

Management Discussion and Analysis
For the Year Ended May 31, 2015

OVERVIEW

This discussion covers the operations of Clear Mountain Resources Corp. ("Company") for the year ended May 31, 2015. The following management discussion and analysis ("MD&A") should be read in conjunction with the annual audited consolidated financial statements and notes for the year ended May 31, 2015 (the "Financial Statements"). All financial information in this MD&A has been prepared in accordance with International Financial Reporting Standards ("**IFRS**") and all dollar amounts are expressed in Canadian dollars unless otherwise indicated.

Additional information on the Company is available on SEDAR at www.sedar.com and at the Company's website, www.clearmountainresources.com. The date of this MD&A is September 25, 2015.

FORWARD LOOKING STATEMENTS

This MD&A may include certain "forward-looking statements" within the meaning of applicable securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such things as future business strategy, competitive strengths, goals, expansion and growth of the Company's businesses, operations, plans and other such matters are forward-looking statements. When used in this MD&A, the words "estimate", "plan", "anticipate", "expect", ''intend'', "believe" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, changes in project parameters as plans continue to be refined, unavailability of financing, fluctuations in precious and/or base metals prices and other factors, as outlined in the Company's preliminary long form prospectus filed on SEDAR. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

DESCRIPTION OF BUSINESS

Clear Mountain Resources Corp. is a junior mineral resource exploration company with its head office located in Vancouver, British Columbia, Canada. The Company's shares are listed for trading on the TSX Venture Exchange ("Exchange") under the trading symbol "CY". The principal business of the Company is the identification, evaluation and acquisition of mineral properties and the subsequent exploration and operation thereof.

In September 2014, Thomas Clarke resigned as director of the Company. Subsequent to May 31, 2015, 177,000 stock options were forfeited in connection with Mr. Clarke's resignation.

OVERALL PERFORMANCE

Financial highlights:

Operating expenses during the year ended May 31, 2015 were $303,262 versus $1,006,665 of operating expenses in the comparative year ended May 31, 2014. The reduction to operating expenses in the current year is attributable to: (1) no share-based compensation recognized as no stock options were granted in the current year (2) lower management fees, professional fees, rent, transfer agent and filing fees and travel and related fees in connection with reduced corporate activity and cost cutting initiatives.

The total net decrease in cash during the year ended May 31, 2015 was $163,055 compared to a decrease of $4,375 in the comparative year ended May 31, 2014. The decrease in the current year was directly the result of cash used in operating activities of $163,055 whereas cash used in operating activities in the comparative year was $476,368. There was no cash flow from investing or financing activity in the current year whereas the Company spent $905,258 in exploration property expenditures (primarily relating to the Osage County project) and received net proceeds of $1,377,251 from private placements that closed in the comparative year.

During the year ended May 31, 2015, the Company did not incur any exploration expenditures on its Pemberton property. In April 2015, the Company terminated the Pemberton property option agreement. For a more detailed description of the Company's previous interest in its exploration and evaluation assets along with the terms and conditions of the underlying agreement, please refer to the "Summary of Exploration Activities" section.

SELECTED ANNUAL INFORMATION

At May 31, 2015, the Company had not yet achieved profitable operations and has an accumulated deficit of $3,201,329 (2014 - $2,898,066) since inception. These losses resulted in a net loss per share (basic and diluted) for the year ended May 31, 2015 of $0.01 (2014 - $0.14).

The following financial data is derived from the Company's annual audited for the years ended May 31, 2015, 2014 and 2013:

	2015 $	2014 $	2013 $
Revenue	-	-	-
General and administration expenses	303,262	1,006,665	414,387
Loss and comprehensive loss	(303,263)	(2,201,558)	(414,321)
Basic and diluted loss per common share	(0.01)	(0.14)	(0.03)
Working capital (deficit)	(505,367)	(202,381)	218,980
Exploration and evaluation assets	-	1	255,122
Total assets	114,772	284,465	536,529
Total liabilities	619,033	485,463	60,699

The Company is considered an exploration stage company and has not generated any revenues to date.

RESULTS OF OPERATIONS

The table below details the significant changes in expenditures for the year ended May 31, 2015 as compared to the corresponding year ended May 31, 2014.

Expenses	Increase / Decrease in Expenses	Explanation for Change
Foreign exchange loss	Increase of $71,073	Increase as the US dollar strengthened relative to the Canadian dollar.
Management fees	Decrease of $62,350	Decrease as part of the implementation of cost cutting initiatives.
Professional fees	Decrease of $582,663	Decrease as the higher legal fees incurred in the comparative period was associated with evaluating projects in Osage County, Oklahoma.
Rent	Decrease of $12,946	Decrease as there was no rent incurred in the current year.
Share-based compensation	Decrease of $101,004	Decrease as there were no stock options granted in the current year.
Transfer agent and filing fees	Decrease of $13,544	Decrease was correlated with reduced corporate activity in the current year.
Travel and related	Decrease of $37,609	Decrease was correlated with reduced corporate activity in the current year.

The table below details the changes in major expenditures for the year ended May 31, 2014 as compared to the corresponding year ended May 31, 2013.

Expenses	Increase / Decrease in Expenses	Explanation for Change
Management fees	Increase of $93,089	Increase due to increased fees paid to new management team.
Professional fees	Increase of $523,399	Increase due to legal fees and due diligence costs associated with evaluating projects in Osage County, Oklahoma.
Share-based compensation	Decrease of $45,897	Decrease as there were fewer stock options granted in the current year.
Travel and related	Increase of $28,751	Increased travel related to evaluating projects in Oklahoma.

FOURTH QUARTER

For the quarter ended May 31, 2015, the Company incurred $7,233 in operating expenses (2014 – $273,592) and had a net loss and comprehensive loss of $7,233 (2014 – $1,473,971). The decrease was the result of reduced corporate activity and cost cutting initiatives.

The Company incurred $12,513 in professional fees in the current quarter compared to $246,297 in the comparative period which was related to legal fees in connection with the Osage County property. In addition, the Company wrote down exploration and evaluation assets of $1,200,379 in the comparative period whereas no property write downs were recorded in the current period.

In April 2015, the Company terminated the Owl Creek property option agreement.

SUMMARY OF QUARTERLY FINANCIAL RESULTS

	Three months ended			
	May 31, 2015	**Feb 28, 2015**	**Nov 30, 2014**	**Aug 31, 2014**
	$	**$**	**$**	**$**
Loss and comprehensive loss	(7,233)	(103,614)	(85,681)	(106,735)
Basic and diluted loss per share	(0.00)	(0.01)	(0.00)	(0.01)
	May 31, 2014	**Feb 28, 2014**	**Nov 30, 2013**	**Aug 31, 2013**
	$	**$**	**$**	**$**
Loss and comprehensive loss	(1,473,971)	(542,437)	(120,616)	(64,534)
Basic and diluted loss per share	(0.10)	(0.03)	(0.01)	(0.00)

The Company has not generated revenue since its inception; therefore, the Company continues to incur losses. The losses for the quarters are primarily the result of costs associated with share-based compensation, management and professional fees.

The variations in losses from quarter to quarter are consistent (with the result of administrative expenses required to maintain daily operation of the Company) except for the following quarters:

- Three months ended May 31, 2014 as the Company wrote-down exploration and evaluation assets of $1,200,379 and incurred significantly higher legal fees in connection with evaluating projects in Osage County, Oklahoma.
- Three months ended February 28, 2014 as the Company incurred significantly higher legal and due diligence fees in connection with evaluating projects in Osage County, Oklahoma.

SUMMARY OF EXPLORATION ACTIVITIES

Pemberton, British Columbia

For the year ended May 31, 2015, the Company did not incur any exploration and evaluation asset expenditures compared to $72,748 in the comparative year ended May 31, 2014.

	May 31, 2015	May 31, 2014
	$	$
Acquisition – cash	-	25,000
Acquisition - shares	-	40,000
	-	65,000
Exploration expenditures		
Accommodation	-	592
Consulting	-	5,250
Ground work	-	120
Meals	-	289
Supplies	-	78
Transportation	-	1,419
	-	**72,748**

The total cumulative acquisition and deferred exploration costs to May 31, 2015 relating to the Pemberton property is summarized as follows:

	$
Acquisition - cash	76,500
Acquisition - shares	82,500
	159,000
Exploration expenditures:	
Accommodation	2,553
Assay	622
Consulting	45,393
Claim maintenance	8,137
Ground work	93,426
Mapping	429
Meals	687
Supplies	146
Transportation	23,486
	174,879
BC mining tax credit	(9,809)
Write-down of exploration and evaluation asset	(324,070)
	(333,879)
Balance, May 31, 2015	**-**

On October 30, 2010 and further amended on August 11, 2011, the Company entered into an agreement with Richard Billingsley and Dwayne Kress ("Optionors") to acquire a 100% undivided interest in twelve (12) mineral claims situated north of Pemberton, British Columbia (the "Property"). The Property consisted of 12 tenures totaling approximately 4,121 hectares located within the Lillooet Mining Division, 8.5 km northeast of Pemberton, B.C.

This acquisition was subject to a 2% Net Smelter Return Royalty ("NSR") for a period of five years commencing from the date upon which the Property is put into commercial production. The NSR could have been repurchased by the Company at $1,000,000 per percentage point.

On April 7, 2015, the Company terminated the Property option agreement. Accordingly, the Company wrote-down the Property to $nil.

Osage County, Oklahoma

In October 2013, the Company entered into a binding Letter of Intent (the "LOI") to acquire all of the right, title and interest of the assets owned and operated by Performance Energy Resources, LLC ("PERL") in and to approximately 75,710 gross acres of leased lands in Osage County, Oklahoma (the "Osage Property"). The purchase price of the Osage Property was US$108 million cash and included approximately 700 producing oil and gas wells, equipment, inventory, improvements, leases, permits, licenses, surface rights, easements, agreements and other assets and interests owned or leased by PERL in the exploration, development, operation, production and maintenance of the Osage Property.

In February 2014, the Company entered into an assignment agreement effective as of October 1, 2013 with a vendor (the "Vendor") whereby the Vendor would sell, assign and transfer to the Company its interest, rights, duties and obligations in the Hominy Creek Concession Area (the "Concession Area") under the Original Agreement dated February 15, 2012, between the Vendor and the Osage Tribe of Indians of Oklahoma ("Tribe"). On February 4, 2014, the Tribe consented to the assignment of the Original Agreement to the Company. The Original Agreement was amended to reflect new terms and considerations (the "Amended Agreement") as agreed upon by the Tribe and the Company. The Amended Agreement will terminate on December 31, 2015, unless earlier terminated.

In July 2014, the Company defaulted on making a second lease cash payment pursuant to the Amended Agreement in the amount of US$1,583,750 and as such, the agreement was terminated. Therefore, the Company wrote-off related exploration and evaluation asset costs of $876,310 at May 31, 2014.

LIQUIDITY, FINANCIAL POSITION AND CAPITAL RESOURCES

The Company does not generate cash from operations and is dependent on raising capital from equity markets to pursue new projects or business opportunities.

The Company's liquidity and capital resources are as follows:

	May 31, 2015	May 31, 2014
	$	$
Cash	101,874	264,929
Receivables	2,874	11,929
Prepaid expenses	8,918	6,224
Total current assets	113,666	283,082
Trade payables and accrued liabilities	525,843	417,213
Due to related parties	93,190	68,250
Working capital deficit	(505,367)	(202,381)

The Company's operations consist primarily of the identification, evaluation and acquisition of mineral properties and the subsequent exploration and operation thereof including actively seeking joint venture partners to assist with exploration funding. The Company's financial success will be dependent on the extent to which it can discover new mineral deposits.

As at May 31, 2015, the Company had a cash position of $101,874 (2014 - $264,929) consisting of net proceeds from the private placement which closed in the third quarter of the 2014 fiscal year. As at May 31, 2015, the Company had a working capital deficit of $505,367 (2014 –$202,381).

The Company's continuation as a going concern is dependent upon its ability to attain profitable operations and generate funds there from, find another financeable project, and/or raise equity capital or borrowings sufficient to meet current and future obligations. The Company has been successful in the past in raising funds for operations by issuing shares but there is no assurance that it will be able to continue to do so in the future, which raise significant doubts about the Company's ability to continue as a going concern. See "Risks and Uncertainties".

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

COMMITMENT

In June 2013, the Company signed a consulting agreement with Richard Barth, an officer and director of the Company to provide management consulting services to the Company for an indefinite term effective April 23, 2013. The agreement requires total payment of $10,833 per month. Included in the agreement is a provision for a two year payout in the event of termination without cause and three year payout in the event of a change of control.

In March 2015, the Company and this officer and director mutually agreed to suspend all further consulting fees as part of cost cutting initiatives.

RELATED PARTY TRANSACTIONS

A break-down of the Company's due to related parties is as follows:

	May 31, 2015 $	May 31, 2014 $
Richard Barth, President, CEO and director	27,034	3,250
A company controlled by Michael Waldkirch, CFO and director	66,156	65,000
Total	**93,190**	**68,250**

The Company entered into the following transactions with related parties:

	For the year ended May 31,	
	2015 $	2014 $
Professional fees (accrued) – A company controlled by Michael Waldkirch, CFO and director	-	65,000
Management fees – A company controlled by Michael Waldkirch, CFO and director	42,841	72,000
Management fees – Richard Barth, president, CEO and director	97,395	130,586
Total	**140,236**	**267,586**

A break-down of the Company's share-based compensation to related parties is as follows:

	For the year ended May 31,	
	2015 $	2014 $
Richard Barth, CEO and director	-	40,966
Michael Waldkirch, CFO and director	-	33,990
Mark Vanry, director	-	8,945
Craig Taylor, director	-	10,571
Thomas Clarke, former director	-	4,309
Total	**-**	**98,781**

During the year ended May 31, 2014, an advance of $5,486 owing to Patrick Morris, a former director and officer of the Company was forgiven. The Company recorded a gain of $5,486 on advances forgiven.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the consolidated financial statements requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities, as well as the reported revenues and expenses during the reporting period. Based on historical experience and current conditions, management makes assumptions that are believed to be reasonable under the circumstances. These estimates and assumptions form the basis for judgments about the carrying value of assets and liabilities and reported amounts for revenues and expenses. Different assumptions would result in different estimates, and actual results may differ from results based on these estimates. These estimates and assumptions are also affected by management's application of accounting policies. Critical accounting estimates are those that affect the audited consolidated financial statements materially and involve a significant level of judgment by management.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include the recoverability of exploration and evaluation assets, valuation of share-based compensation, and recognition of deferred tax amounts.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the Financial Statements are as follows:

Determination of functional currency

The Company determines the functional currency through an analysis of several indicators such as expenses and cash flow, financing activities, retention of operating cash flows, and frequency of transactions with the reporting entity.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in material adjustments are as follows:

Valuation of share-based compensation

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectation of future taxable income, applicable tax opportunities, expect timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

FINANCIAL INSTRUMENTS

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

a) Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
b) Level 2 – Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
c) Level 3 – Input for assets or liabilities that are not based on observable market data.

The Company's financial instruments consist of cash, receivables, trade payables and accrued liabilities, and due to related parties. The fair value of these financial instruments, other than cash, approximates their carrying values due to the short-term nature of these instruments. Cash is measured at fair value using level 1 inputs.

The Company is exposed to a variety of financial risks by virtue of its activities including credit, interest rate, liquidity and commodity price risk.

a) Credit risk

   Credit risk is risk of financial loss to the Company if counterparty to a financial instrument fails to meet its contractual obligations. The Company's cash is held in large Canadian financial institutions and is not exposed to significant credit risk.

b) Interest rate risk

   Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to limited interest rate risk as it only holds cash and does not have any interest bearing debt.

c) Liquidity risk

   Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company is currently exposed to liquidity risk as it does not have sufficient cash to offset current liabilities. The Company intends to manage its liquidity risk by forecasting cash flows from operations and anticipating future investing and financing activities (which may include acquiring financing through the equity markets). Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

d) Foreign currency risk

Foreign currency risk is the risk that the future cash flows or fair value of the Company's financial instruments that are denominated in a currency that is not the Company's functional currency will fluctuate due to the change in foreign exchange rate.

The Company is exposed to currency risk by incurring certain expenditures in currencies other than the Canadian dollar. As such, it is subject to risk due to fluctuations in the exchange rates for the Canadian and United States dollar. At May 31, 2015, the Company has trade payables and accrued liabilities in US dollars of $336,053. Each 1% change in the Canadian dollar versus the US dollar would result in a gain/loss of approximately $3,361.

RISKS AND UNCERTAINTIES

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

Lack of Cash Flow and Requirements for New Capital

The Company's current operations do not generate any positive cash flow. The Company has limited financial resources. There can be no assurance that additional funding will be available to allow the Company to fulfill such obligations.

No Operating History

The Company has no history of earnings or paid any cash dividends, and it is unlikely to produce earnings or pay dividends in the immediate or foreseeable future.

Competition

The Company competes with numerous other individuals and companies possessing greater financial resources and technical facilities in the search for and acquisition of attractive mineral properties.

Management: Dependence on Key Personnel

The Company is dependent on a relatively small number of key personnel the loss of any one of whom could have an adverse effect on the Company. In addition, while certain of the Company's officers and directors have experience in the exploration and operation of mineral producing properties; the Company will remain highly dependent upon contractors and third parties in the performance of its exploration and development activities. There can be no guarantee that such contractors and third parties will be available to carry out such activities on behalf of the Company or be available upon commercially acceptable terms. Certain directors and officers of the Company are associated with other natural resource exploration companies and may from time to time be in a conflict of interest.

Litigation

The nature of the Company's business subjects it to regulatory investigations, claims and lawsuits in the ordinary course of business. There is no assurance that the foregoing matters or any other investigations, claims and lawsuits, will not have an adverse effect on the Company.

CHANGES IN ACCOUNTING POLICIES

There were no changes to the Company's accounting policies during the year ended May 31, 2015.

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning after January 1, 2015, or later periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

The following standards and interpretations have been issued but are not yet effective:

IFRS 9 – Financial Instruments: Classification and Measurement applies to classification and measurement of financial assets and liabilities as defined in IAS 39. It is tentatively effective for annual periods beginning on or after January 1, 2018 with early adopted permitted. The Company does not expect any effect on the Company's consolidated financial statements.

OUTLOOK

The Company's primary focus for the foreseeable future will be on reviewing its financial position, seeking new business opportunities and/or financing new business ventures in the mineral resource industry.

DISCLOSURE OF DATA FORM OUTSTANDING COMMON SHARES, OPTIONS AND WARRANTS

Common Shares

Below is a summary of the number of shares, options, and warrants outstanding.

	As at May 31, 2015	As at September 25, 2015
Common shares	20,468,337	20,468,337
Stock options	1,529,500	1,352,500
Warrants	5,275,000	5,275,000

Stock Options

The Company has issued incentive options to certain directors, employees, officers, and consultants of the Company. As of the date of this report, there are four tranches of stock options as shown below:

Number of Options	Exercise price	Expiry date
	$	
162,000	0.15	May 10, 2017
447,500	0.11	April 4, 2018
224,000	0.155	May 29, 2018
519,000	0.20	January 6, 2019

Warrants

As at the date of this report, the Company has three tranches of warrants outstanding as shown below:

Number of Warrants	Exercise price	Expiry date
	$	
3,000,000	0.15	December 30, 2015
1,700,000	0.15	May 2, 2016
575,000	0.15	June 24, 2016

ADDITIONAL INFORMATION

Additional information related to the Company is available for view on SEDAR at www.sedar.com including, but not limited to:

- the Company's audited annual consolidated financial statements for the year ended May 31, 2015.

Current directors and officers of the Company are as follows:

- Richard Barth, President, CEO and Director
- Michael Waldkirch, CFO and Director
- Craig Taylor, Director
- Mark Vanry, Director

The MD&A has been approved by the Board effective September 25, 2015.

Clear Mountain Resources Corp.

67 East 5th Avenue
Vancouver, B.C.
V5T 1G7
Canada

Phone: 604-273-6955
Fax: 604-273-1497