FOUR RIVER VENTURES LTD.
(formerly Auracle Resources Ltd.)

Management's Discussion and Analysis

Six Months Ended July 31, 2015

This Management's Discussion and Analysis ("MD&A") for Four River Ventures Ltd. (formerly Auracle Resources Ltd.) ("Four River" or the "Company") provides analysis of the Company's financial results for the six months ended July 31, 2015 and should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements for the six months ended July 31, 2015 and the related notes thereto, prepared in accordance with International Accounting Standard No.34, Interim Financial Reporting. This MD&A should also be read in conjunction with the Company's audited consolidated financial statements for the year ended January 31, 2015 and the related notes thereto. All amounts are expressed in Canadian dollars, unless otherwise stated. All documents previously mentioned are available on SEDAR at www.sedar.com. This discussion is based on information available as at September 29, 2015.

Management is responsible for the preparation and integrity of the Company's financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including that within the Company's financial statements and MD&A, is complete and reliable.

This MD&A contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. Additional information on the Company is available for viewing on SEDAR at www.sedar.com.

Description of Business

The Company was incorporated under the *Company Act* of British Columbia on February 2, 2007.

The Company is a public issuer reporting to the British Columbia and Alberta Securities Commissions and listed its shares on the TSX Venture Exchange (the "Exchange") in Canada on July 29, 2011 where it traded under the symbol AAL. On June 16, 2015, the Company changed its name to Four River Ventures Ltd. The Company no longer meets the minimum listing requirements for the Exchange and is now trading under the symbol FFC.H on the NEX of the Exchange.

The Company is continuing to examine and evaluate other prospects in the United States and Canada with the intent of identifying precious metal prospects suitable for advanced exploration and development.

OVERVIEW

Share Consolidation

On June 16, 2015, the Company completed a 20-old for 1-new share consolidation and name change to Four River Ventures Ltd. All common shares, warrants, options, loss per share and weighted average number of shares outstanding have been retroactively restated for this share consolidation.

Results of Operations

Three months ended July 31, 2015

The Company recorded a loss of $11,505 (2014 - $32,000) for the three months ended July 31, 2015. Some significant items that affected the change in loss are as follows:

Management fees of $Nil (2014 - $18,000) decreased as the Company, commencing February 1, 2015, is no longer accruing monthly management fees to a director of the Company.

Transfer agent and filings fees of $9,299 (2014 - $4,401) increased as a result of the Company name change and share consolidation.

Recovery of GST receivable previously written off of $6,055 (2014 - $Nil), as the Government of Canada ruled in favor of previous GST credits the Company should have received.

Six months ended July 31, 2015

The Company recorded a loss of $24,306 (2014 - $80,841) for the six months ended July 31, 2015. Some significant items that affected the change in loss are as follows:

The write-off of exploration and evaluation assets of $Nil (2014 - $16,632) related to the Company writing off additional costs relating to the Mexican Hat property.

Recovery of GST receivable previously written off of $21,055 (2014 - $Nil), as the Government of Canada ruled in favor of previous GST credits the Company should have received.

Management fees of $Nil (2014 - $36,000) decreased as the Company, commencing February 1, 2015, is no longer accruing monthly management fees to a director of the Company.

Professional fees of $20,349 (2014 - $13,260) increased mainly due to legal fees regarding corporate restructuring incurred during the six months ended July 31, 2015.

Transfer agent and filings fees of $23,339 (2014 - $11,929) increased as a result of the Company name change and share consolidation.

Quarterly Information

	Three Months Ended July 31, 2015	Three Months Ended April 30, 2015	Three Months Ended January 31, 2015	Three Months Ended October 31, 2014
Total assets	$ 7,996	$ 24,257	$ 8,177	$ 11,503
Exploration and evaluation asset	-	-	-	-
Working capital deficiency	(667,406)	(655,901)	(643,100)	(606,056)
Loss for the period	(11,505)	(12,801)	(42,544)	(24,696)

	Three Months Ended July 31, 2014	Three Months Ended April 30, 2014	Three Months Ended January 31, 2014	Three Months Ended October 31, 2013
Total assets	$ 12,792	$ 17,676	$ 23,227	$ 2,971,291
Exploration and evaluation asset	-	-	-	2,831,492
Working capital deficiency	(581,360)	(549,360)	(500,519)	(343,805)
Loss for the period	(32,000)	(48,841)	(3,041,843)	(26,393)

Fiscal 2016

During the second quarter of fiscal 2016, the Company incurred a loss of $11,505 which was similar to the loss incurred during the first quarter of fiscal 2016. During this quarter, the Company recorded a $6,055 recovery of GST receivable previously written off, changed its name, and completed a 20-old for 1-new share consolidation.

During the first quarter of fiscal 2016, the Company incurred a loss of $12,801, which was a decrease from a loss of $42,544 incurred during the previous quarter. The main reason for the change in loss was due to the Company's audit accrual in the previous quarter and the cessation of the accrual of management fees.

Fiscal 2015

During the fourth quarter of fiscal 2015, the Company incurred a loss of $42,544, which was an increase from a loss of $24,696 incurred during the previous quarter. The reason for the change in loss was due to the Company accruing for its annual audit cost.

During the third quarter of fiscal 2015, the Company incurred a loss of $24,696, which was a decrease from a loss of $32,000 incurred during the previous quarter. The reason for the change in loss was due to a decrease in overall general operating expenditures.

During the second quarter of fiscal 2015, the Company incurred a loss of $32,000, which was a decrease from a loss of $48,841 incurred during the previous quarter. The main reason for the decrease in the loss was the write-off of additional costs incurred on the Company's exploration and evaluation asset of $16,632 during the previous quarter, with no such transaction taking place during the current quarter.

During the first quarter of fiscal 2015, the Company incurred a loss of $48,841, which was a decrease from a loss of $3,041,843 incurred during the previous quarter. The main reasons for the decrease in the loss was the write-off of the Company's exploration and evaluation asset of $2,884,756 during the fourth quarter of fiscal 2014 (compared to $16,632 in the current quarter), as well as the write-off of GST receivable of $81,647 and a decrease in professional fees due the Company's annual audit fee accrual being recorded during the prior quarter.

Fiscal 2014

During the fourth quarter of fiscal 2014, the Company incurred a loss of $3,041,843, which was an increase from a loss of $26,393 incurred during the previous quarter. The main reasons for the increase in the loss was the write-off of the Company's exploration and evaluation asset of $2,884,756, the write-off of GST receivable of $81,647, and an increase in professional fees due to the Company accruing for its annual audit.

During the third quarter of fiscal 2014, the Company incurred a loss of $26,393, which was consistent with the loss of $37,999 incurred during the previous quarter.

Liquidity and Capital Resources

The Company commenced fiscal 2016 with a working capital deficiency of $643,100 and cash of $4,712. As at July 31, 2015, the Company's working capital deficiency was $667,406 and its cash position was $5,696. The Company used cash of $33,464 for operating activities and received $34,448 pursuant to a shareholder loan payable.

As at September 29, 2015, the Company does not have sufficient capital to fund its ongoing administrative costs for the next twelve months and is currently seeking additional financing.

The Company does not anticipate generating revenues in the near future and intends to seek other business opportunities. Any future activities will need to be funded through additional equity financings or loans.

Related party transactions

During the six months ended July 31, 2015, the Company entered into the following transactions with related parties:

a) Paid or accrued $Nil (2014 - $36,000) for management fees to Domus Capital Inc., a company controlled by a director of the Company; and
b) Paid or accrued $15,000 (2014 - $9,750) for professional fees to iO Corporate Services Ltd., a company associated with the Chief Financial Officer of the Company.

At July 31, 2015, recorded in trade and other payables is $355,930 (January 31, 2015 – $355,813) due to directors and shareholders of the Company. These amounts owing are non-interest bearing, unsecured and do not have a fixed term of repayment.

During the six months ended July 31, 2015, the Company received $34,448 pursuant to a shareholder loan agreement. The loan is non-interest bearing, and has no fixed terms of repayment.

During the year ended January 31, 2015, the Company received $20,000 pursuant to a related party loan agreement. The loan bears interest at 12% per annum and is to be repaid within five days from the completion of the Company's next private placement. As at July 31, 2015, the Company accrued interest expense of $2,605 (January 31, 2015 - $1,400) in conjunction with this loan.

Key management personnel compensation (including senior officers and directors of the Company):

	July 31, 2015	July 31, 2014
Short-term benefits	$ 15,000	$ 45,750

Off Balance Sheet Arrangements

The Company has no off-Balance Sheet arrangements as of the date of this MD&A.

Contingencies

The Company has no contingencies as of the date of this MD&A.

Investor Relations

The Company has not entered into any investor relations agreements as of the date of this MD&A.

Proposed Transactions

The Company has not entered into any proposed transactions as of the date of this MD&A.

Financial Risk and Capital Management

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The carrying value of cash, receivables and trade and other payables approximate their fair value because of the short-term nature of these instruments.

The following is an analysis of the Company's financial instruments measured at fair value:

	As at July 31, 2015		
	Level 1	**Level 2**	**Level 3**
Cash	$ 5,696	$ -	$ -

	As at January 31, 2015		
	Level 1	**Level 2**	**Level 3**
Cash	$ 4,712	$ -	$ -

Financial risk factors

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and receivables. The Company's primary exposure to credit risk is on its cash and cash equivalents held in bank accounts. The majority of cash is deposited in bank accounts held with one major bank in Canada. There is a concentration of credit risk, which is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies. Management believes that the credit risk concentration with respect to financial instruments included in receivables is remote because instruments are due primarily from government agencies and cash and cash equivalents is held with reputable Canadian financial institutions.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at July 31, 2015, the Company had a cash balance of $5,696 (January 31, 2015 - $4,712) to settle current liabilities of $675,402 (January 31, 2015 - $651,277). To maintain liquidity, the Company is continually investigating financing opportunities (see Private Placement section above). There can be no assurance these efforts will be successful in the future. All of the Company's financial liabilities are subject to normal trade terms. Liquidity risk is assessed as high.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

a) 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 not exposed to interest rate risk on its cash balances as these instruments roll over daily.

b) Foreign currency risk

The Company is not currently exposed to significant foreign currency risk as most transactions are denominated in Canadian dollars.

Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and development of its exploration and evaluation assets, acquire additional mineral property interests and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes the components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management from January 31, 2015.

Risks and Uncertainties

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, the Company’s property has no known commercial ore deposit. The main operating risks include: securing adequate funding to maintain and advance exploration properties; ensuring ownership of and access to mineral properties by confirmation that claims and leases are in good standing and obtaining permits for drilling and other exploration activities. The market prices for gold and other metals can be volatile and there is no assurance that a profitable market will exist for a production decision to be made or for the ultimate sale of the metals even if commercial quantities of precious and other metals are discovered.

Outstanding Share Data

As at September 29, 2015, there were 1,997,900 common shares issued and outstanding. In addition, there were 359,140 warrants outstanding, which expire on September 4, 2017 with an exercise price of $4.00 per share and 77,500 stock options outstanding with an exercise price of $7.00 per share, expiring August 30, 2016.

Forward-Looking Statements

This MD&A contains certain forward-looking statements relating, but not limited to, the Company’s operations, anticipated financial performance, business prospects and strategies. Forward-looking information typically contains statements with words such as "may", "will", "should", "expects", "projects", "plans", "anticipates" or similar expressions suggesting future outcomes.

Four River does not have a history of earnings. These statements represent management’s expectations or beliefs concerning, among other things, future performance and financial results and various components thereof. Readers are cautioned not to place undue reliance on forward-looking information because it is possible that predictions, forecasts, projections and other forms of forward-looking assumptions will not be achieved by the Corporation. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, including but not limited to: changes in business strategies; general economic and business conditions; the effects of competition; changes in laws and regulations, including environmental and regulatory laws; and various events that could disrupt operations. Actual performance and financial results in future periods may differ materially from any projections of future performance or results expressed or implied by forward-looking statements.

Four River undertakes no obligation to update publicly or otherwise revise any forward-looking information, whether as a result of new information, future events or otherwise, or the foregoing list of factors affecting such information.