MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED MARCH 31, 2016

AND THE SUBSEQUENT PERIOD ENDED MAY 30, 2016

A) GENERAL

This Management's Discussion and Analysis of Anfield Resources Inc. (the "Company", "Anfield" or "ARY") is dated May 30, 2016 and provides an analysis of Anfield's financial position and results of operations for the three month period ended March 31, 2016 and subsequent period ended May 30, 2016. The following information should be read in conjunction with the un-audited interim condensed consolidated financial statements and accompanying notes for the three month period ended March 31, 2016 to provide readers with a reasonable basis for assessing the financial performance of the Company. Readers are also advised to read the Company's audited financial statements for the year ended December 31, 2015 and related notes, which are available on SEDAR at www.sedar.com or at the Company's website: www.anfieldresources.com.

Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis are quoted in Canadian dollars.

Certain statements contained in this document constitute "forward-looking statements". When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", "forecast", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the Company's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Company does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments except as required by applicable Canadian Securities law.

B) CORPORATE PROFILE AND MISSION

Anfield Resources Inc. is a resource company engaged in mineral exploration and development in the United States. The Company is a reporting issuer in British Columbia, and Alberta, and its common shares trade on the TSX Venture Exchange under the symbol "ARY" and the Frankfurt Stock Exchange under the symbol "OAD".

The trend indicators for nuclear energy and the uranium sector are positive and point towards sustained increases in the uranium price -- as is now called for by many uranium analysts. Notably, as of May 1 2016, Japan has restarted 2 reactors and is in the process of gaining approvals to restart 24 more; India is creating a strategic uranium reserve; Russia is significantly expanding domestic nuclear projects and turn-key nuclear projects abroad; and China has 42 reactors under construction with an additional 136 proposed. The global nuclear industry is moving forward strongly with 65 reactors currently being built, another 173 planned to come online in the next 10 years and hundreds more further back in the pipeline. Moreover, nuclear power is increasingly being seen as essential in providing new baseload electricity and meeting greenhouse gas emission targets. These developments, combined with the deferment or abandonment of many uranium projects in the current low-price environment, indicate the likelihood of a uranium shortfall in the coming years with associated upward price movements.

Anfield feels it is well positioned to benefit from the uranium market's future prospects as it continues to advance its plans to create a vertically-integrated uranium entity.

C) ACTIVITY HIGHLIGHTS

March 11, 2016
The Company announced that it closed a private placement of 7,200,000 units at $0.05 for gross proceeds of $360,000. Each unit consists of one common share and one share purchase warrant exercisable at $0.10 for a two year term.

MINERAL PROPERTIES

Shootaring Canyon Uranium mill and related assets

The Company has acquired the Shootaring Canyon Mill and a portfolio of conventional uranium assets from Uranium One (the "Transaction"). In addition to the Shootaring Canyon Mill and the Velvet-Wood Project, the Transaction also includes a portfolio of uranium assets, two surface stockpiles, and a number of royalties on projects held by other publicly-traded companies, including Energy Fuels Inc. (TSX:EFR)(NYSE MKT:UUUU), Azarga Uranium Corp. (TSX: AZZ) and Western Uranium Corporation (CSE: WUC).

With the Transaction, the Company has now acquired one of only three licensed and permitted conventional uranium mills in existence in the United States, a significant uranium resource and a portfolio of royalties on development projects of other uranium companies. All the Company's uranium assets are located in the U.S., one of the world's lowest-risk and most favorable uranium jurisdictions, and host of the world's largest uranium requirements. The assets are synergistic and provide a strategic, stepped approach to production and revenue generation. The Company's acquisition has fortuitous timing as the carefully-selected U.S. projects are positioned to benefit from renewed U.S interest in clean nuclear energy and domestic uranium producers, and the strengthening global uranium market.

Shootaring Canyon Uranium Mill

The Shootaring Canyon Uranium Mill is one of only three licensed, permitted and constructed conventional uranium mills in existence in the U.S., with the other two held by BHP Billiton (Sweetwater) and Energy Fuels Inc. (White Mesa). Located approximately 48 miles (77 kilometers) south of Hanksville, Utah, the Shootaring Canyon Mill is a conventional acid-leach facility that is permitted to process up to 750 tonnes of ore per day, with a capacity to process up to 1,000 tonnes per day. The mill was built in 1980 and during its period of operation it processed and sold 27,825 pounds of U_3O_8. It ceased operation with the collapse of the uranium price in the early 1980s.

Velvet-Wood Project

The Velvet-Wood Project is one of the most advanced conventional uranium projects in the U.S. Between 1979 and 1984, approximately 400,000 tons of ore were mined from the Velvet Deposit at grades of 0.46% U_3O_8 and 0.64% VO_5 (recovering approximately 4 million pounds of U_3O_8 and 5 million pounds of V_2O_5).

Some underground infrastructure is already in place at the Velvet mine including a 3,500-foot long, 12' x 9' decline to the resource. The remaining mineral resources of the combined Velvet and Wood mines have been estimated to comprise 4.6 million pounds of U_3O_8 at a grade of 0.29% U_3O_8 (measured and indicated resource) and 552,000 pounds of U_3O_8 at a grade of 0.32% U_3O_8 (inferred resource).

Area/Classification	Tons	Average Grade % eU_3O_8	Pounds U_3O_8
Velvet Measured Mineral Resource	362,600	0.27	1,966,000
Velvet Indicated Mineral Resource	71,200	0.38	548,000
Wood Indicated Mineral Resource	377,000	0.28	2,113,000
TOTAL MEASURED AND INDICATED MINERAL RESOURCE	810,800	0.29	4,627,000
TOTAL INFERRED MINERAL RESOURCE	87,000	0.32	552,000

(**Source**: *Velvet-Wood Mine Uranium Project, San Juan County, Utah USA 43-101 Mineral Reserve and Resource Report*, **Author**: *BRS Inc.*; **Date**: *11/14/2014*)

Frank M Deposit

The Frank M deposit, located approximately 12 km north of the Shootaring Canyon Mill, has a historic indicated mineral resource estimate of 2.2 million pounds of U_3O_8 at a grade of 0.101% U_3O_8 .

Classification	Tons	Average Grade % U_3O_8	Pounds U_3O_8
Historic indicated	1,095,000	0.101	2,210,000

(**Source**: *Frank M Uranium Project, 43-101 Mineral Resource Report, Garfield County, Utah USA*; **Author**: *BRS, Inc.*; **Date**: *8/10/2008*).

The Company is not treating the Frank M historical estimate as current mineral resources or mineral reserves. A qualified person has not yet done sufficient work to classify the historical estimate as current mineral resources or mineral reserves.

This historical resource estimate was developed based on analysis of radiometric data from 838 historic holes and chemical assay from 17 historic core holes. The historical estimate also utilizes nine additional core holes that were drilled in 2007 to provide data verification and equilibrium evaluation. The grade thickness contour method was used to develop the resource estimates, evaluating grade thicknesses ranging from 0.10 to 1.00. The results disclosed in the table above are based on a grade thickness of 0.25.

The Frank M historical estimate was prepared by BRS, Inc., a well-known mineral exploration and mining consulting firm using the standards of CIM Indicated Mineral Resources. Thus, the Company considers the historical estimate to be reliable.

The Company intends to work with the same group to complete sufficient verification drilling at Frank M to bring the historical estimate to a current Indicated Mineral Resource.

Findlay Tank Breccia Pipe

Approximately 1.0 million pounds of historical mineral resource estimates are attributable to the Company's interest in the Findlay Tank breccia pipe. Importantly the grade of mineralization at this breccia pipe deposit is typically higher than the Utah deposits (in this case, 0.23% U_3O_8). (**Source**: *Findlay Tank SE Breccia Pipe Uranium Project, Mohave County, Arizona USA 43-01 Mineral Resource Report*; **Author**: *BRS, Inc*.; **Date**: *10/2/2008*).

Findlay Tank

Classification	Tons	Average Grade % U_3O_8	Pounds U_3O_8
Historic inferred	211,000	0.227	954,000

The above historical inferred mineral resource was obtained using a grade cutoff of 0.05% eU3O8, with a minimum grade thickness of 0.50. (**Source**: *Findlay Tank SE Breccia Pipe Uranium Project, Mohave County, Arizona USA 43-01 Mineral Resource Report*; **Author**: *BRS, Inc*.; **Date**: *10/2/2008*.)

The Company is not treating the historical estimate as current mineral resources or mineral reserves. A qualified person has not yet done sufficient work to classify the historical estimate as current mineral resources or mineral reserves.

The Findlay Tank historical estimates were prepared by SRK consulting and BRS, Inc. respectively, well-known mineral exploration and mining consulting firms using the standards of CIM Inferred Mineral Resources. Thus, the Company considers the historical estimate to be reliable.

The Company intends to work with the same groups to complete sufficient verification drilling to bring the historical estimate to a Current Mineral Resource.

Royalty Portfolio

The Transaction also contains a number of royalty arrangements on projects held by publicly-traded companies that have the potential to be an additional source of income for the Company. The royalty projects are not currently in production, and no royalty would be due to the Company until commencement of production. The royalty arrangements are summarized as follows:

-2% to 4% sliding scale production royalty on Azarga Uranium Corporation's Dewey Burdock project in Custer and Fall River Counties, South Dakota.
-2% net smelter returns royalty on Western Uranium Corporation's San Rafael project in Emery County, Utah.
-2% to 4% sliding scale gross value royalty on Energy Fuels Inc.'s Whirlwind project in Grand County, Utah.
-1% royalty on Energy Fuels Inc.'s Energy Queen project in San Juan County, Utah.

Surface Stockpiles

In addition to the approximately 48,000 acres (~19,425 hectares) of uranium properties included in the Transaction, the Company has also acquired two surface stockpiles. One of the stockpiles is located at the Shootaring Canyon Mill, with a historical estimate of 250,000 pounds of U_3O_8 at an average grade of 0.13% U_3O_8. (Source: Definitive Cost Estimate for the Restart of Shootaring Canyon Mill, Ticaboo, Utah, Lyntek Inc., 7/28/2008.) The other surface stockpile is located in the Lisbon Valley, having a historical mineral resource estimate of approximately 165,000 pounds of U_3O_8 at an average grade of 0.09% U_3O_8. (Source: Technical Report on the Lisbon Valley Uranium Properties Utah, Roscoe Postle Associates Inc., 9/12/2005.)

These surface stockpiles are significant, in that they represent potential mill feed sources with no mining costs and very low removal costs.

The Company is not treating the historical estimates of the surface stockpiles as current mineral resources or mineral reserves. A qualified person has not yet done sufficient work to classify the historical estimate as current mineral resources or mineral reserves.

The Company cannot guarantee the reliability of these historical estimates, as the parameters, assumptions and methods used to estimate the historical resource are not known.

The Company intends to conduct a sampling program and survey, in accordance with CIM standards and terminology, to determine the grade and tonnage of material present in the stockpiles, and to upgrade the historical estimates to a current resource.

Consideration for Acquired Assets at Closing

As part of the consideration paid for the acquired assets at Closing, the Company has issued 7,436,505 shares of the Company to US Energy (NYSE MKT:USEG) and 4,022,996 shares of the Company to Uranium One. This results in US Energy and Uranium One holding current ownership positions in the Company of 15.5% and 8.4%, respectively.

Utah and Arizona Uranium Projects

The Company completed three separate uranium acquisitions in the uraniferous Colorado Plateau Region of the southwestern United States between the winter of 2013 and the summer of 2014. It acquired 26 groups totaling 133 unpatented lode claims in San Juan County, Utah and Mojave County, Arizona from MAG Exploration Services Inc. in late October 2013, a further 32 groups totaling 130 unpatented lode claims in San Juan and Garfield Counties, Utah from Yellow Rock Resources Inc. in late January 2014 and, finally, 239 mineral claims in Colorado from Alamosa Mining Corp. (AMC). The Company subsequently staked an additional 51 unpatented lode claims in the Counties of Grand, Emery, and San Juan, Utah in late February 2014 proximal to and/or adjoining some of the earlier groups. Finally, Anfield expanded its holdings to 55 claims from eight claims at the Firefly Mine Complex in the La Sal District of the Paradox Area of San Juan County, Utah.

During the year ended December 31, 2015, the Company allowed certain claims in the MAG Project, Yellow Rock Project and Alamosa Mining Project to lapse, resulting in an impairment charge of $1,059,145.

Binghampton Copper Queen Project

During the year ended December 31, 2015, the Company allowed all claims to lapse, resulting in an impairment of $1,060,934 recorded in the consoidated statements of comprehensive loss.

North Star Project

During the year ended December 31, 2015 and the subsequent period to May 30, 2016 the North Star Property was on a care and maintenance mode.

During the year ended December 31, 2015, the Company allowed certain claims to lapse, resulting in an impairment charge of $237,925 recorded in the consolidated statements of comprehensive loss.

R. Tim Henneberry, P. Geo. is the Qualified Person as defined in National Instrument 43-101, who has reviewed and approved the content of this MDA.
Results of Operations

SUMMARY OF EXPLORATION ACTIVITIES

Exploration expenditures for the three months ended March 31, 2016 are detailed as follows:

	Three Months Ended	
	March 31, 2016	March 31, 2015
Consulting	**$ 31,259**	$ 34,838
Geology and geophysics	**-**	-
License and filing	**132,679**	-
Sundry Field	**1,090**	-
Total for the period	**$ 165,025**	$ 34,838

D) SELECTED FINANCIAL INFORMATION

Operational results reflect overhead costs incurred for mineral property acquisitions and associated exploration expenses as well as other regulatory expenses incurred by the Company.

General and administrative costs can be expected to fluctuate relationally with acquisitions, exploration and operations.

Selected Annual Information

The table overleaf includes highlights of financial data on the Company for the most recently completed three financial years:

	2015 $'s	**2014 $'s**	**2013 $'s**
(Loss)/income for the year	**(4,178,798)**	**(3,430,779)**	**(1,838,568)**
(Loss)/income per common share from operations, basic and diluted	**(0.14)**	**(0.19)**	**(0.33)**
Weighted Average number of common shares	**29,259,066**	**18,210,798**	**5,651,940**
Balance Sheet Data			
Working Capital/(Deficiency)	**(2,839,375)**	**(1,728,783)**	**(1,130,795)**
Total assets	**18,992,534**	**3,390,087**	**1,879,229**

Data has been prepared in accordance with International Financial Reporting Standards.

SUMMARY OF QUARTERLY RESULTS

	March 31, 2016
Revenues	-
Net Loss for period	551,830
Loss per share, basic and diluted	0.01
Working Capital	(2,800,194)

	December 31, 2015	September 30, 2015	June 30, 2015	March 31, 2015
Revenues	-	-	-	-
Net Loss for period	2,625,378	821,700	282,953	448,767
Loss per share, basic and diluted	0.06	0.03	0.01	0.02
Working Capital	(2,839,375)	(1,504,061)	(1,809,256)	(1,545,950)

	December 31, 2014	September 30, 2014	June 30, 2014
Revenues from discontinued Aura mine production	-	-	25,596
Cost of discontinued production	(44,178)	-	51,946
Discontinued gross operating profit/(loss)	44,178	-	(26,350)
Net Loss for period	1,149,973	839,171	444,377
Loss per share, basic and diluted	0.06	0.04	0.02
Working Capital	(1,728,783)	(961,201)	(597,321)

E) ANALYSIS OF OPERATIONS

Net Income (loss)

Comparison between three months ended March 31, 2016 and 2015

Period over period expenses exclusive of amortization and stock based compensation, were as follows:

	2016	2015
Amortization	**$ 1,757,**	$ 1,275
Exploration and evaluation expenditure	**166,025**	34,838
General and administrative	**146,140**	314,154
Investor relations	**3,000**	45,268
Loss on foreign exchange	**(24,734)**	32,883
Share based payments	**-**	20,349
Total Expenses	**$ 291,188**	$ 448,767

Significant changes in expenses, period over period, are reviewed as follow:

Exploration and evaluation expenditures increased by $131,187 as a result of increased activity and expenditure necessary to maintain the Company's rights to its new property interests.

General and administrative expenses decreased by $168,014 as a result of a reduction in both staffing and marketing spend.

Investor relations decreased by $42,268 as the Company focused its attention on developing its assets.

F) LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2016, the Company had a working capital deficit of $2,800,194 as compared to a deficit of $2,839,375 at December 31, 2015. There are insufficient funds to meet all property commitments as they now stand. The Company's continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These factors indicate the existence of a material uncertainty that casts significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with loans from directors and companies controlled by directors and or private placement of common shares or the issuance of debt, to meet future commitments or may seek extensions to the exploration schedule; however, there are no guarantees that the Company can do so in the future.

G) OFF BALANCE SHEET ARRANGEMENTS

There are no off balance sheet arrangements.

H) TRANSACTIONS WITH RELATED PARTIES

RELATED PARTY BALANCES

As at March 31, 2016, an amount of $633,629 (2015 – $657,090) was owed to related parties. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

RELATED PARTY TRANSACTIONS

The Company incurred the following transactions with companies that are controlled or managed by directors of the Company:

	For the three months ended	
	March 31, 2016	**March 31, 2015**
Exploration and evaluation expenditures	$ 14,011	$ -
Consulting fees (i)	16,095	11,111
Management fees (i)	32,708	96,841
Administration fees (i)	30,000	-
	$ 92,814	**$ 107,592**

I) CONTROLS AND PROCEDURES

The management of the Company is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's financial statements for the three month period ended March 31, 2016 and for the year ended December 31, 2015.

The management of the Company has filed the Venture Issuer Basic Certificate with the Annual Filings on SEDAR at www.sedar.com. In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification 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. 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.

J) AUTHORIZED SHARE CAPITAL

Unlimited share capital with no par value.

As at May 30, 2016, the Company had the following common shares, stock options and warrants outstanding:

	Number	Exercise Price	Expiry Date
Common shares	47,836,323	N/A	N/A
Stock options (vested and unvested)	3,778,400	$0.20 to $0.50	April 8, 2017 to September 3, 2020
Warrants	12,700,000	$0.10 to $0.15	August 25, 2017 to March 15, 2018
Fully diluted shares outstanding	**63,314,723**	**N/A**	

K) OFF-BALANCE SHEET ARRANGEMENTS

As at the date of this report, the Company had no off-balance sheet arrangements.

L) COMMITMENTS AND CONTINGENCIES

COMMITMENTS

As at the date of this report, the Company had no commitments other than those mentioned in the Annual financial statements, and described under note 6 evaluation and exploration assets.

CONTINGENCIES

The Company's exploration activities are subject to various federal, provincial and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

M) CRITICAL ACCOUNTING ESTIMATES

The Company does not make any critical accounting estimates other than the carrying value of deferred exploration expenditures, and the valuation of warrants, decommissioning and restoration costs, deferred future tax assets and liabilities, and stock-based compensation.

Evaluation and exploration assets

Evaluation and exploration assets include acquired mineral rights for mineral properties held by the Company. The amount of consideration paid (in cash or share value) for mineral rights is capitalized. The amounts shown for evaluation and exploration assets represent costs of acquisition, other than transaction costs, incurred to date (excluding transaction costs), less recoveries, and do not necessarily reflect present or future values. These costs will be amortized against revenue from future production or written off if the evaluation and exploration assets are abandoned or sold. Included in the cost of evaluation and exploration assets is the cost of the estimated decommissioning liability. The Company has classified evaluation and exploration assets as intangible in nature. Depletion of costs capitalized on projects put into commercial production will be recorded using the unit-of-production method based upon estimated proven and probable reserves.

Ownership in evaluation and exploration assets involves certain inherent risks, including geological, metal prices, operating costs, and permitting risks. Many of these risks are outside the Company's control. The ultimate recoverability of the amounts capitalized for the evaluation and exploration assets is dependent upon the delineation of economically recoverable ore reserves, obtaining the necessary financing to complete their development, obtaining the necessary permits to operate a mine, and realizing profitable production or proceeds from the disposition thereof. Management's estimates of recoverability of the Company's investment in its evaluation and exploration assets have been based on current and expected conditions. However, it is possible that changes could occur which could adversely affect management's estimates and may result in future write downs of evaluation and exploration assets carrying values.

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures ("E&E") are recognized and capitalized, in addition to the acquisition costs.

These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the statement of comprehensive loss.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as 'mines under construction'. Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

Mineral exploration and evaluation expenditures are classified as intangible assets.

N) RISKS AND UNCERTAINTIES

The Company is in the business of acquiring, exploring and developing gold and base metal properties. It is exposed to a number of risks and uncertainties that are common to other mineral exploration companies in the same business. The industry is capital intensive at all stages and is subjected to variations in commodity prices, market sentiment, exchange rates for currency, inflations and other risks. The Company currently has no source of revenue other than interest income. The Company will rely mainly on debt and/or equity financing to fund exploration activities on its mineral properties.

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties below are not inclusive of all the risks and uncertainties the Company may be subject to and other risks may apply.

1. Financial risks

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, deposits and accounts payable and accrued liabilities. The carrying values of cash and cash equivalents, amounts receivable, deposits, and accounts payable and accrued liabilities approximate their fair values due to the relatively short period to maturity of those financial instruments.

The Company is exposed to credit risk with respect to its cash and cash equivalents. Cash and cash equivalents have been placed on deposit with a major Canadian, financial institutions. Credit risk arises from the non-performance of counterparties of contractual financial obligations. The Company manages credit risk, in respect of cash and cash equivalents, by purchasing term deposits held at a major Canadian financial institution.

The Company's cash and cash equivalents include term deposits. The Company is not exposed to significant interest rate risk due to the short-term maturity of these monetary assets given fluctuations in market rates do not have a significant impact on estimated fair values at March 31, 2016. Future cash flows from interest on cash and cash equivalents will be affected by interest rate fluctuations. The Company manages interest rate risk by investing in highly liquid investments with maturities of three months or less.

Foreign exchange risk is the risk arising from changes in foreign currency fluctuations. The Company does not use any derivative instruments to reduce its exposure to fluctuations in foreign currency rates.

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or currency risk. The Company is not exposed to significant other price risk.

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due. The Company's expected source of cash flow in the upcoming year will be through debt and/or equity financings. As at March 31, 2016 the Company had a working capital deficit of $2,800,194 (2015 - $2,839,375). At March 31, 2016, the Company had accounts payable and accrued liabilities of $1,112,127 (2015 - $1,021,560).

2. Going Concern

The Company's capability to continue as a going concern is dependent upon its ability to obtain additional debt or equity financing to meet its obligations as they come due. If the Company were unable to continue as a going concern, then significant adjustments would be required to the carrying value of assets and liabilities, and to the balance sheet classifications currently used. The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to other companies in the same business, including under-capitalization, cash shortages, and limitations with respect to personnel, financial and other resources and the lack of revenues.

The Company plans to obtain financing in the future primarily through further equity or debt financing, as well as through joint venturing and/or optioning out the Company's properties to qualified mineral exploration companies. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operation and eventually to forfeit or sell its interest in its mineral properties.

Management has initiated a strict cost control program to effectively control expenditures. As a result of these cost control measures, it is expected that the current cash position will be sufficient to fund the Company's needs for the 2016 fiscal year. Management will review several funding options including debt and/or equity financing and seeking joint venture partners to further its mineral property interests at the appropriate time. While the Company has been successful in raising funds in the past, there are no assurances that additional funding and/or suitable joint venture agreements will be obtained.

3. Exploration and Mining Risks

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At present, the Company's properties have no known body of commercial ore. Unusual or unexpected formations, formation pressures, fires, power outages, labor disruptions, flooding, explorations, cave-ins, landslides and the inability to obtain suitable adequate machinery, equipment or labor are other risks involved in the operation of mines and the conduct of exploration programs. The Company has relied on and may continue to rely upon consultants and others for exploration and development expertise. Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineral deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing uranium, gold, copper and other mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The Company has no producing mines at this time. All of the properties in which the Company may earn an interest are at the exploration stage only. Most exploration projects do not result in the discovery of commercially mineable deposits of ore. The transfer application is the first step in the process of restarting the Shootaring Mill.

4. Development Risks

The marketability of any minerals which may be acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection.

5. Loss of Interest in and Value of Properties

The Company's ability to maintain its interests in its mineral properties and to fund ongoing exploration costs will be entirely dependent on its ability to raise additional funds. If the Company is unable to raise such funds it may suffer dilution or loss of its interest in its mineral properties. The amounts attributed to the Company's interests in mineral properties in its financial statements represent acquisition and exploration costs, and should not be taken to reflect realizable value.

6. Financing Risks

The Company has no history of earnings and no source of operating cash flow and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists. While the Company may generate additional working capital through debt and/or equity offerings or through the sale or possible syndication of its property, there is no assurance that any such funds will be available. If available, future financings may result in substantial dilution to purchasers under the Offering.

7. Metal Prices

The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of ore are discovered, a profitable market may exist for the sale of minerals produced by the Company. Factors beyond the control of the Company may affect the marketability of any substances discovered. Mineral priceshave fluctuated widely in recent years. The marketability of minerals is also affected by numerous other factors beyond the control of the Company.

8. Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

9. Environmental and Other Regulatory Requirements

Existing and possible future environmental legislation, regulations and actions could cause significant expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted and which may well be beyond the capacity of the Company to fund. The Company's right to exploit the mining properties is subject to various reporting requirements and to obtaining certain government approvals and there is no assurance that such approvals, including environmental approvals, will be obtained without inordinate delay or at all.

10. No Assurance of Titles, Boundaries or Surface Rights

The Company has investigated rights of ownership of all of the mineral properties in which it has an interest and, to the best of its knowledge, all agreements relating to such ownership rights are in good standing. However, all properties may be subject to prior claims or agreement transfers, and rights of ownership may be affected by undetected defects. While to the best of the Company's knowledge, title to all properties in which it has the right to acquire an interest is in good standing, this should not be construed as a guarantee of title. Other parties may dispute title to the mining properties in which the Company has the right to acquire an interest. The properties may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects or the statutes referred to above.

11. Permits and Licenses

The operations of the Company may require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

12. Inability to Meet Cost Contribution Requirements

The Company may, in the future, be unable to meet its share of costs incurred under agreements to which it is a party and the Company may as a result, be subject to loss of its rights to acquire interests in the properties subject to such agreements.

13. Reliance on Key Personnel

The nature of the business of the Company, the ability of the Company to continue its exploration and development activities and to thereby develop a competitive edge in the marketplace depends, in a large part, on the ability of the Company to attract and maintain qualified key management personnel. Competition for such personnel is intense, and there can be no assurance that the Company will be able to attract and retain such personnel. The development of the Company now and in the future, will depend on the efforts of key management figures, the loss of whom could have a material adverse effect on the Company. The Company does not currently maintain key-man life insurance on any of the key management employees.

CONFLICTS OF INTEREST

The directors and officers of the Company may serve as directors or officers, or may be associated with, other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding on terms with respect to the transaction. If a conflict of interest arises, the Company will follow the provisions of the *Business Corporations Act (BC)* (“Corporations Act”) dealing with conflict of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company’s directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith, and in the best interest of the Company.

Forward Looking Statements

Statements contained in this MD&A that are not historical facts are forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements include, but are not limited to, statements with respect to the future price of metals; the estimation of mineral reserves and resources, the realization of mineral reserve estimates; the timing and amount of estimated future production, costs of production, and capital expenditures; costs and timing of the development of new deposits; success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking 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 the forward-looking statements. Such risks and other factors include, among others, risks related to the integration of acquisitions; risks related to operations; risks related to joint venture operations; actual results of current exploration activities; actual results of current reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of metals; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labor disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed in the sections entitled "Risks and Uncertainties" in this MD&A. Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking 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. The forward-looking statements in this MD&A speak only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof to reflect the occurrence of unanticipated events.

Forward-looking statements and other information contained herein concerning the mining industry and general expectations concerning the mining industry are based on estimates prepared by the Company using data from publicly available industry sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While the Company is not aware of any misstatements regarding any industry data presented herein, the industry involves risks and uncertainties and is subject to change based on various factors.

O) ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com or at the Company's website: www.anfieldresources.com.