

ATLANTIC INDUSTRIAL MINERALS INCORPORATED

MANAGEMENT'S DISCUSSION AND ANALYSIS **(for the three month period ended May 31, 2019)**

July 9, 2019

INTRODUCTION

This management's discussion and analysis ("MD&A") has been prepared by Atlantic Industrial Minerals Incorporated's ("Atlantic" or the "Company") management and provides a review of the Company's operating and financial performance for the three month period ended May 31, 2019, as well as a view of future prospects. The MD&A should be read in conjunction with Atlantic's unaudited condensed interim financial statements for the three month period ended May 31, 2019 and, audited consolidated financial statements for the year ended February 28, 2019. Additional information related to the Company is filed electronically on the System for Electronic Document Analysis and Retrieval (SEDAR) and is available online at www.sedar.com.

Basis of presentation

Atlantic's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars, unless otherwise noted.

NOTE: in this MD&A references to years, such as F2020, refer to the fiscal years ending February 28.

This MD&A may contain forward-looking statements, which may be influenced by factors described in the "Cautionary Statements" section of the MD&A. The "Risks and Uncertainties" section of this MD&A further describes other factors that could cause results or events to differ from expectations.

CORPORATE PROFILE

Atlantic is a publicly-listed exploration company involved in the business of acquiring, exploring and developing mineral properties. The Company is presently evaluating the viability of its 100%-owned Glencoe Carbonate Property located in Inverness County, Cape Breton. Atlantic is currently listed on the NEX board of the TSX Venture Exchange ("TSX-V") and its common shares trade under the symbol ANL.H.

MINERAL PROPERTIES

Glencoe Carbonate Property – Cape Breton, Nova Scotia

Atlantic holds a 100% interest in the Glencoe carbonate property ("Glencoe" or the "Glencoe Property"), which is located in Inverness County, Nova Scotia. Glencoe is comprised of 33 claims encompassing 528 hectares that cover a deposit of limestone and dolomite. Glencoe is located within 60 km or less of the Strait of Canso Super Port, which is serviced by highway, rail and natural gas pipeline systems, each are important factors that enhance the area's ability to support potential future development.

In 1977, the Nova Scotia Department of Mines and Energy (NSDME) reported non NI 43-101 compliant reserves totalling 175 million tons of metallurgical grade stone grading 52% CaO or greater and < 2.5% SiO₂. Substantial components of these reserves grade in excess of 96% CaCO₃ (~ 53.75% CaO) and are of interest as potential chemical grade calcium carbonate resources. Carbonate within a larger cement grade zone of 345 million tons was reported. Additionally, extensive areas of white calcium carbonate have been intercepted by drilling at Glencoe. Beneficiation studies conducted by Ginn Mineral Technologies Ltd. on associated samples returned GE Brightness values in the 93.86 to 96.4 range. These results established Glencoe's potential as a source of high quality coater, filler and extender grade white carbonate. In addition to calcium carbonate, according to the 1977 NSDME report, a substantial dolomite deposit is present at Glencoe, and combined calcium carbonate and dolomite resource potential is estimated to be 500 million tonnes or more.

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NOTE: None of these estimates or analyses were prepared in compliance with NI 43-101 definitions and a qualified person within the meaning of NI 43-101 has not done sufficient work to classify these historical estimates as current mineral resources or mineral reserves. The Company is not treating these historical estimates as current mineral resources or mineral reserves and these historical estimates should not be relied upon.

In 2002 Mercator Geological Services Limited (Mercator) re-logged deposit delineation cores archived at the Nova Scotia Department of Natural Resources Stellarton Core Library. 103 of 122 holes drilled in the area were re-logged, representing a total of 14,080 meters of drilling. A limited field program was also carried out, focused on locating drill hole collars and collection of bedrock samples from several areas of high purity or white carbonate potential. Based upon the core re-logging and associated field programs the continuity of lithologic units and associated carbonate quality parameters was demonstrated over much of the property. This reflected geological correlation on a unit by unit basis through cross sectional study, which was also evident in earlier surface mapping data at Glencoe.

In a July 5, 2004 "Report on Drill Core Re-Logging and Resource Potential" of the Glencoe carbonate deposit prepared by Michael P. Cullen, M.Sc., P.Geo., Mercator identified the potential for the following occurrences on the Glencoe Property:

- 470 million tonnes or more of cement grade carbonate;
- 190 million tonnes or more of light grey to white carbonate of coater, filler and extender grade interest, this potential being broadly based on results of beneficiation studies carried out to date;
- 50 million tonnes or more of white to bright white carbonate that occurs as a subset of the light grey to white zone mentioned above;
- 60 million tonnes or more of high purity, chemical grade carbonate; and
- 50 million tonnes or more of dolomite and dolomitic carbonate

NOTE: The above historical figures are estimates of exploration potential only and were not prepared in accordance with NI 43-101 and are not mineral resources or reserves as currently defined in National Instrument 43-101 and Canadian Institute of Mining, Metallurgy and Petroleum Standards on Mineral Resources and Reserves Definitions and Guidelines. A qualified person within the meaning of NI 43-101 has not done sufficient work to classify these estimates as current mineral resources or mineral reserves, the Company is not treating these estimates as current mineral resources or mineral reserves, and these estimates should not be relied upon.

During 2011 the permit area was geologically mapped and a 73 hole (261.9 metre) percussion drilling program was completed. During 2013 a market study from PricewaterhouseCoopers ("PwC") and a mine permitting scoping study from Conestoga-Rovers and Associates ("CRA") were completed, and a NI 43-101 Resource Estimate from Mercator was initiated.

PricewaterhouseCoopers Market Study

The PwC 'supply-demand' market assessment for cement in North America from PricewaterhouseCoopers focussed primarily on the eighteen states of the U.S. Eastern seaboard and concluded that in the nearer-term on the supply side there will be a 2 million tonne shortfall in cement production by 2015 increasing to 20 million tonnes by 2020, that in the longer-term starting around the 2015 timeframe on the demand side there would be an increase in the demand for cement, and that through to 2035 demand would increase significantly. The report also concluded that it appeared that the domestic supply of cement within the Eastern United States would not be sufficient to meet the increased demand. Readers are cautioned that this report was completed in 2013 and that elements of the supply and demand equation reported upon therein may have changed since that time.

Mine Permitting Scoping Study

The CRA mine permitting scoping study concluded that Glencoe has a number of elements favourable towards successful permitting with limited constraints. The preliminary permitting scoping study outlined the permitting

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process for such a project including in general terms the parameters for environmental impact reviews and extensive First Nations, community and interest group consultations CRA indicated that the project has a high likelihood that it can be successfully permitted within a two-year period from initiation of the permitting process based on the project scenarios that they were provided by Atlantic for the study. Readers are cautioned that this report was completed in 2013, that elements of the underlying project scenarios may have changed since that time and that a comprehensive mine permitting study would be required before the permitting process could be initiated.

NI 43-101 Resource Estimate

The resource estimate compliant with National Instrument 43-101 has not been completed due to lack of financing.

Production Royalty

A Company director and former director are entitled to receive a production royalty based on the greater of \$1.50 per tonne or 5% of the gross selling price of all carbonate product sold from Glencoe.

Option Agreement

In fiscal 2018, the Company paid \$11,000 to acquire the option to purchase the surface rights of two additional properties to near Glencoe. The total purchase price is \$70,000 and the balance is payable upon the commencement of a commercial extraction plant.

Exploration expenditures

No exploration work was conducted during the current quarter. Due to the Company's limited financial resources, the possibility exists where the Company will not be able to conduct sufficient exploration work to meet annual assessment requirements and risks relinquishing its rights to Glencoe.

In fiscal 2019 the Company conducted an impairment test on Glencoe and elected to write-off all capitalized expenditures. In addition, the Company changed its accounting policy for exploration and evaluation expenditures and now expenses these costs as incurred. This accounting policy change has been applied on a prospective basis beginning March 1, 2019.

SUMMARY OF QUARTERLY RESULTS

	Corporate and administrative	Exploration and evaluation	Impairment of mineral property	Net loss	Net loss per share
<u>Fiscal 2020</u>	\$	\$	\$	\$	\$
Q1 May 31	3,615	(1,452)	-	2,163	0.000
<u>Fiscal 2019</u>					
Q4 February 28	22,938	-	1,005,449	1,022,687	0.042
Q3 November 30	4,957	-	-	4,957	0.000
Q2 August 31	17,565	-	-	17,565	0.001
Q1 May 31	1,758	-	-	1,758	0.000
<u>Fiscal 2018</u>					
Q4 February 28	41,750	-	-	27,815	0.001
Q3 November 30	4,701	-	-	4,701	0.000
Q2 August 31	11,553	-	-	11,553	0.001

For F2019, fluctuations in quarterly results were influenced by: (1) professional fees (accounting) in Q2 - consulting and shareholder relations and promotion costs in Q4; and, (2) the impairment of the Glencoe Property in Q4. For F2018, fluctuations in quarterly results were influenced by professional fees (accounting) in Q2 and Q4.

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RESULTS OF OPERATIONS

The net loss for the first quarter of F2020 was \$2,163 versus a net loss of \$1,758 for F2019, representing an increase of \$1,405. The increase in the net loss was partially mitigated by exploration and evaluation expenditures consisting of a Glencoe Project work credit claim refund of \$1,452. Corporate and administrative expenses primarily consist of filing and transfer agent fees and shareholder relations and promotion costs.

LIQUIDITY AND CAPITAL RESOURCES

Cash flows

Financing activity cash flows for the first quarter of F2020 reflect cash loans provided by a Company director to allow the Company to fund some off its working capital requirements.

Working capital

As at February 28, 2019, Atlantic had cash of \$2,772 and a working capital deficiency of \$766,717. Sales tax receivables represent amounts to be refunded by the Canadian government. Loans payable of \$397,957 are non-interest bearing, unsecured and no fixed terms of repayment. Subsequent to May 31, 2019, a Company director provided the Company with additional cash loans of \$4,789 for working capital purposes.

The Company has not been successful in attracting additional investment or identifying a suitable business combination partner, and there can be no assurance that the Company will be successful in doing so in the future.

Atlantic does not have sufficient working capital and will need to obtain additional funding to fund: its F2020 operating expenditures; its Glencoe Project obligations and exploration activities; eliminate its working capital deficiency; and settle its long-term debt. There can be no assurance that Company directors will continue to fund the Company's operations. There is a risk that the Company will be unable to raise sufficient funds, thus jeopardizing the Company's ability to continue as a going-concern.

SHARE CAPITAL

As of the date of this MD&A, Atlantic has the following securities outstanding:

Security	Number
Common shares	24,633,448
Warrants	nil
Options	nil

RELATED PARTY TRANSACTIONS AND BALANCES

Accounts payable and accrued liabilities include \$139,492 (February 28, 2019 – \$139,492) payable to: a Company director; companies controlled by Company directors; and, a former Company director (the "Former Director"), who departed the Company on June 25, 2018.

Loans payable of \$397,957 (February 28, 2019 - \$372,217) represent cash advances provided for working capital purposes by Company directors, companies controlled by Company directors and the Former Director. For the current three month period of F2020, the Company received cash loans of \$25,740 from a Company director and subsequent to May 31, 2019, received additional cash loans of \$4,789 from the same director. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

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Long term debt of \$350,000 (February 28, 2019 - \$350,000) is payable to a Company director and the Former Director. On June 24, 2014, the Company entered into an agreement (subsequently amended on February 1, 2017) with the Company director and the Former Director to defer payment of \$350,000, comprised of unpaid consulting and professional fees and outstanding payments related to the acquisition of the Company's former Kewstoke Carbonate property. The Company director and the Former Director are each owed \$175,000 and the payment of such amounts has been deferred until the earlier of either: (a) the Company completing aggregate equity financings of not less than \$750,000; or, (b) June 14, 2020. In addition, the debt is unsecured and non-interest bearing.

A Company director and the Former Director are entitled to receive a production royalty based on the greater of \$1.50 per tonne or 5% of the gross selling price of all carbonate product sold from Glencoe Project.

FINANCIAL INSTRUMENTS

Disclosure on Atlantic's financial instruments and related risks may be found in Note 14 of Atlantic's unaudited condensed interim financial statements for the three month period ended May 31, 2019.

CAUTIONARY STATEMENTS

This MD&A may contain forward-looking statements relating to, but not limited to, Atlantic's assumptions, estimates, expectations and statements that describe Atlantic's future plans, intentions, beliefs, objectives or goals, that are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those expressed or anticipated by such forward-looking statements. Statements that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements or forward-looking information, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words. Examples of such forward-looking statements, without limiting the generality of the foregoing, include:

- ability to complete permit or property acquisitions/transactions and conduct exploration work;
- reference to competitors or historic exploration results;
- capital requirements and ability to obtain funding; and,
- ability to continue as a going concern: and,

Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements and forward-looking information. Such factors include, but are not limited to:

- condition of underlying commodity markets and prices;
- ability to raise necessary capital;
- fluctuations in stock market volatility;
- receipt or retention of necessary permits or approvals;
- access to properties and contests over title to properties;
- obtaining exploration, environmental and mining approvals;
- quality of exploration results and mineralogy;
- the speculative nature of exploration and development and investor sentiment;
- competition for, among other things, capital, acquisitions of resources and/or reserves, undeveloped lands and skilled personnel;
- changes in national and local government legislation, taxation, controls, regulations and political or economic developments in which the Company conducts or may conduct business;
- business opportunities that may be presented to, or pursued by, us;
- our ability to correctly value and successfully complete acquisitions;
- effectiveness of corporate relations;

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Although Atlantic believes that the assumptions, estimates and expectations reflected in our forward-looking statements are reasonable, results may vary, and we cannot guarantee future results, levels of activity, performance or achievements. Readers are cautioned not to place undue reliance on these forward-looking statements due to the inherent uncertainty. Atlantic disclaims any intent or obligation to update or revise any forward-looking statement, whether as a result of new information, future events or other such factors which affect this information, except as required by law.

RISKS AND UNCERTAINTIES

Atlantic is in the business of exploring for minerals and, if successful, ultimately mining them. The mining sector is by its nature, cyclical, competitive and risky. Many of these risks are beyond the Company's control. Investment in the mining sector in general and the exploration sector, in particular, involves a great deal of risk and uncertainty and Atlantic's common shares should be considered as a highly speculative investment. Current and potential investors should give special consideration to the risk factors involved.

Acquisition Risk

Atlantic uses its best judgment in the acquisition of mineral properties and in pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including agreements to finance the acquisition and development of the mineral properties or business venture. The Company cannot provide assurance that it can complete any acquisition that it pursues, on favourable terms, or that any acquisition will ultimately benefit the Company.

Competition Risk

Atlantic must compete with a number of other companies that possess greater financial and technical resources. Competition in the mining and business sectors could adversely affect the Company's ability to acquire mineral properties or projects.

Conflicts of Interest Risk

Certain directors and officers of Atlantic, in their personal capacities or as directors or officers of other companies, are engaged or have interests in mineral exploration and development activities outside of the Company. Accordingly, exploration opportunities or prospects of which they become aware of may not necessarily be made available to the Company.

Counterparty Risk

Counterparty risk is the risk that each party to a contract will not fulfill its contractual obligations. The entering into a transaction for a business opportunity exposes the Company to this risk. The Company is exposed to this risk through the option agreements to acquire the surface rights for two properties at the Glencoe Project.

Dependence on Directors, Management and Consultants

Atlantic is very dependent upon the efforts and commitment of its directors, management and consultants to the extent that if the services of these parties were not available a disruption in the Company's operations may occur, which may have an adverse effect on the Company's objectives and financial condition.

Environmental Risk

Exploration and development activities conducted on Atlantic's mineral properties are subject to the environmental laws and regulations of the country in which the activities take place. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties, more stringent environmental assessments and a heightened degree of responsibility for companies and their officers, directors and employees. Environmental laws and regulations may change at any time prior to the granting of necessary approvals. The support of local communities may be required to obtain necessary permits. Although the Company undertakes to comply

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with current environmental laws and regulations, there is no assurance that changes in environmental laws or regulations will not adversely affect the Company's operations.

Exploration Risk

There is no assurance that the activities of Atlantic will be successful and result in economic deposits being discovered and in fact, most companies are unsuccessful due to the low probability of discovering an economic deposit. Once mineralization is discovered, it may take several years until production is possible during which time the economics of a project may change. Substantial expenditures are required to establish reserves through drilling. Atlantic's ability to establish a mining operation is subject to a host of variables, such as the physical, technical and economic attributes of a deposit, availability of capital, cyclical nature of commodity markets and government regulations.

Exploration activities involve risks which even a combination of experience, knowledge and prudence may not be able to overcome. Exploration activities are subject to hazards and risks which could result in injury or death, property damage, adverse environmental conditions and legal liability. Fires, power disruptions and shortages and the inability to access land or obtain suitable or adequate equipment or labour are some of the hazards and risks involved in conducting an exploration program.

Financing and Liquidity Risk

Atlantic's ability to continue as a going concern, retain its mineral properties, finance its exploration and development activities and make acquisitions is highly dependent on its working capital and its ability obtain additional funds in the capital/equity markets. The Company does not have production income or a regular source of cash flow to fund its operating activities. In addition, Atlantic's financial success is dependent on the extent to which it can discover mineralization in economic quantities and the economic viability of developing its properties or projects.

Atlantic will require significant capital to finance its overall objectives and there can be no assurance that the Company will be able to raise the capital required, thus jeopardizing the Company's ability to achieve its objectives, meet its obligations or continue as a going-concern. Given the nature of the Company's operations, which consist of exploration, evaluation, development and acquisition of mineral properties or mining projects, the Company believes that the most meaningful financial information relates primarily to current liquidity and solvency. There can be no assurance that the Company's directors/officers will fund the Company's working capital needs.

Failure to obtain sufficient and timely financing may result in delaying or indefinitely postponing exploration or development activities. If the Company obtains debt financing, it may expose its operations to restrictive loan and lease covenants and undertakings. If the Company obtains equity financing, existing shareholders may suffer dilution.

Permit Risk

Atlantic's current and anticipated future exploration and development activities on its properties, require permits from various governmental authorities. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could prevent, delay or restrict the Company from proceeding with certain exploration or development activities. There can be no guarantee that the Company will be able to obtain or maintain all necessary licenses and permits that may be required to explore and develop its properties,

There can be no assurance that all permits that the Company requires will be obtainable on reasonable terms, or at all. Delays or a failure to obtain such permits, or a failure to comply with the terms of any such permits that the Company has obtained, could have a material adverse impact on the Company.

Price Risk

The ability of Atlantic to finance the acquisition, exploration and development of its mineral properties and the future profitability of the Company is strongly related to: the price of the underlying commodity; the market price of the Company's equities; and, commodity and investor sentiment. Commodity and equity prices fluctuate on a daily basis

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and are affected by a number of factors beyond the Company's control. A decline in either the price of the primary commodity, the Company's issued equities or investor sentiment could have a negative impact on the Company's ability to raise additional capital. Management monitors the commodity and stock markets to determine the applicable financing strategy to be taken when needed.

Property Title Risk

Although Atlantic takes reasonable measures to ensure proper title in the properties in which it holds or is acquiring an interest, there may still be undetected title defects affecting such properties. Accordingly, the properties in which Atlantic holds or is acquiring an interest may be subject to prior unregistered liens, agreements, transfers or claims, or unsatisfied work commitments, all of which could have a material adverse impact on Atlantic's operations. In addition, the Company may be unable to access or operate its properties as permitted or to enforce its rights with respect to its properties. If a title defect exists, it is possible that the Company may lose all or part of its interest in the properties to which such defects relate.

Further, there can be no assurance that the Company will be able to secure the grant or the renewal of exploration permits or other tenures on terms satisfactory to it, or that governments having jurisdiction over the Company's mineral properties will not revoke or significantly alter such permits or other tenures or that such permits and tenures will not be challenged or impugned.

Uninsured Hazards Risk

The Company may not always be able or may choose not to obtain insurance for many of the risks that it faces. During the exploration, development and production of mineral properties, several risks including unexpected or unusual geological or operating conditions, may occur. It is not possible to fully insure against such risks, and the Company may decide not to seek insurance against such risks because of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in an increase in costs and a decline in the value of the Company's securities. The Company is currently not insured against environmental risks. Insurance against environmental risks (including potential liability for pollution or other hazards resulting from the disposal of waste products occurring from exploration and production) has not been generally available to companies within the industry. The Company may periodically evaluate the cost and coverage of such insurance as is available against certain environmental risks to determine if it would be appropriate to obtain such insurance. Without such insurance, and if the Company becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate the Company's available funds or could exceed the available funds that the Company has and result in bankruptcy. Should the Company be unable to fully fund the remedial cost of an environmental problem, it might be required to agree to interim compliance measures pending completion of the required remedy.

Social Access Risk

The Company's mineral claims are located near rural communities that may be affected by quarrying activities. The Company engages in community stakeholder consultations to ensure that the Company will be able to carry out its planned exploration and, in the future, development programs. There can be no assurance that these measures will be successful, in whole or in part. In areas where there are local populations or landowners, it may be necessary, as a practical matter, to negotiate surface access. There can be no guarantee that, despite having the legal right to access the surface and carry on exploration activities, the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out exploration, development or quarrying activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction and the success of such actions cannot be predicted with certainty.