UC RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS
FORM 51-102F1
For the Six months ended December 31, 2017

1. INTRODUCTION

This discussion and analysis of financial position and results of operations ('MD&A') and cash flows of UC Resources Ltd. (the "Company") should be read in conjunction with the interim consolidated financial statements of the Company for the six months ended December 31, 2017 and related notes thereto, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in Canadian dollars unless otherwise indicated. All references to "common shares" refer to the common shares in our capital stock. The effective date of this MD&A is February 22, 2018.

As used in this report, the terms "we", "us", "our", the "Company" and "UC Resources" mean UC Resources and unless otherwise indicated.

This MD&A contains forward-looking statements. These statements relate to future events or our future financial performance. Forward-looking information involves, but is not limited to, (i) currency fluctuations; (ii) the sufficiency of working capital; (iii) requirements for additional capital; and (iv) the statements about future operating and capital costs. In some cases, you can identify forward-looking statements by terminology such as "intends", "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled "Risk and uncertainties" that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements.

2. OVERALL PERFORMANCE

UC Resources Ltd. (the "Company") is an incorporated entity with its head office located at 2200 – 885 West Georgia Street, Vancouver BC, Canada, V6C 3E8 and its registered and records office located at 2200 – 885 West Georgia Street, Vancouver BC, Canada, V6C 3E8.

The Company continues to seek opportunities in the resource sector as well as the technology, bio-technology and industrial sectors as well. Several projects have been reviewed but, to date, nothing suitable has been identified. Financing will be required for the future acquisition and development of any new projects.

Effective July 2017, the Company completed a share consolidation in which 1 post consolidation common share replaced ten pre-consolidation common shares. As such, all current and comparative share capital amounts have been restated to account for the 10 to 1 common share consolidation unless otherwise noted.

In January 2018, subsequent to the end of the quarter, the Company completed a a non-brokered private placement for 25,950,000 units ("Units") of the Company, at a price of $0.05 per Unit, for gross process of $1,297,500 (the "Offering"). Finder fees of 1,560,000 units were paid in connection with this private placement. The proceeds of the Offering will be used by the Company to retire existing payables, as well as for the evaluation of potential strategic acquisitions and for general working capital purposes.

3. RESULTS OF OPERATIONS

The Company does not currently have any projects, and is actively looking for business opportunities.

At December 31, 2017, the Company had not yet achieved profitable operations and has accumulated losses of $40,459,084 since inception, including the net loss for the period ended December 31, 2017 of $51,796.

The review of results of operation should be read in conjunction with the audited financial statements of the Company for the period ended December 31, 2017, and 2016. Results of operations are summarized as follows:

	Three months ended December 31,		Six months ended December 31,	
	2017	2016	2017	2016
Stock-based compensation	$ -	$ -	$ -	$ -
Management fees and consultants	22,500	22,500	45,000	45,000
Investor communications	-	-	-	-
General and administrative	19,942	443	22,490	1,229
Other (income) expenses	(15,694)	-	(15,694)	-
Net Loss (Gain)	$ 26,748	$ 22,943	$ 51,796	$ 46,229

Stock-based compensation - The fair value of options granted is recognized as an expense upon grant. Nil options were issued in the quarters ended December 31, 2017 and 2016.

Management fees and consultants - Expenses for management fees and consultants remained the consistent as on change in the use of consultants and no change in management.

Investor communications – There has been no investor relations in the past two years.

General and administrative – General and administrative expenses have increased from the previous year due to professional fees.

Other expenses – in December 2017, the Company wrote off payables of $15,694.

Outlook – The Company is actively seeking financing opportunities and will continue to evaluate projects in the resource, technology, bio-technology and industrial sectors.

4. SUMMARY OF QUARTERLY RESULTS

	Quarter ended Dec 31, 2017	Quarter ended Sept 30, 2017	Quarter ended June 30, 2017	Quarter ended March 31, 2017
Total assets	$ 43,617	$ 41,272	$ 40,656	$ 49,262
Working capital (deficit)	(754,742)	(727,994)	(702,946)	(644,426)
Net income (loss)	(26,748)	(25,048)	(58,520)	(76,584)
Basic and diluted loss per share	$ (0.01)	$ (0.01)	$ (0.02)	$ (0.03)

	Quarter ended Dec 31, 2016	Quarter ended Sept 30, 2016	Quarter ended June 30, 2016	Quarter ended March 31, 2016
Total assets	$ 60,389	$ 30,207	$ 31,383	$ 46,674
Working capital deficit	(567,842)	(544,899)	(521,613)	(488,697)
Net Income (loss)	(22,943)	(23,286)	(34,005)	(25,927)
Basic and diluted loss per share	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.01)

5. LIQUIDITY AND CAPITAL RESOURCES

Working capital deficit at December 31, 2017 was $754,742 and this is not considered sufficient to finance budgeted exploration, general and administrative expenses, investor relations and acquisition commitments for the twelve months ending December 31, 2018.

Effective July 2017, the Company completed a share consolidation in which 1 post consolidation common share replaced ten pre-consolidation common shares. As such, all current and comparative share capital amounts have been restated to account for the 10 to 1 common share consolidation unless otherwise noted.

Management continues to focus on identifying opportunities in the resource, technology, bio-technology and industrial sectors. Financing will be required for the future acquisition and development of any new projects.

Contractual obligations

The Company has no contractual obligations for the ensuing five-year period.

8. OFF-BALANCE SHEET TRANSACTIONS

The Company has no off-balance sheet arrangements.

9. TRANSACTIONS WITH RELATED PARTIES

All related party transactions were measured at the amount of consideration established and agreed to by the related parties. All amounts due from/due to related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

Key management personnel were not paid post-employment benefits, termination benefits, or other long-term benefits during the periods ended December 31, 2017 and 2016.

The remuneration of directors and other members of key management personnel included.

	December 31,	
	2017	2016
During the period:		
Management fees expensed	$ 22,500	45,000
Share based payments	-	-
Balance (due to)/receivable from at period end:	December 31, 2017	June 30, 2017
To officers, and directors	-	300,125

1. Consulting fees of $22,500 (2016 - $45,000 were accrued to a company controlled by the CEO, Gary Monaghan, a director, and officer. All amounts payable have been assigned to a 3rd party.

Related party transactions are summarized in Note 6 to the interim consolidated financial statements for the period ended December 31, 2017.

10. PROPOSED TRANSACTIONS

Not applicable.

11. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of these consolidated financial statements requires management to make judgments and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgments and estimates. The consolidated financial statements include judgments and estimates, which, by their nature, are uncertain. The impacts of such judgments and estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future and other sources of judgments and estimates that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Critical Judgments

- Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

- In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

Estimates

The preparation of financial statements in accordance with IFRS requires management to make estimates based on assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from management's best estimates, as additional information becomes available. The most sensitive estimates affecting the financial statements were the determination of the existence of contingent assets and liabilities, the valuation of share-based compensation and the valuation of deferred income tax assets.

Areas where estimates are significant to the consolidated financial statements were as follows:

- the estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty;

- the inputs used in accounting for share purchase option expense in the consolidated statement of loss and comprehensive loss;
- the valuation of deferred income tax assets.

12. CHANGES IN ACCOUNTING POLICIES

Reference should be made to the audited financial statements for the year ended June 30, 2017 for full disclosure of significant accounting policies under IFRS.

New Accounting Policies Not Yet Adopted

The following standards and interpretations have been issued but are not yet effective, have not been early adopted by the Company, and therefore have not been applied by the Company in preparing these consolidated financial statements:

IFRS 9 Financial Instruments

IFRS 9 Financial Instruments is part of the IASB's wider project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. In February 2014, the IASB decided that the mandatory effective date of IFRS 9 would be annual periods beginning on or after January 1, 2018. The Company plans on adopting IFRS 9 as of July 1, 2018 however has yet to assess the full impact of adoption.

IFRS 16 Leases

IFRS 16 replaces the previous leases standard, IAS 17 Leases, and interpretations. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, lessee and lessor. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. A company can choose to apply IFRS 16 before that date but only if it also applies IFRS 15 Revenue from Contracts with Customers. The Company is in the process of evaluating the impact that these standards will have on the financial statements.

14. FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Financial assets and financial liabilities are measured on an ongoing basis at fair value or amortized cost. Cash is designated as fair-value-through-profit-and-loss and measured at fair value. Accounts payable and accrued liabilities are designated as other financial liabilities and measured at amortized cost.

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies; however, considerable judgement is required to develop certain of these estimates. The estimated fair value amounts can be materially affected by the use of different assumptions or methodologies.

Cash is recorded at fair value and the Company's other financial instruments are recorded at amortized cost, which approximate fair value due to their short term nature.

15. OTHER MD&A REQUIREMENTS

Risks and uncertainties

The Company's main expenditures are in Canadian dollars. The Company does not hedge its currency transactions.

The Company's financial instruments are exposed to certain financial risks, which include currency risk, credit risk, liquidity risk, interest rate risk, and environmental risk. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has implemented and monitors compliance with risk management policies as set out herein.

Currency Risk

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and other foreign currencies will affect the Company's operations and financial results. The Company does not have significant exposure to foreign exchange rate fluctuation.

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to fulfill and obligation and causes the other party to incur a financial loss. The Company's credit risk consists primarily of cash and cash equivalents and short term investments. The credit risk is minimized by placing cash and cash equivalents and investing short term investments with major Canadian financial institutions. |Management believes that the credit risk concentration with respect to bank deposits is remote since all cash is held with financial institutions of reputable credit. The Company does not invest in asset–backed commercial papers.

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 has sufficient cash to meet its obligations and liquidity risk is therefore considered minimal

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a loss as a result of a decline in the fair value of the cash and cash equivalents is limited because they are generally held to maturity. The Company's current policy is to invest excess cash to investment-grade short-term deposit certificates issued by its banking institutions. Interest rate risk is not significant to the Company as it has no cash equivalents at year end. As at December 31, 2017, with other variables unchanged, a 1% change in the variable interest rates would not have had a significant impact on the loss of the Company.

Environmental Risk

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation.

The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the property may be diminished or negated.

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Additional Disclosure for Venture Issuers Without Significant Revenue

Additional disclosure concerning the Company's exploration and evaluation assets and expenditures is provided in the Company's consolidated statements of financial position and consolidated statements of loss and comprehensive loss, contained in its audited financial statements for the years ended June 30, 2017 and 2016, available on the SEDAR page site, accessed through www.sedar.com.

Outstanding share data

As at February 22, 2018

Authorized	Unlimited
Issued and outstanding	2,440,364
Options outstanding	-
Warrants outstanding	-
Fully diluted	2,440,364

Additional information relating to the Company can be found on SEDAR at www.sedar.com