



ADAMERA MINERALS

ADAMERA MINERALS CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS – QUARTERLY HIGHLIGHTS FOR THE THREE MONTHS ENDED MARCH 31, 2018

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 30, 2018 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, 2018 and the Company’s audited consolidated financial statements for the year ended December 31, 2017 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

In January 2018, US Forest Service approved a Plan of Operation allowing the Company to drill test a number of high priority targets on the Cooke Mountain Project. The targets include SE-01 which is located approximately 4 kilometres from the Kettle River gold mill in Washington State.

On February 14, 2018, the Company announced that the first drill hole on the SE-01 VTEM target intersected a thick zone with both semi-massive and disseminated sulfides over a 120 metre core length. Mineralization consists of variable amounts of sulfides, magnetite and silica alteration from 60 to 180 metres depth downhole.

The hole was drilled at a dip of -55 degrees, approximately perpendicular to the strike of the VTEM anomaly. The true width of the intercept is not yet known and will be better defined by a second hole which is currently underway. Both sulfide and magnetite content in the core range from approximately 3% to 80%. Intense silica alteration and silica replacement as well as local sericite alteration accompany the sulfides and magnetite from 68.5 meters to 121.4 metres. Much of the interval displays complex fracturing and sulfide veining.

On February 22, 2018, the Company announced the second drill hole on the SE-01 VTEM target intersected a zone of sulfides and magnetite mineralization. The two SE-01 drill holes were collared from the same pad and at the same azimuth. Hole HLK18-01 was drilled at -55 degrees and HLK 18-02 at -43



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degrees to intersect the target up dip. Based on the orientation of the two holes the mineralized zone is estimated to dip west at approximately 60 degrees. The modelled VTEM data suggested a dip of 68 degrees to the west. HLK 18-02 intersected a zone from 55.7 metres to 161 metres downhole that is similar to the zone intersected in HLK 18-01. Core logging reports the presence of silica alteration and sulfide-magnetite mineralization.

On March 13, 2018, the Company announced the gold results for the first and second drill holes on the SE-01 VTEM target. Drill hole HLK18-01 returned elevated gold values up to 0.3 g/t in zones with sulfide mineralization. Drill hole HLK18-02 provided gold zones assaying up to 1.0 g/t gold. Both holes intersected +100 metre zones with sulfides, magnetite and silica alteration suggesting a large mineralizing system. A third hole, HLK18-03 was drilled 100 metres to the south and intersected a visually similar zone. Assays are pending. The drill is now testing an entirely different VTEM conductor next to the Key West gold mine.

On April 10, 2018, the Company announced zones with gold were intersected at the Key West target located 1 kilometre north of the Overlook gold mine in Washington State. The first drill hole, hole KWN18-01, which is located 300 metres north of the past producing Key West mine intersected an upper and lower gold bearing zone. The upper zone from 33.2 metres to 37.6 metres yielded 2.32 g/t gold over 4.4 metres, including 2.34 metres at 3.8 g/t gold.

The lower zone from 122.1 metres to 139.0 metres yielded 0.6 g/t gold over 17 metres, including higher grade intervals of 2.8 g/t gold over 1.8 metres and 4.5 g/t gold over 1.0 metres.

Table 1. Gold intersection in Hole KWN18-01

Drill hole	Zone	From	To	Au (g/t)	Interval
KWN18-01	Upper	33.2	37.6	2.32	4.4
	incl.	35.2	37.6	3.8	2.4
	incl.	35.2	37.1	4.3	1.9
	incl.	36.4	37.1	5.2	0.7
	Lower	122.1	139.0	0.6	16.9
	incl.	124.5	127.3	0.9	2.8
	incl.	132.7	134.5	2.8	1.8
	incl.	133.5	134.5	4.5	1.0

The second hole, KWC18-01, was collared approximately 30 metres from the north end of the Key West pit. The hole intersected 3.8 g/t gold over 1.2 metres at a down hole depth of 8 metres. In addition, elevated gold values of 0.9 and 0.7 g/t gold were intersected at depths of 48 metres to 52 metres and 84 metres to 88 metres respectively.

The Company is currently planning a 10 to 15 hole follow up drill program to further test the Key West and Overlook areas. The higher-grade gold zones appear to be dominated more by magnetite than sulfides, suggesting that relying primarily on the intensity of a VTEM conductor may be less effective than drilling the more highly magnetic zones within the target.



Drill hole KWN18-01 was drilled at an angle of -85 degrees to the west and KWC18-01 was drilled at -50 to the west. The true widths of the drill intercepts are not known.

On May 15, 2018, the Company provided exploration updates. As a result of the 2017-2018 programs Adamera has better defined two multi-kilometre gold trends, referred to as Overlook and Lamefoot.

The Company discovered four high-grade gold occurrences along the four-kilometre Overlook Trend. The former Overlook, Key West, Key East and Belcher mines are within the trend. Of the four gold occurrences three were discovered by drilling and one by prospecting. Numerous additional targets remain to be tested.

Follow up work, including additional drill permitting is currently underway for an expected June start up. Target areas on the Overlook Trend labelled A, B and C are summarized and are shown on the accompanying Figure 1 diagram below. These are areas where the Company has confirmed high-grade mineralization with an initial drill hole or prospecting and now require more focused delineative exploration.

A. Deep Overlook – Deep Overlook refers to the high-grade gold intercept of 9.6 g/t gold over 10.8 metres intersected below workings of the Overlook Mine. The intercept was at a depth of 209 metres (see news release dated October 24, 2017). The Company is currently generating a 3D model to establish how best to test the extent of this horizon. Final hole selection and any additional drill permitting should be completed in time for a July drilling start.

B. Overlook Mine High-Grade Veins – Historic drill holes within the southern portion of the Overlook mine intersected shallow veins carrying significant mineralization, including a drill hole with 5 g/t gold over 45 metres. This style of mineralization is important as it reportedly contributed to half of the gold produced at the mine.

The Company drilled two holes, OS17-01 and OS17-03 approximately 300 metres from the Overlook Mine. Both holes intersected similar shallow zones of high-grade gold mineralization associated with quartz and sulfide veining. Intervals of significance include 6.5 g/t gold over 3 metres (including 10.3 g/t gold over 1.2 m), 9.3 g/t gold over 1.1 metres and 15 g/t over 0.3 metres (see news release dated September 7, 2017). As the veins are not magnetic or conductive, a test IP survey was recently completed over the two drill holes. An IP anomaly exists in response to the veins and further drilling is warranted.

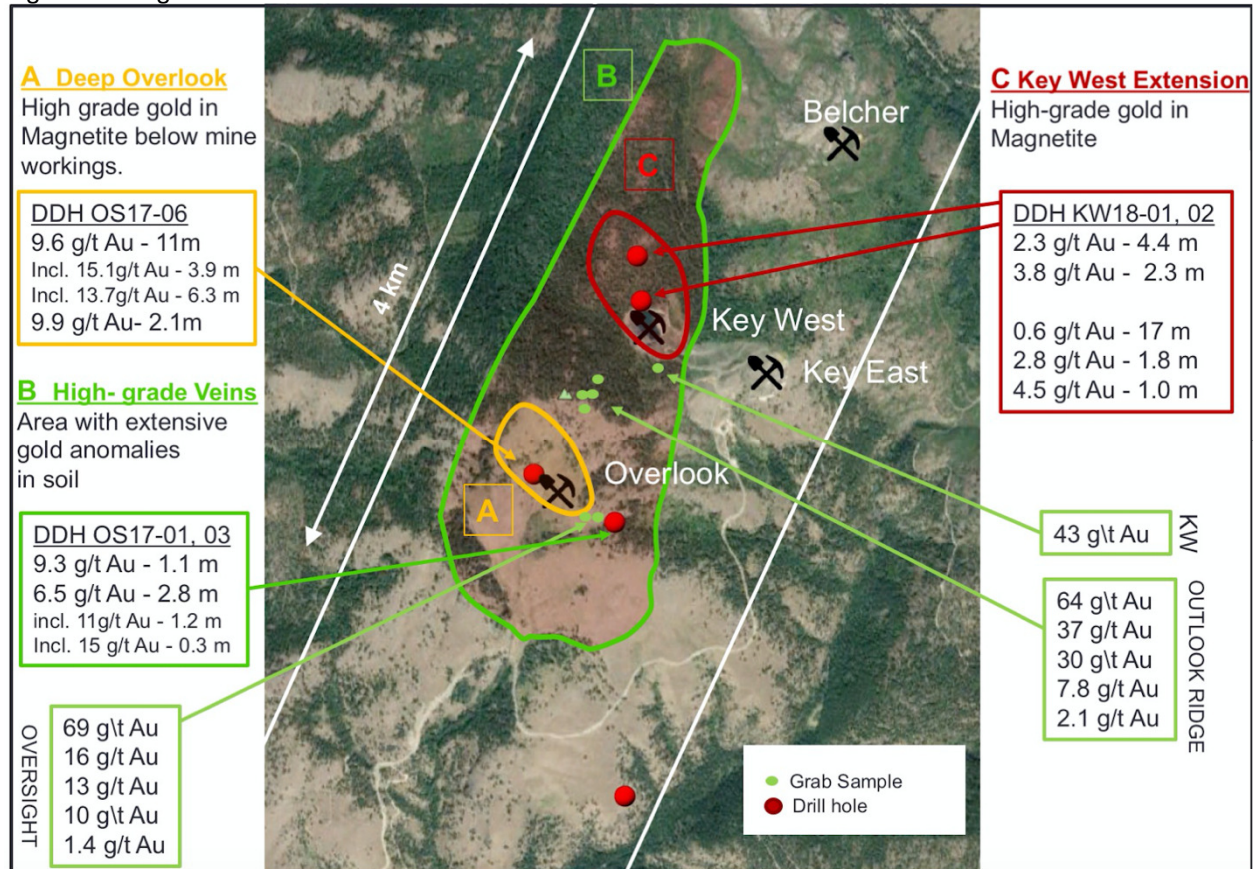
Prospecting for Overlook Style Veining – Anomalous gold in soils directly above the shallow vein occurrences suggests Overlook style veining is the source of such surface gold. Adamera has identified large areas devoid of magnetic or EM responses with unexplained anomalous gold in soils near the Overlook and Key West Mines. Considering our understanding now, these areas may have significant unrecognized potential for Overlook style veining and IP surveying may be the prospecting tool required to locate them. Surveying using this geophysical approach will start next week.

Outlook Ridge is an occurrence of high-grade veins that was discovered by surface prospecting. Grab samples from several locations on a 1 km transect yielded gold values ranging from 1 to 69 g/t (see news release dated November 28, 2017). The planned IP survey will cover this area.

C. Key West Mine Extension – VTEM conductors extending 450 metres north of the Key West Mine were tested by two Adamera drill holes. Multiple zones of significantly anomalous gold were intersected and include 2.3 g/t gold over 4.4 metres. The highest gold values are associated with magnetite-rich

material in the drill core. Several zones of high magnetics within the VTEM anomaly are untested and warrant drilling in June.

Figure 1. Target areas associated with the Overlook Trend.



On May 29, 2018, the Company reported that on its Lamfoot Trend, it has identified two high priority areas on the trend that contain a number of compelling drill targets: the Lamfoot South and Goodfoot properties. The targets are based on a multi-discipline database compiled over the past several months.

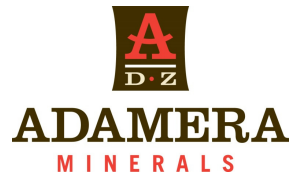
See news releases on February 14, 2018, February 22, 2018, March 13, 2018, April 10, 2018, May 15, 2018 and May 29, 2018.

INTERIM PERIOD FINANCIAL CONDITION

Capital Resources

During the three months ended March 31, 2018, 825,000 warrants were exercised for proceeds of \$41,250.

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 2018. If the market conditions prevail or improve, the Company will make adjustment to budgets accordingly.

Liquidity

As at March 31, 2018, the Company had working capital deficiency of \$10,871 (December 31, 2017 – working capital of \$628,294). As at March 31, 2018, cash totaled \$384,866, a decrease of \$596,058 from \$980,924 as at December 31, 2017. The decrease was due to (a) operating activities of \$213,213 and (b) expenditures on mineral properties of \$424,095 while being offset by cash received from the exercise of warrants of \$41,250.

Operations

For the three months ended March 31, 2018 compared with the three months ended March 31, 2017:

The Company recorded a net loss for the three months ended March 31, 2018 of \$131,624 (loss per share - \$0.00) compared to a net loss of \$220,184 (loss per share - \$0.00) for the three months ended March 31, 2017.

Excluding the non-cash depreciation of \$465 (2017 - \$3,898) and share-based compensation of \$nil (2017 - \$117,385), the Company's general and administrative expenses amounted to \$131,159 (2017 - \$98,901), an increase of \$32,258. The change in the expenses was mainly due to increases in: (a) marketing of \$22,594 (2017 - \$18,454); (b) wages and benefits \$43,952 (2017 - \$26,552); and (c) filing fees of \$11,988 (2017 - \$2,572). All such increases are because the Company was active in its exploration program along with the administrative support.

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 16, 2018 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, 2018:

	Issued and Outstanding	
	March 31, 2018	May 30, 2018
Common shares outstanding	125,733,595	125,733,595
Stock options	7,850,000	7,850,000
Warrants	16,343,000	16,343,000
Fully diluted common shares outstanding	149,926,595	149,926,595

QUALIFIED PERSON

Martin St. Pierre, 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.