ROSS RIVER MINERALS INC.
Management Discussion and Analysis ("MD&A")
for the six months ended June 30, 2018

The following discussion and analysis of the operations, results, and financial position of Ross River Minerals Inc. ("the Company") for the six months ended June 30, 2018 should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and related notes for the six months ended June 30, 2018 and the audited financial statements for the year ended December 31, 2017. The effective date of this report is August 22, 2018. All figures are presented in Canadian dollars, unless otherwise indicated.

COMPANY OVERVIEW

Ross River Minerals Inc. is a junior resource company engaged in the identification, acquisition, exploration and development of mineral properties in North America. The Company is a reporting issuer in British Columbia, Alberta and the Yukon Territory and trades on the NEX of the TSX Venture Exchange under the symbol RRM.H. The head office and records office of the Company are located at 1430 – 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6.

The Company was incorporated on June 12, 1996 as 521844 B.C. Ltd. and subsequently changed its name to Panamex Resources Inc. On May 22, 2002, the Company changed its name to Ross River Minerals Inc. The Company completed a reverse take-over on May 28, 2002 whereby the former shareholders of Ross River Gold Ltd. acquired control of the Company through a share-for-share exchange.

The condensed interim consolidated financial statements include the accounts of Ross River Minerals Inc. and its wholly owned subsidiary, Ross River Gold Ltd. ("RRG").

On March 12, 2018, Company completed a non-brokered private placement of 4,824,999 units at a price of $0.15 per unit for proceeds of $723,750. Each unit is comprised of one common share and one share purchase warrant. Each share purchase warrant entitles the holder to purchase one additional common share at a price of $0.20 per share until March 12, 2019.

During the six months ended June 30, 2018, the Company has repaid $17,250 of share subscriptions that were received during the year ended December 31, 2016.

On May 17, 2018, the Company consolidated its share capital and warrants on a one-new-for-twenty-old basis. All references to share capital and warrants presented in these financial statements have been restated to reflect the share consolidation.

PROPOSED TRANSACTION

On August 8, 2018, the Company signed an Amalgamation Agreement (the "**Agreement**") pursuant to which the Company will acquire (the "**Proposed Transaction**") all of the outstanding shares of Innovate Phytotechnologies Inc. ("**Innovate**"), an analytical research and development organization providing licensing and product development solutions in the cannabis, food, drug and health products sectors.

Summary of the Proposed Transaction

The Proposed Transaction will be effected by way of a three-cornered amalgamation without court approval under the provisions of the *Business Corporations Act* (British Columbia) (the "**BCBCA**"). Innovate will amalgamate with a newly incorporated wholly-owned subsidiary of the Company and will become a wholly-owned subsidiary of the Company on completion of the Proposed Transaction and the shareholders of Innovate will exchange their shares in Innovate for common shares of the Company. Upon completion of the Proposed Transaction, the Resulting Issuer will continue on with the business of Innovate.

The Resulting Issuer intends to voluntarily de-list its common shares from the NEX Board of the TSXV and apply for listing on the Canadian Securities Exchange (the "**CSE**"). In accordance with TSXV requirements, the Company will be seeking majority of the minority shareholder approval in connection with the de-listing.

Prior to the closing of the Proposed Transaction, Ross River will change its name to Innovate PhytoTechnologies Inc., or such other name as may be agreed upon the parties.

The Company will issue the following securities in connection with the Proposed Transaction:

- to the shareholders of Innovate, 50,758,969 common shares and performance warrants entitling them to purchase up to 9,350,000 common shares at a price of $0.02 per common share on or before March 31, 2023, provided that the Resulting Issuer and its affiliates achieve certain sales revenue and market capitalization targets;

- an aggregate of approximately 14,285,714 common shares pursuant to the automatic conversion of convertible notes to be issued in connection with a private placement financing to raise gross proceeds of approximately $5,000,000 to be completed following entering into of the Agreement, being a conversion price of $0.35 of convertible note principal for each common share of the Company (the "**Note Financing**"); and

- an aggregate of approximately 6,666,666 common shares pursuant to a private placement financing for gross proceeds of $5,000,000 to be completed concurrently with closing of the Proposed Transaction (the "**Concurrent Financing**");

- outstanding share purchase warrants of Innovate entitling the holders to purchase up to 10,758,969 common shares at a price of $0.30 per common share will be exercisable for common shares of the Resulting Issuer on a one for one basis; and

- an aggregate of 1,000,000 common shares as a finders' fee to parties at arms-length to the Company.

The completion of the Proposed Transaction remains subject to a number of terms and conditions.

The common shares of the Company were halted effective August 8, 2018 and are not expected to recommence trading on the TSXV prior to delisting in connection with the completion of the Proposed Transaction. The Proposed Transaction is anticipated to close on or before November 30, 2018. The Proposed Transaction is an arms-length transaction.

SUMMARY OF QUARTERLY RESULTS

The following selected financial data is prepared in accordance with IFRS:				
	3 months ended June 30, 2018	3 months ended March 31, 2018	3 months ended December 31, 2017	3 months ended September 30, 2017
Total revenue	$0	$0	$0	$0
Net income (loss)	$(19,136)	$(22,787)	$60,295	$(1,773)
*Loss per common share, basic and diluted	$(0.00)	$(0.00)	$0.02	$(0.00)
The following selected financial data is prepared in accordance with IFRS:				
	3 months ended June 30, 2017	3 months ended March 31, 2017	3 months ended December 31, 2016	3 months ended September 30, 2016
Total revenue	$0	$0	$0	$0
Net income (loss)	$(8,296)	$(20,393)	$(31,297)	$(7,461)
*Loss per common share, basic and diluted	$(0.00)	$(0.00)	$(0.01)	$(0.00)

*Loss per common share is calculated based on the weighted average number of outstanding shares which has been restated to reflect the 20:1 consolidation on May 17, 2018.

The net gain in Q4 2017 was due to the write-off of accounts payable in its Mexican subsidiary. This is a non-cash transaction. The expenses incurred by the Company are those typical of junior exploration companies that have not established mineral reserves. In some quarters more expenses are incurred than in others as a result of non-recurring activities or events.

SELECTED ANNUAL FINANCIAL INFORMATION

The following selected financial data is derived from the financial statements prepared in accordance with IFRS:			
	Year ended December 31, 2017	Year ended December 31, 2016	Year ended December 31, 2015
Total revenue	$0	$0	$0
Income (loss) before other items	($40,910)	($48,601)	($72,572)
Net income (loss)	$29,833	($54,797)	($49,077)
Income (loss) per common share, basic and diluted	$0.01	($0.01)	($0.01)
Total assets	$1,251	$2,984	$551
Long term debt	$0	$0	$0
Dividends paid/payable	$0	$0	$0

DISCLOSURE OF OUTSTANDING SHARE DATA

The following table summarizes the total number of common shares outstanding as at June 30, 2018 and as of the date of this MD&A assuming all outstanding options were converted to common shares:

	June 30, 2018	**As of the date of this MD&A**
Common shares	8,575,999	8,575,999
Warrants to purchase common shares	4,824,999	4,824,999
	13,400,998	13,400,998

RESULTS OF OPERATIONS

Three months ended June 30, 2018 ("Q2 2018") compared with three months ended June 30, 2017 ("Q2 2017")

The loss for Q2 2018 was $19,136 compared with $8,296 for Q2 2017. Significant variances in expenses are explained as follows:

- Administration fees increased from $166 in Q2 2017 to $3,770 in Q2 2018 mainly due to incurring monthly office and administrative fees since February 1, 2018. No similar expenses were incurred in Q2 2017;
- Professional fees of $4,635 were incurred in Q2 2018 compared with $1,200 in Q2 2017. The increase was due to increase in monthly accounting fees during Q2 2018; and
- Transfer agent and filing fees of $8,881 were incurred in Q2 2018 compared with $4,204 in Q2 2017. The increase was due to incurring additional regulatory fees in relation to share consolidation that took place on May 17, 2018.

Six months ended June 30, 2018 ("2018") compared with six months ended June 30, 2017 ("2017")

The loss for the 2018 period was $41,923 compared with $28,689 for the 2017 period. Significant variances in expenses are explained as follows:

- Administration fees increased from $174 in 2017 to $6,570 in 2018 mainly due to incurring monthly office and administrative fees since February 1, 2018. No similar expenses were incurred in 2017;
- Consulting and management fees of $12,350 were incurred in 2018 compared with $6,000 in 2017. The increase was mainly due to increased fees for management services provided by two directors during 2018. During 2017, consulting fees were charged by only one director;
- Foreign exchange loss of $Nil was incurred in 2018 compared with $8,179 in 2017. The decrease was due to the non-cash transaction of Canadian equivalent of the debt in Company's Mexican subsidiary, Minera Rio Ross, S.A. de C.V. ("MRR"). No similar costs were incurred during 2018 as MRR has been dissolved;
- Professional fees of $9,430 were incurred in 2018 compared with $2,200 in 2017. The increase was due to increase in monthly accounting fees and legal costs during 2018; and
- Transfer agent and filing fees of $13,023 were incurred in 2018 compared with $6,800 in 2017. The increase was due to incurring additional regulatory fees in relation to share capital activities including issuance of shares and warrants on March 12, 2018 and completion of share consolidation on May 17, 2018.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements.

As at June 30, 2018, the Company had working deficiency of $270,894 compared to working deficiency of $935,471 as at December 31, 2017.

As at June 30, 2018, the Company had cash of $43,457 (December 31, 2017 - $289) available to meet short-term business requirements and liabilities of $315,016 (December 31, 2017 - $936,722). The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company has no long-term debt.

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements.

CONTRACUAL COMMITMENTS

There are no contractual commitments.

TRANSACTIONS WITH RELATED PARTIES

Compensation of Key Management Personnel

Key management personnel consist of current and former directors and senior management including the current and former Presidents, Chief Executive Officers, and Chief Financial Officer. Key management personnel compensation for the six months ended June 30, 2018 and 2017 includes:

	2018	2017
Consulting and management fees	$ 10,500	$ 12,000

The accounts payable and accrued liabilities of the Company include amounts due to related parties. The amounts owing are non-interest bearing, unsecured and due on demand and are as follows:

	June 30, 2018	December 31, 2017
Key management personnel	$ Nil	$ 762,977

CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates include accrued liabilities, the determination of share-based payments and the recoverability of deferred tax assets.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. Critical accounting policies which involve judgments or assessments made by management include accounting for valuation of warrants, as well as determination of the going concern assumption.

RECENT ACCOUNTING PRONOUNCEMENTS

Certain new standards, interpretations, amendments and improvements to existing standards were issued by IASB. The following have not yet been adopted by the Company are being evaluated to determine their impact:

IFRS 9 *Financial Instruments* – New standard that replaces IAS 39, *Financial instruments: recognition and measurement*, for classification and measurement, effective for annual periods beginning on or after January 1, 2018.

FINANCIAL INSTRUMENTS

The classification of the financial instruments as well as their carrying values as at June 30, 2018 is shown in the table below:

Loans and receivables	$	43,457
Financial liabilities measured at amortized cost	$	315,016

a) Fair Value of Financial Instruments

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

The fair value of cash, accounts payables and accrued liabilities and loans payable approximates their carrying value due to their short term maturity.

b) Management of Risks Arising From Financial Instruments

The Company is exposed to various types of market risks including credit risk, liquidity risk, interest rate risk and commodity price risk. This is not an exhaustive list of all risks, nor will the mitigation strategies eliminate all risks listed.

(i) **Credit Risk** – Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash. Cash is held with a major Canadian financial institution.

(ii) **Liquidity Risk** – Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising debt and equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. There is no assurance that financing will be available or, if available, that such financing will be on terms acceptable to the Company.

(iii) **Foreign exchange rate and interest Rate Risk** – The Company's functional currency is the Canadian dollar. However, the Company is exposed to the currency risk related to the fluctuation of the foreign exchange rates. Due to the limited number of transactions conducted in foreign currencies, a significant change in the foreign exchange rates would not have a material impact on the Company's consolidated financial statements. The Company has not entered into any derivative contracts or hedged its exposure to foreign currency fluctuations, and is not exposed to any significant interest rate risk.

(iv) **Price Risk** – The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

DISCLOSURE OF INTERNAL CONTROLS

Management has established processes to provide sufficient knowledge to support representations that reasonable diligence has been exercised to ensure that:

(i) the condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements, and

(ii) the condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

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. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP. The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. 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.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the financial statements is the responsibility of Management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgements and have been properly reflected in the accompanying financial statements.

FORWARD-LOOKING STATEMENTS

Certain sections of this Management Discussion and Analysis may contain forward-looking statements. Such forward-looking statements involve a number of 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 actual future results. The risks, uncertainties and other factors that could influence actual results are described in the "Risks and Uncertainties" section of this report. The forward-looking statements contained herein are based on information available as of the date of this report.

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Helen Ko (Director)
Richard Grayston (Director)

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Helen Ko (Chair)
Alex Klenman
Richard Grayston

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