



ADAMERA MINERALS

ADAMERA MINERALS CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS FOR THE THREE MONTHS ENDED MARCH 31, 2017

OVERVIEW AND INTRODUCTORY COMMENT

Adamera Minerals Corp. (“Adamera” or the “Company”) is an exploration stage company engaged in the acquisition and exploration of precious metals. The principal properties are located in Washington State, USA. The Company also holds properties in northern Canada throughout Nunavut (“NU”) and the Northwest Territories (“NWT”). The Company acquires properties directly by staking, through option agreements with prospectors or other exploration companies, and through reconnaissance programs. The Company trades on the TSX Venture Exchange (“Exchange”) under the symbol “ADZ” and is a reporting issuer in British Columbia and Alberta. The Company also trades on the OTC Marketplace in the United States under the symbol “DDNFF”.

This MD&A is dated May 29, 2017 and discloses specified information up to that date. Unless otherwise noted, all currency amounts are expressed in Canadian dollars. The following information should be read in conjunction with the unaudited condensed consolidated interim financial statements and the related notes for the three months ended March 31, 2017 and the Company’s audited consolidated financial statements for the year ended December 31, 2016 and the related notes thereto.

Additional information relevant to the Company and the Company’s activities can be found on SEDAR at www.sedar.com, and/or on the Company’s website at www.adamera.com.

MAJOR INTERIM PERIOD OPERATING MILESTONES

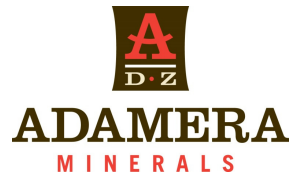
Cooke Mountain Project

Adamera’s work has introduced new geological ideas that support the potential for clustering 1-3 million ounce gold deposits. Recent surveying by VTEM combined with airborne magnetics, experimental airborne AMT, detailed soil sampling and geological mapping has defined numerous high priority drill targets. See news releases on February 14, 2017, March 1, 2017 and March 13, 2017.

Adamera has developed a target referred to as the Big Banana, which is a VTEM conductor. Soil samples collected by the Company over the target exhibit elevated copper arsenic, silver and gold.

The Company’s Phase 1 drilling program, estimated at \$500,000, will start during the last week of May. Mobilization of a LF 90 track mounted core drill is scheduled for mid-May.

Adamera’s primary exploration target in the Cooke Mountain area is a blind or buried high-grade gold deposit similar to the Lamfoot, Overlook and Key deposits that were mined in the 1990s. A variety of target styles defined on the basis of geological, geophysical and or geochemical data will be tested. Targets are still being ranked and permitted. Adamera expects to drill 3,000 meters to test eight to ten targets during Phase I. Additional targets generated by the current program can be addressed in a Phase II program later in the field season.



This year the Company is planning to collect some 8,000 soil samples, of which 500 have been collected to date. This program will cover new areas in addition to in-filling specific sites from last season. Samples will be analysed for pH, multi-elements by XRF and gold analysis by fire assay.

Ground magnetic surveying is being employed to better resolve structures and to identify potential mineralization associated with magnetite. Some 50 line kilometres of ground magnetic surveying over the Big Banana property has been completed to date and is currently being interpreted.

Induced polarization (IP) is planned for several areas with geochemical soil anomalies that lack electromagnetic or magnetic anomalies.

Geological mapping is progressing on about 5000 acres of land in the Cooke Mountain project area. Key structures and favourable stratigraphy are primary controls over mineralization. The mapping will include detailed prospecting over geochemical and geophysical anomalies.

On May 10, 2017, the Company has received letters of acceptance from the Bureau of Land Management (BLM), a federal authority, approving a plan to drill seven targets located on BLM land within the Cooke Mountain project in Washington State. These targets are additional to the Company's April 18, 2017 announcement that it had received drill permits for targets located on state lands within the project area. Those targets included Big Banana, CM-SE-2, CM-SE-6 and four targets being refined for prioritization.

A total of 14 targets on BLM and state land are now drill-ready. A separate application for drilling targets on US Forest Service land is in progress.

On May 24, 2017, the Company reported on modelling of two new VTEM electromagnetic targets on the Cooke Mountain Project in Washington State. The new targets include a possible extension to the past producing Overlook gold mine, and an adjacent anomaly referred to as the Oversight target. Both targets are permitted for drilling.

See news releases on April 18, 2017, April 27, 2017, May 4, 2017, May 10, 2017 and May 24, 2017.

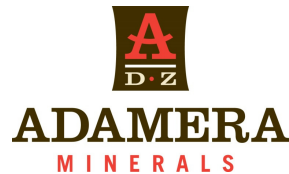
INTERIM PERIOD FINANCIAL CONDITION

Capital Resources

On May 12, 2017, the Company announced that warrant holders of common share purchase warrants dated December 20, 2017 with an exercise price of \$0.10 are now subject to a 30-day forced exercise provision as the Company's closing share price met or exceeded \$0.20 for 10 consecutive trading days. These warrants will now expire on June 10, 2017. In addition, the common share purchase warrants dated June 28, 2017 with an exercise price of \$0.10 are also now subject to a 30-day forced exercise provision and will now expire on June 9, 2017.

During the three months ended March 31, 2017, 9,675,500 warrants were exercised for proceeds of \$841,260. Subsequent to March 31, 2017, a total of 575,000 options were exercised for gross proceeds of \$37,875 and 13,840,767 warrants were exercised for gross proceeds of \$1,189,827.

These funds will be used to continue the execution of the Company's program at the Cooke Mountain project as well as for general and administrative costs.



The Company is aware of the current conditions in the financial markets and has planned accordingly. The Company's current treasury and the future cash flows from equity issuances and the potential exercise of warrants, finders' warrants and options, along with the planned developments within the Company will allow its efforts to continue throughout 2017. If the market conditions prevail or improve, the Company will make adjustment to budgets accordingly.

Liquidity

As at March 31, 2017, the Company had working capital of \$401,582 (December 31, 2016 – working capital deficiency of \$236,309). As at March 31, 2017, cash totaled \$1,056,802, an increase of \$617,032 from \$439,770 as at December 31, 2016. The increase was due to \$841,260 cash received from the exercise of warrants and offset by (a) operating activities of \$69,724 and (b) expenditures on mineral properties of \$154,941.

Operations

For the three months ended March 31, 2017 compared with the three months ended March 31, 2016:

Excluding the non-cash depreciation of \$3,898 (2016 - \$2,377) and share-based compensation of \$117,385 (2016 - \$Nil), the Company's general and administrative expenses amounted to \$98,901 (2016 - \$29,127), an increase of \$69,774. The change in the expenses was mainly due to increases in: (a) accounting and audit of \$20,000 (2016 - \$nil); (b) wages and benefits \$26,552 (2016 - \$nil); and (c) consulting fees of \$6,998 (2016 - \$nil). All such increases are because the Company conserved its cash in fiscal 2016 while during the first three months in fiscal 2017, the Company was active in its exploration program in its Cooke Mountain property.

During the three months ended March 31, 2017, the Company reported a loss of \$220,184 (2016 – \$31,504), an increase of \$188,680. This is a result of the Company being active in its exploration program in the Cooke Mountain property during fiscal 2017.

SIGNIFICANT RELATED PARTY TRANSACTIONS

During the quarter, there was no significant transaction between related parties.

COMMITMENTS, EXPECTED OR UNEXPECTED, OR UNCERTAINTIES

As of the date of the MD&A, the Company has no outstanding commitments.

Other than disclosed in this MD&A – Quarterly Highlights, the Company does not have any commitments, expected or unexpected, or uncertainties.

RISK FACTORS

In our MD&A filed on SEDAR April 28, 2017 in connection with our annual financial statements (the "Annual MD&A"), we have set out our discussion of the risk factors which we believe are the most significant risks faced by Adamera. An adverse development in any one risk factor or any combination of risk factors could result in material adverse outcomes to the Company's undertakings and to the interests of stakeholders in the Company including its investors. Readers are cautioned to take into account the risk factors to which the Company and its operations are exposed. To the date of this document, there have been no significant changes to the risk factors set out in our Annual MD&A.



DISCLOSURE OF OUTSTANDING SHARE DATA

The authorized share capital of the Company consists of an unlimited number of common shares without par value. The following is a summary of the Company's outstanding share data as at March 31, 2017:

	Issued and Outstanding	
	March 31, 2017	May 29, 2017
Common shares outstanding	96,245,928	110,661,695
Stock options	5,625,000	5,050,000
Warrants	30,770,667	16,929,900
Fully diluted common shares outstanding	132,641,595	132,641,595

QUALIFIED PERSON

Bernard Kahlert, P. Geo is the Company's qualified person, reviewing the exploration projects described throughout the MD&A and is responsible for the design and conduct of the exploration programs and the verification and quality assurance of analytical results.

Cautionary Statements

This document contains "forward-looking statements" within the meaning of applicable Canadian securities regulations. All statements other than statements of historical fact herein, including, without limitation, statements regarding exploration results and plans, and our other future plans and objectives, are forward-looking statements that involve various risks and uncertainties. Such forward-looking statements include, without limitation, our estimates of exploration investment, the scope of our exploration programs, and our expectations of ongoing administrative costs. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed in the Company's documents filed from time to time via SEDAR with the Canadian regulatory agencies to whose policies we are bound. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made, and we do not undertake any obligation to update forward-looking statements should conditions or our estimates or opinions change, except as required by law. Forward-looking statements are subject to risks, uncertainties and other factors, including risks associated with mineral exploration, price volatility in the mineral commodities we seek, and operational and political risks. Readers are cautioned not to place undue reliance on forward-looking statements.