MENIKA MINING LTD.

SUITE 313 - 515 WEST PENDER STREET
VANCOUVER, BRITISH COLUMBIA
V6B 6H5

MANAGEMENT'S DISCUSSION AND ANALYSIS

January 6, 2015

The following discussion is management's assessment and analysis of the results and financial condition of Menika Mining Ltd. (the "Company"), and should be read in conjunction with the accompanying unaudited interim consolidated financial statements of the Company for the nine months ended November 30, 2014, together with the related notes. The consolidated financial statements behind the figures contained in this report have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). All figures are reported in Canadian dollars unless otherwise indicated.

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different from those expressed or implied. The effective date of this report is January 6, 2015

1. DESCRIPTION OF BUSINESS

Menika Mining Ltd. (the "Company") was incorporated in British Columbia and is a public company listed on the TSX Venture Exchange. The Company's registered address is 313-515 West Pender Street, Vancouver BC, V6B 6H5.

The Company is in the exploration stage and its principal business activity is the sourcing and exploration of mineral properties. As at November 30, 2014, the Company was in the process of exploring its principal mineral properties and has not yet determined whether the properties contain ore reserves that are economically recoverable. The recoverability of amounts shown for mineral properties and related deferred exploration costs is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production or proceeds from the disposition thereof.

The Company incurred a loss of $22,661 (2013: $169,784) for the nine months ended November 30, 2014. As at November 30, 2014 the Company had an accumulated deficit of $5,601,099, which has been funded primarily by the issuance of equity. The Company's ability to continue as a going concern and to realize assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

RESOURCE PROPERTIES

RELIANCE GOLD PROPERTY

The Company holds a 100% interest in the Reliance property, which consists of approximately 977.7 hectares, located 10 kilometres north of the Historic Bralorne Gold Mine and five kilometres east of the town of Goldbridge, B.C.

HISTORICAL INFORMATION

During fiscal 2006, the Company added five claims comprising 21 units and two cells called the Carter, Carter 2, Carp 1, Carp 2 and Carp 3 claims to its Reliance property located in the Lillooet mining district covering 250.27 hectares.

The gold mineralization on the Reliance property is on the north slope. The Carp 1, Carp 2 and Carp 3 claims are located on the north side of the Reliance and extend the boundary by 380 metres. The Carter claims cover a few fractions south of the Reliance, and extends the southern boundary by 2,240 metres. The estimated net area of the new property is 516.75 hectares, bringing the total Reliance claim area to 977.749 hectares.

The Reliance Group of claims is in good standing until 2017 and 2018 respectively.

During July and August 2006, the Company carried out further MMI soil sampling surveys on the Reliance property. The purpose was to extend the known anomalies as well as determine the response over the known mineralization from past exploration. This included the Imperial zone, the Treasure zone and the Mint zone.

During fiscal 2009 the Company signed a drilling contract for 10,000 feet of diamond drilling to be carried out on the Reliance property. The drilling program was completed, and a 43-101 Technical Report with results and recommendations can be viewed on SEDAR at www.sedar.com

During the nine months ended November 30, 2014, there were $NIL in exploration expenditures on the property.

AVA PROPERTY CLAIMS

On July 12, 2006, the Company acquired from Charles Boitard, the former president of the Company, seven claims located in the Deadman Valley, of British Columbia. During December 2006, the Company added the Ava 9, Ava 10 and the Mow 3 mineral claims to its portfolio, bringing the total to 2,336.479 hectares. During December 2012, four claims were left to expire with a total area of 1,015.940 hectares, bringing the total to 1,320.539 hectares. The claims are situated in the vicinity of the Vidette gold camp area and are easily accessible.

HISTORICAL INFORMATION

The claim group is located at and to the east of the village of Criss Creek, which is 37 kilometres north-northeast of Savona, located at the west end of Kamloops Lake. Access is good, with the localized main road running through the property. Claims belonging to other owners occur within six to 12 kilometres to the north, south, east and west of the AVA claims. The AVA claim group is of exploration interest because of mineralized float found within the area that reportedly ran 9 per cent copper, 0.7 per cent tungsten, 11 ounces per ton silver and 0.2 ounce per ton gold. The geology of the property is unknown because of widespread overburden cover. However, the government airborne magnetic survey showed that the southeastern part of the property is covered with Tertiary basalts, with the rest of the property being underlain by an unknown rock type that is not Tertiary basalts. It is not likely sedimentary rocks, but could be older volcanics or intrusives. The airborne survey also showed a lineation striking northeasterly through the centre of the property, with a second one intersecting it in a north-south direction. These lineations are indicative of structure such as faults, shear zones, or contacts, and where they intersect is of exploration interest because of the possibility of mineralizing fluids filling the resulting fractured rock.

During the nine months ended November 30, 2014, there were $Nil in exploration expenditures on the property. During December 2014, four claims were left to expire with a total area of 914.173 hectares, bringing the total to 406.366 hectares.

2. SELECTED ANNUAL INFORMATION

The following selected financial information is extracted from the audited annual financial statements of the Company prepared in accordance with IFRS.

	28Feb14	**28Feb13**	**29Feb12**
Net Gain/Loss for the year	$(209,740)	$(97,589)	$(2,453,231)
Loss per Share	$(0.07)	$(0.00)	$(0.08)
Total Assets	$32,709	$23,943	$19,865

Working Capital	$8,492	$(332,029)	$(234,440)

The referenced annual financial statements of the Company above have been prepared in accordance with IFRS. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates, which have been made using careful judgment. Actual results may differ from these estimates.

Quarterly Information

The following tables summarize the Company's financial information for the last eight quarters:

	30Nov14	31Aug14	31May14	28Feb14	30Nov13	31Aug13	31May13	28Feb13
Revenue	$NIL	$NIL	$NIL	$NIL	$NIL	$NIL	$NIL	$NIL
Net Income (Loss)	$6,933	$(3,983)	$(11,470)	$(101,856)	$(62,116)	$(22,526)	$(23,294)	$(37,491)
Basic/Diluted Loss per Share	$(0.01)	$(0.01)	$(0.001)	$0.07	$(0.001)	$(0.001)	$(0.001)	$(0.00)

Since the Company generates immaterial income, losses reflect exploration activity on the Company's exploration properties, write-off of exploration and evaluation assets and administrative expenses.

Third Quarter Results

In the third quarter ended November 30, 2014, the Company completed the following equity financings:

The Company did not complete any financing during the quarter.

In addition, the Company acquired the following properties in the quarter ended November 30, 2014:

The Company did not acquire any properties during the quarter.

Stock option grants within the third quarter were as follows;

There were no grants to report.

Other:

N/A

The financial statements have in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

3. SIGNIFICANT ACCOUNTING POLICIES

These consolidated unaudited interim financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These consolidated unaudited interim financial statements are prepared on the historical cost basis except for certain financial instruments, which are measured at fair value as explained in the accounting policies set out in Note 3. All amounts are expressed in Canadian dollars unless otherwise stated.

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, profit 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 for making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. Estimates with a significant risk of material adjustment are discussed in Note 3. The assessment of the Company's ability to identify potential mineral reserves and obtain financing to fund the working capital requirements involves judgment. The judgment made by management with a significant risk of material adjustment is the going concern assumption. The consolidated unaudited interim financial statements for the period ending November 30, 2014 (including comparatives) were approved and authorized for issue by the board of directors on January 6, 2015.

[a] Use of estimates

The preparation of these condensed interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions which affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the periods reported. Significant areas requiring the use of management estimates include the determination of impairment of exploration and evaluation assets, decommissioning liabilities, deferred tax assets and liabilities, and assumptions used in valuing options and warrants in share-based compensation calculations. Actual results could differ from these estimates.

[b] Functional Currency

The Company's mineral properties are in Canada and the majority of transactions are in Canadian dollars and therefore the reporting and functional currency of the Company is the Canadian dollar.

[c] Financial instruments

Financial assets

All financial assets are initially recorded at fair value and classified upon inception into one of the following four categories: held to maturity, available for sale, loans and receivables or at fair value through profit or loss("FVTPL").

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through earnings. The Company's cash and amounts receivable are classified as FVTPL.

Financial assets classified as loans and receivables and held to maturity assets are measured at amortized cost. Financial assets classified as available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income and loss except for losses in value that are considered other than temporary which are recognized in earnings.

Transactions costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

Financial liabilities

All financial liabilities are initially recorded at fair value and classified upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized costs using the effective interest rate method. The effective interest rate method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable and accrued liabilities and due to related parties are classified as other financial liabilities.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives are also classified as held for trading and recognized at fair value with changes in fair value with changes in fair value recognized in earnings unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in earnings. The Company is not exposed to any derivative instruments and foreign exchange hedges in place at this time.

[d] Exploration and evaluation assets

Exploration and evaluation costs, including the acquisition, exploration and development of mineral properties are capitalized as exploration and evaluation assets on a project-by-project basis pending determination pending determination of the technical feasibility and the commercial viability of the project. The capitalized costs are presented as either tangible or intangible exploration or evaluation assets according to the nature of the assets acquired. Capitalized costs include costs directly related to exploration and evaluation activities in the area of interest. General and administrative costs are only allocated to the asset to the extent that those costs can be directly related to operational activities in the relevant area of interest. When a license is relinquished or a project is abandoned, the related costs are recognized in profit and loss immediately. Upon commencement of commercial production, the related accumulated costs are amortized to income using the units of production method over estimated recoverable ore reserves. Management periodically assesses the carrying values of non-producing properties and if management determines that the carrying values cannot be recovered or the carrying values are related to properties that have lapsed, the unrecoverable amounts are expensed.

The recoverability of the carried amounts of mineral properties is dependent on the existence of economically recoverable ore reserves and the ability to obtain the necessary financing to complete the development of such ore reserves and the success of future operations. The Company has not yet determined whether any of its mineral properties contain economically recoverable reserves.

Amounts capitalized as mineral properties represent costs incurred to date, less write-downs and recoveries, and do not necessarily reflect present or future values. The costs incurred include materials and fuel used, surveying costs, drilling costs and payments made to contractors.

When options are granted on mineral properties or properties are sold, proceeds are credited to the cost of the property. If no future capital expenditure is required and proceeds exceed costs, the excess proceeds are reported as a gain.

[e] Impairment

The Company's tangible and intangible assets are reviewed for indications of impairment at each statement of financial position date. If indications of impairment exist, the asset's recoverable amount is estimated. An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in profit and loss for the period. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

The recoverable amount is the greater of the asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. An impairment loss with respect to goodwill is never reversed.

[f] Decommissioning liabilities

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities and may from time to time incur asset retirement obligations and the associated retirement costs related to site reclamation and abandonment. The fair value of the liability for an asset retirement obligation is recorded when it is incurred and the corresponding increase to the asset is depreciated over the life of the asset. The liability is increased over time to reflect an accretion element considered in the initial measurement at fair value. As at November 30, 2014, the Company had not incurred any asset retirement obligation related to the exploration and development of its mineral properties.

[g] Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risks and uncertainties surrounding the obligation.

Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

[h] Government Assistance

B.C. mining exploration tax credits for certain exploration expenditures incurred in B.C. are treated as a reduction of the exploration and development costs of the respective mineral property. No such tax credits were applied during the period ending November 30, 2014.

[i] Flow-through Shares

The Company finances some exploration expenditures through the issuance of flow-through shares. The resource expenditure deductions for income tax purposes are renounced to investors in accordance with the appropriate income tax legislation. When the common shares are offered, the difference ("premium") between the amounts recognized in common shares and the amount the investors pay for the shares is recognized as a flow-through share related liabilities which is reversed into the statement of loss within other income when the eligible expenditures are incurred. The amount recognized as flow-through share related liabilities represented the difference between the fair value of the common shares and the amount the investor pays for the flow-through shares. No flow-through shares were issued during the period ending November 30, 2014.

[j] Share based payments

The fair value of equity settled stock options awarded to employees defined under IFRS 2 Share-based payments (i.e. employees for legal and tax purpose, directors and certain consultants), determined as of the date of grant, and awarded to non-employees defined under IFRS 2, as of the date of delivery of service, is recognized as share-based compensation expense, included in general and administrative expenses in the statement of comprehensive loss, over the vesting period of the stock options based on the estimated number of options expected to vest, with a corresponding increase to equity.

[k] Share Issuance Costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are charged to expenses.

[l] Income taxes

The Company utilizes the asset and liability method of accounting for deferred taxes. Under the liability method, deferred income taxes and liabilities are recognized to reflect the expected deferred tax consequences arising from temporary differences between the carrying value and the tax bases of the deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against the asset can be utilized.

[m] Loss per share

The Company uses the treasury stock method in computing loss per share. Under this method, basic loss per share is computed by dividing losses available to common shareholders by the weighted average number of common shares outstanding during the year. For all periods presented the existence of warrants and options causes the calculation of fully diluted loss per share to be anti-dilutive. Accordingly, fully diluted loss per share information has not been shown.

[n] Accounting standards issued but not yet effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below. The Company has not yet begun the process of assessing the impact that these new and amended standards will have on its financial statements or whether to early adopt any of the new requirements.

The Company adopted the following accounting policies effective January 1, 2013:

<u>IFRS 7 - Financial Instruments: Disclosures</u>

IFRS 7 requires entities to provide additional information about offsetting of financial assets and financial liabilities that will enable users of financial statements to evaluate the effect or potential effect of netting arrangements, including rights of set-off associated with an entity's recognized financial assets and recognized financial liabilities, on the entity's financial position. The adoption of this IFRS did not impact the Company’s consolidated financial statements.

<u>IFRS 10 - Consolidated Financial Statements</u>

IFRS 10 requires an entity to consolidate an investee when it has power over the investee, is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. IFRS 10 replaced SIC-12, Consolidation-Special Purpose Entities, and parts of IAS 27, Consolidated and Separate Financial Statements. The adoption of this IFRS did not impact the Company's consolidated financial statements.

IFRS 12 - Disclosure of Interests in Other Entities

IFRS 12 establishes disclosure requirements for interests in other entities, such as subsidiaries, joint arrangements, associates, and unconsolidated structured entities. The standard carries forward existing disclosures and also introduces significant additional disclosure that address the nature of, and risks associated with, an entity's interests in other entities. The adoption of this IFRS did not impact the Company's financial statements.

IFRS 13 - Fair Value Measurement

IFRS 13 is a comprehensive standard for fair value measurement and disclosure for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. The adoption of this IFRS did not require any adjustments to the valuation techniques used by the Company to measure fair value and did not result in any measurement adjustments as at January 1, 2013.

IAS 1 - Presentation of Financial Statements

IAS 1 has been amended to require entities to separate items presented in other comprehensive income ("OCI") into two groups, based on whether or not items may be recycled to net income in the future. Entities that choose to present OCI items before tax will be required to show the amount of tax related to the two groups separately including prior year comparatives. The adoption of this IFRS did not impact the Company's financial statements.

IFRIC 20 - Production Stripping Costs

In October 2011, the IASB issued IFRIC 20 Stripping Costs, which requires the capitalization and depreciation of stripping costs in the production phase if an entity can demonstrate that it is probable future economic benefits will be realized, the costs can be reliably measured and the entity can demonstrate that it is probable future economic benefits will be realized, the costs can be reliably measured and the entity can identify the component of the ore body for which access has been improved.

[o] Accounting standards issued but not yet effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below. The Company has not yet begun the process of assessing the impact that these new and amended standards will have on its consolidated financial statements or whether to early adopt any of the new requirements.

New accounting standards effective for annual periods on or after January 1, 2014:

IAS 32 - Financial Instruments: Presentation

In December 2011, the IASB issued an amendment to clarify the meaning of the offsetting criterion and the principle behind net settlement, including identifying when some gross settlement systems may be considered equivalent to net settlement. Earlier application is permitted when applied with corresponding amendment to IFRS 7.

IAS 36 - Impairment of Assets

In May 2013, the IASB issued an amendment to address the disclosure of information about the recoverable amount of impaired assets if that amount is based on fair value less costs of disposal.

IAS 39 - Financial Instruments: Recognition and Measurement

In June 2013, the IASB issued a narrow scope amendment to IAS 39. Under the amendment, there would be no need to discontinue hedge accounting if a hedging derivative was novated, provided that certain criteria are met.

New accounting standards effective for annual periods on or after January 1, 2018:

IFRS 9 - Financial Instruments

In November 2009, as part of the IASB project to replace IAS 39 Financial Instruments: Recognition and Measurement, the IASB issued the first phase of IFRS 9 Financial Instruments, that introduces new requirements for the classification and measurement of financial assets. The standard was revised in October 2010 to include requirements regarding classification and measurement of financial liabilities.

The extent of the impact of adoption of these standards and interpretations on the financial statements of the Company has not been determined.

4. RESULTS OF OPERATIONS

At November 30, 2014 total assets were $11,370 compared to $32,709 as at February 28, 2014. This decrease in assets is the result of a decrease in cash and a decrease in GST receivables.

The Company has no operating revenues. During the period ending November 30, 2014, the Company earned $43 in interest income compared to $52 for the same period in the prior year.

During the period ending November 30, 2014 the Company had a net loss of $6,933 compared to a net loss of $62,064 for the period ending November 30, 2013. Expenses decreased as a result of reductions in professional fees, consulting fees, filing and listing fees, office,and general, and registrar and transfer agent fees. Activity pertaining to the exploration and advancement of the Company's properties and the acquisition of additional assets has been limited due to financial restrictions of the Company.

5. FINANCIAL CONDITION / LIQUIDITY

At November 30, 2014, the Company had cash of $1,007, compared to cash of $13,532 as at November 30, 2013. The Company has no off-balance sheet financing. The Company has no long-term debt. The Company's cash flow has decreased due to operating costs and a lack of financing. Share capital has remained static subsequent to the Company's share consolidation and previous private placement conducted in the last quarter of fiscal 2014.

At this time, the Company has no operating revenues, and does not anticipate any operating revenues until the Company is able to find, acquire, place in production, and operate a resource property. Historically, the Company has raised funds through equity financing to fund its operations.

The Company may need to raise additional cash for working capital or other expenses. In addition, as a result of the Company's activities, unanticipated problems or expenses could result and require additional capital requirements, subject to TSX Venture Exchange policies and approvals.

The Company has no assets other than cash deposits and has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. Management believes the Company does not have sufficient working capital at this time to meet its current financial obligations.

6. CAPITAL RESOURCES

On August 29, 2013, the Company received TSX Venture Exchange approval for the closing of the following private placement:

The Company has completed its previously announced private placement for gross proceeds of $57,500. Under the terms of the private placement, the Company issued 287,500 common shares at a price of $0.20 per share. The private placement was conducted pursuant to the TSX Venture Exchange Temporary Relief Measures bulletin, for which the Company has received the Exchange's conditional approval. The private placement has been approved by the Company's board of directors, none of whom have a direct interest in the offering. All securities issued in the offering will be subject to a hold period expiring on December 29, 2013. Proceeds of the offering will be used to pay off certain accrued debts of the Company owing to service providers and for general and administrative purposes.

On December 20, 2013, the Company completed a private placement for gross proceeds of $500,000. Under the terms of the private placement, the Company issued 10,000,000 units at a price of $0.05 per unit. Each unit consists of one common share of the Company, as well as one share purchase warrant exercisable to acquire an additional common share of the Company at a price of $0.07 per share for a period of five years. All securities issued in the offering will be subject to a hold period expiring on April 20, 2014.

7. OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

8. OUTSTANDING SHARE DATA

a) Authorized:

Unlimited number of voting common shares without nominal or par value

b) Issued voting common shares:

As at November 30, 2014 and January 6, 2015, the Company had 11,009,948 common shares issued and outstanding.

c) Shares held in escrow

As at November 30, 2014 and January 6, 2015, the Company has no common shares held in escrow.

d) Stock Options

The Company does not have a Stock Option Plan currently in place.

There were no options issued during the period ending November 30, 2014. As at November 30, 2014 and January 6, 2015, there were no stock options outstanding.

e) Warrants

As at November 30, 2014 and January 6, 2015, the Company has 10,000,000 warrants issued and outstanding.

9. TRANSACTIONS WITH RELATED PARTIES

During the year ended November 30, 2014, the Company:

The amounts due are non-interest bearing, unsecured with no specific terms of repayment.

	November 30, 2014	November 30, 2013
Amounts due to former directors	-	66,723
Amounts due to company assigned debt		239,500
Amounts due to a company controlled by former directors	-	15,000
Total amount due to related parties	-	321,223

The aggregate value of transactions relating to key management personnel and entities over which they have control or significant influence over are as follows:

During the nine months ended November 30, 2014, the Company incurred management fees of $NIL (2013: $15,000) paid or payable to a company controlled by the former Chief Executive Officer, Delore Management Limited. The amount paid for management fees was also considered payment to key management personnel.

Certain former directors and former officers of the Company are also directors and officers of Green Valley Mine Incorporated and Delore Management Limited.

10. PROPOSED TRANSACTIONS

The Company is continually exploring new acquisitions; however, the Company has the following proposed business or financing transactions to report at this time:

N/A

11. FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments include cash and cash equivalents and trade payables. The carrying value of these financial instruments approximates their fair market value because of the short maturity of these instruments. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency, or credit risks arising from these financial instruments.

12. LEGAL PROCEEDINGS

The Company is not involved in any legal proceedings.

13. DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company's President & Chief Executive Officer (CEO) and Chief Financial Officer (CFO) are responsible for establishing and maintaining disclosure controls and procedures as well as internal controls over financial reporting for the Company.

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109, in particular, the certifying officers filing the certificates are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificates.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

14. OTHER MD&A REQUIREMENTS

Subsequent Events

On December 29, 2014, four of the Ava Claims were left to expire (Ava 1, Ava 2, Ava 3, and Ava 4) with a total area of 914.173 hectares, bringing the total to 406.366 hectares.

Risks and Uncertainties

The Company has a limited history of operations. There can be no assurance that the Company will be able to obtain adequate financing or that the terms of such financing will be favorable.

Cautionary Statement

This MD&A may contain "forward looking statements" that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward looking statements, which, by their very nature, are not guarantees of the Company's future, operational or financial performance, and are subject to risk and uncertainties and other factors that could cause the Company's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward looking statements.

Readers are cautioned not to place undue reliance on these forward looking statements which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risk and uncertainties, including the risk and uncertainties identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward looking statements whether as a result of new information, future events or otherwise.

For further information about Menika Mining Ltd. please visit Sedar at www.sedar.com.