summary of Quarterly Results

The following table sets out certain unaudited financial information of the Company for each of the last eight quarters, beginning with the second quarter of fiscal 2017. This financial information has been prepared in accordance International Accounting Standard ("IAS") 34 Interim Financial Reporting using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB").

	Q1 2018	Q4 2017	Q3 2017	Q2 2017
Net (loss) income	\$ (779,720)	\$ (255,061)	\$ (1,953)	\$ 48,229
Per share	\$ (0.04)	\$ (0.05)	\$ (0.00)	\$ 0.01

	Q1 2017	Q4 2016	Q2 2016	Q2 2016
Net (loss) income	\$ (136,227)	\$ (457,068)	\$ (50,481)	\$ (176,045)
Per share	\$ (0.03)	\$ (0.14)	\$ (0.02)	\$ (0.07)

Quarterly results are highly variable for exploration companies depending on whether the Company has any property write-downs, share-based payments expenses and gain or losses resulting from foreign exchange.

1.6 Liquidity

The recovery of the Company's investment in exploration and evaluation properties and the attainment of profitable operations are dependent upon the discovery and development of economic precious and base metal reserves and the ability to arrange sufficient financing to bring these reserves into production. The ultimate outcome of these matters cannot presently be determined.

As the Company is in the exploration stage, no mineral producing revenue has been generated to date. The ability of the Company to meet its obligations and continue the exploration and development of its mineral properties is dependent upon its ability to continue to raise adequate financing. Historically, operating capital and exploration requirements have been funded primarily from equity financing, joint ventures, disposition of mineral properties and investments. There can be no assurance that such financing will be available to the Company in the amount required at any time or for any period or, if available, that it can be obtained on terms satisfactory to the Company. Based on the amount of funding raised, the Company's exploration program may be tailored accordingly.

Other than those obligations disclosed in the notes to its condensed interim consolidated financial statements and discussed in this MD&A, the Company has no other long-term debt, capital lease obligations, operating leases, or any other long-term obligations. The Company has no outstanding debt facility upon which to draw.

The Company's cash position as at August 31, 2017 was \$1,272,827 (May 31, 2017 - \$11,410) and had a working capital position of \$1,284,309 (May 31, 2017 – working capital deficiency of \$59,033).

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Historically, the Company's only source of funding has been the issuance of equity securities for cash. The Company has issued common share capital pursuant to private placement financings, and the exercise of warrants and options. The Company's access to exploration financing when the financing is not transaction specific is always uncertain. There can be no assurance of continued access to significant equity funding. The Company's ability to raise additional funds may be impacted by future exploration results and changes in metal prices or market conditions.

A detail of the Company's recently completed private placements are discussed in the section that follows.

1.7 Capital Resources

During the three months ended August 31, 2017, the Company completed the following private placements:

- On June 16, 2017, the Company closed a private placement first announced on May 3, 2017 for 12,020,000 units at \$0.12 per unit for gross proceeds of \$1,442,400. Each unit is comprised of one common share at \$0.12 and one common share purchase warrant at \$0.16 for five years. This placement was closed in two tranches, the first on May 25, 2017 in the amount of 8,150,000 units and the balance of 3,870,000 units on June 16, 2017.
- On August 11, 2017, the Company closed a private placement for the issuance of 7,495,000 units at \$0.20 per unit for a total of \$1,499,000 gross proceeds. Each unit is comprised of one common share at \$0.20 and one-half common share purchase warrant. Each full share purchase warrant will allow the holder to purchase one additional common share at \$0.35 for one year. The Company incurred a total of \$61,736 in finder's fees and regulatory charges in connection with this private placement. In addition, the Company issued a total of 262,500 share purchase broker warrants in connection with this private placement.

1.8 Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

1.9 Transactions with Related Parties

Key management personnel are persons responsible for planning, directing and controlling the activities of the entity, and include all directors and officers. Key management compensation during the three months ended August 31, 2017 and 2016 were as follows:

	Three months ended August 31, 2017	Three months ended August 31, 2016
Short-term benefits	\$ 8,000	\$ 69,000
Share-based payments	\$ -	\$ -

Included in short term benefits are the following:

- (i) \$Nil (2016 - \$30,000) paid to Florallynn Investments Inc., a company controlled by Glen Indra, the Company's Chief Executive Officer.
- (ii) \$Nil (2016 - \$9,000) paid to Diversity Clues Consulting, a company controlled by Oleg Scherbina, the Company's Chief Financial Officer.
- (iii) \$Nil (2016 - \$30,000) paid to S.B. Ballantyne Holdings, a company controlled by Bruce Ballantyne, the Company's project manager.
- (iv) \$8,000 (2016 - \$Nil) in consulting fees paid to a company controlled by a director of the Company.

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Included in accounts payable is \$14,500 (May 31, 2017 - \$49,500) payable to a director and officer of the Company. Included in accounts receivable is \$53,637 (May 31, 2017 - \$Nil) receivable from Jaxon Mining Inc., a Company with common directors, for shared office space and administrative expenses. During the three months ended August 31, 2017, the Company received \$14,821 (2016 - \$Nil) from Jaxon Minerals Inc. for shared office and administrative expenses.

1.10 Fourth Quarter

Not applicable.

1.11 Proposed Transaction

On September 12, 2017, the Company entered into a binding Letter of Intent dated September 4, 2017 with Latin Resources Limited ("Latin") (ASX: LRS) to acquire a 100% interest in the Ilo Norte and Ilo Este copper projects, (the "Projects") located in southern Peru. Latin is at arms' length to the Company.

The Projects comprise a number of concessions totalling over 36,000 hectares located in the highly prospective coastal IOCG/Porphyry Copper belt of Southern Peru. Latin has carried out exploration drilling and has successfully demonstrated substantial upside for development of the Projects. Within 100 km of the Projects, the region is the source of around half of Peru's copper production (the world's third largest copper producing nation).

Upon completion of due diligence and receiving the necessary approvals, the acceptance for filing by the TSX-V and effecting the transfer of the Projects, the following terms and conditions will be met under a formal Sale Agreement to be completed between the Company and Latin:

- Upon signing of the Sale Agreement, the issue to Latin of a total of 19,000,000 common shares in the capital of WMR (the "Purchase Shares").
- The Purchase Shares will be placed into voluntary escrow and held until the Concessions representing the Projects have been effectively transferred to WMR or its subsidiary but shall vest with the following milestones:
 - (i) 1,000,000 shares vest 6 months from the date of the Sale Agreement;
 - (ii) 3,000,000 shares vest 12 months from the date of the Sale Agreement; and
 - (iii) 15,000,000 shares vest 18 months from the date of the Sale Agreement.
- A lump sum of USD\$150,000 on the signing of the Sale Agreement;
- A final payment of USD\$100,000 on the 12 month anniversary of the signing of the Sale Agreement.

Upon completion of the contemplated transaction, Latin Resources will be the largest shareholder of the Company, holding approximately 45% of the issued share capital on an undiluted basis. Shareholder approval for Latin Resources' control position in the Company will be sought at the Company's upcoming Annual General Meeting which will be scheduled this fall.

The Company will pay a finder's fees in connection with the introduction of Latin and the Projects to the Company, as permitted by TSXV policy.

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1.12 Critical Accounting Estimates

The Company's critical accounting judgements are contained in Note 2 to the audited financial statements for the year ended May 31, 2017. The preparation of the Annual financial statements in conformity with International Financial Reporting Standards ("IFRS") requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Estimates and underlying assumptions are reviewed on an ongoing basis. Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Annual Financial Statements included the following:

Impairment assessment

The Company assesses its exploration and evaluation assets for possible impairment if there are events or changes in circumstances that indicate that carrying values of the assets may not be recoverable, at each reporting period. The assessment of any impairment of equipment and exploration and evaluation assets is dependent upon estimates of recoverable amounts that take into account factors such as reserves, economic and market conditions, timing of cash flows, and the useful lives of assets and their related salvage values.

Recoverability of amounts receivable

The balance in amounts receivable includes value added taxes to be recovered in Mexico. At each financial position reporting date, the carrying amounts of the Company's amounts receivable are reviewed to determine whether there is any indication that those assets are impaired. The Company uses judgment in determining whether there are facts and circumstances suggesting that the carrying amounts of its amounts receivable may exceed the recoverable amount. The Company is corresponding with the Mexican government to recover the Mexican value added tax. However, an impairment was recorded at May 31, 2017 due to uncertainty in collection.

Assessment of going concern

The Company uses judgment in determining its ability to continue as a going concern in order to discharge its current liabilities by raising additional financing.

Assessment of functional currency

The Company uses judgment in determining its functional currency. IAS 21 *The Effects of Changes in Foreign Exchange Rates* defines the functional currency as the currency of the primary economic environment in which an entity operates. IAS 21 requires the determination of functional currency to be performed on an entity by entity basis, based on various primary and secondary factors. In identifying the functional currency of the parent and of its subsidiaries, management considered the currency that mainly influences the cost of undertaking the business activities in each jurisdiction in which the Company operates.

Assumptions used in the calculation of the fair value assigned to options and warrants

The Black-Scholes option pricing models require the input of subjective assumptions, including expected price volatility, risk – free interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's equity reserves.

1.13 Recent Accounting Pronouncements

The following new standards have been issued by the IASB, but are not yet effective:

IFRS 9 *Financial Instruments* addresses classification and measurement of financial assets. It replaces the multiple category and measurement models in IAS 39 *Financial Instruments; Recognition and Measurement* for debt instruments with a new mixed measurement model having only two categories; amortized cost and fair value through profit or loss. Requirements for financial liabilities are largely carried forward from the existing requirements in IAS 39 except that fair value changes due to credit risk for liabilities designated at FVTPL are generally recorded in other comprehensive income/loss. The effective date of this new standard will be for periods beginning on or after January 18, 2018 with early adoption permitted. The Company has not yet assessed the impact of this standard or determined whether it will adopt earlier.

IFRS 16 *Leases* specifies how an issuer will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is twelve months or less, or the underlying asset has an insignificant value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17 *Leases*. IFRS 16 was issued in January 2016 and applies to annual reporting periods beginning on or after January 1, 2019. The Company has not yet assessed the impact of this standard or determined whether it will adopt earlier.

1.14 Financial Instruments and Other Instruments

The Company has designated its cash and marketable securities as FVTPL; deposits, as held-to-maturity; and accounts payable and loans payable, as other financial liabilities.

The carrying values of current deposits and accounts payable approximate their fair values due to the short-term maturity of these financial instruments. The fair value of the non-current deposits also approximates its carrying value.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below.

a) 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 is exposed to credit risk with respect to its cash, amounts receivable and deposits. The Company limits exposure to credit risk by maintaining its cash and deposits with major financial institutions. The Company is not exposed to significant credit risk on its amounts receivable as the entire balance is due from government agencies.

b) Market Risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign currency rates and other price risk.

(i) Interest rate risk

Interest rate is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The company has cash and cash equivalents and loans payable. The Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary current assets and current liabilities.

(ii) Currency risk

The Company is exposed to currency risk to the extent that expenditures incurred by the Company are denominated in currencies other than the Canadian dollar (primarily Mexican pesos). The Company does not manage currency risk through hedging or other currency management tools. Currently, the Company does not have significant exposure to foreign currency risk as the majority of the Company's assets and liabilities are denominated in Canadian dollars as at August 31, 2017.

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(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or currency risk.

c) 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 has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

As at August 31, 2017, the Company's cash balance was \$1,272,827 (May 31, 2017 - \$11,410) and management considers this to be sufficient to meet the cash requirements for the Company's administrative overhead, maintaining its E&E assets and continuing with exploration programs on its current projects in the following twelve months, however, the Company will continue to review and consider the merits of raising additional capital in the future to fund future operations.

As at August 31, 2017, the Company maintained a balance of \$106,033 in its accounts payable which were all current.

On July 1, 2016, the Company entered into a new lease agreement for a period of three years, ending June 30, 2019, for a monthly lease payment of \$3,823. On July 1, 2017, the Company moved offices and the new monthly lease payment is \$9,334. The lease commitments for the next three fiscal years are:

2018	\$ 106,497
2019	112,008
2020	112,008
	<u>\$ 330,513</u>

1.15 Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The Company's capital is comprised of share capital and loans payable.

There were no changes in the Company's approach to capital management during the year ended May 31, 2017 and for the three months ended August 31, 2017. The Company is not subject to any externally imposed capital requirements.

1.16 Other MD&A Requirements

Disclosure of Outstanding Share Data

The Company filed for the consolidation of the Company's issued and outstanding share capital with the TSX Venture Exchange. The TSX Venture Exchange approved this consolidation on April 27, 2017, and on May 1, 2017 the Company's common shares began trading on the basis of 1 post-consolidation common share for every 10 pre-consolidation common shares. The Company's outstanding options and warrants were adjusted on the same basis (1 for 10) as the common shares, with proportionate adjustments being made to the exercise prices. All shares, options and warrants have been retrospectively adjusted to reflect the share consolidation.

At August 31, 2017 and as at October 30, 2017, there were 24,970,495 outstanding common shares, 1,395,000 outstanding stock options and 16,030,000 share purchase warrants.

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)*

Interim Management's Discussion and Analysis – Quarterly Highlights

For the three months ended August 31, 2017

(Expressed in Canadian Dollars – Unaudited)

Subsequent events

The Company entered into a binding Letter of Intent (“LOI”) dated September 4, 2017 with Latin Resources Limited (“Latin”) (ASX: LRS) to acquire a 100% interest in the Ilo Norte and Ilo Este copper projects, (the “Projects”) located in southern Peru. Latin is at arms’ length to the Company.

Under the terms of the LOI, upon completion of due diligence and receipt of regulatory approvals, the following terms and conditions will be met under a formal sale agreement to be completed between the Company and Latin:

- Upon signing of the sale agreement, the Company will issue to Latin a total of 19 million common shares of Westminster Resources Ltd, which will be placed in voluntary escrow and held until the concessions representing the Projects have been effectively transferred to the Company or its subsidiary, but shall vest with the following milestones:
 - 1,000,000 shares will vest 6 months from the date of the sale agreement;
 - 3,000,000 shares vest 12 months from the date of the sale agreement; and
 - 15,000,000 shares vest 18 months from the date of the sale agreement.
- A lump sum cash payment of US\$150,000 on the signing of the sale agreement; and
- A final payment of US\$100,000 on the 12 - month anniversary of the signing of the sale agreement.

The Company will pay a finder’s fees in connection with the introduction of Latin and the Projects as permitted by TSX Venture policy.

Risks and uncertainties

The Company is in the business of acquiring, exploring and, if warranted, developing mineral properties, which is a highly speculative endeavour, and the Company's future performance may be affected by events, risks or uncertainties that are outside of the Company's control.

For a detailed discussion on the various risks associated with the Company's industry, business, and other matters, please refer to the Company's annual MD&A for the year ended May 31, 2017, which is filed on the Company's profile on the SEDAR website, www.sedar.com. The Company's management consider the risks disclosed to be the most significant to potential investors of the Company, but not all risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the directors are currently unaware or which they consider not be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected.

In such circumstances, the price of the Company's securities could decline and investors may lose all or part of their investment.

Further Information

Additional information about the Company is available at the Company's website at www.westminsterres.com.